
F. LEGAL AND GOVERNMENTAL AFFAIRS

Staff Support:

Legal and Governmental Affairs

Association general telephone: 518-463-3200

Special Counsel

Richard Rifkin

phone: 518-487-5614

fax: 518-487-5694

e-mail: rrifkin@nysba.org

Senior Assistant

Kimberly A. McHargue

phone: 518-487-5624

e-mail: kmchargue@nysba.org

Director, Governmental Relations

Ronald F. Kennedy

phone: 518-487-5652

fax: 518-487-5694

e-mail: rkennedy@nysba.org

Associate Director, Governmental Relations

Kevin M. Kerwin

phone: 518-487-5574

fax: 518-487-5694

e-mail: kkerwin@nysba.org

Administrative Assistant

Barbara J. Mahan

phone: 518-487-5653

e-mail: bmahan@nysba.org

SECTION ACTIVITY REGARDING LEGISLATION

1. General Considerations

- a. Review the “NYSBA Guidelines for Effective Advocacy” approved by the Association’s Executive Committee in January 2015. If the Association’s advocacy activities are to be effective, we must deliver clear, concise, and coherent “messages” to state and federal public officials based on the general interests of the entire Association. Responsibility for the Association meeting this objective lies with the Association’s Department of Governmental Relations, which is at the center of all of our legislative activities, both in Albany and in Washington.
- b. Create a small legislative committee that will provide expertise and continuity from year to year. Involve the Section Chair in communication on legislative priorities and in coordinating activities. Involve the Section Chair-Elect in order to maintain continuity from year to year.
- c. Consider involvement in the following areas:
 - commenting on pending legislation by issuing legislation memoranda through the NYSBA Department of Governmental Relations;
 - drafting and promoting affirmative legislative proposals;
 - meeting with legislators and their staff regarding particular legislative issues; and,
 - analyzing and preparing “white papers” on legislative issues.
- d. When the NYS Legislature is in recess, set priorities. (See New York State Legislative Session Calendar, attached as “Item 1.”) Identify major issues and goals for the upcoming legislative session. Part of this issue-identification process is consideration of whether a topic or a particular report produced by the section may be of interest to the news media. Make contact with the NYSBA Departments of Media Services and Governmental Relations to discuss particular issues and reports. Such contact should be early in the process, before release of the final product.
- e. Coordinate activities with NYSBA leadership and staff. Consider activities in the context of NYSBA legislative priorities. Keep in mind that the portion of the year when the Legislature is not in session is the time when the Association conducts its process for identifying NYSBA legislative priorities for the following legislative session. (Note: The NYSBA Steering Committee on Legislative Priorities submitted the 2014 legislative priorities for approval by the Association’s Executive Committee in November 2013.)
- f. The Legislature is a “political institution” that does not operate by the same model and timetables used by most business or professional institutions. Recruit NYSBA members who have had experience with the legislative process. Create a mechanism for rapid and effective response at certain times, especially during critical stages of the legislative session.

- g. The New York State Lobbying Act requires registration of lobbyists and periodic reporting with regard to lobbying activities. The Act applies to lobbyists and public corporations, and to clients or employers of lobbyists, who in any calendar year either reasonably anticipate expending, incurring, or receiving, or actually expend, incur, or receive, more than \$5,000 of combined reportable compensation and expenses for lobbying activities. More information may be obtained from the web site of the New York State Joint Commission on Public Ethics (<http://www.jcope.ny.gov/>). You may also call the Department of Governmental Relations with specific questions about compliance with the Lobbying Act.

2. Affirmative Legislative Proposals

- a. Each year the Association presents affirmative legislative proposals to the New York State Legislature. This legislation is the work of NYSBA sections and committees, but before presentation to the Legislature the proposals must first receive the approval of the NYSBA Executive Committee or the House of Delegates. (See NYSBA Bylaws, Article VII and NYSBA Rules of the Executive Committee and House of Delegates for the consideration of Reports attached hereto as "Item 2(a)" and "Item 2(b)" of the Legislative Resource Materials.)
- b. When seeking approval of a legislative proposal by the NYSBA Executive Committee or House of Delegates, consider the format in which the proposal is submitted. (See an example of a legislative proposal by the Business Law Section, Committee on Corporations, attached hereto as "Item 3" of the Legislative Resource Materials; See also a form "Memorandum in Support of Legislation," attached hereto as "Item 4" of the Legislative Resource Materials.) **PLEASE PROVIDE** a "**Memorandum in Support**" - using the format of the form attached as "Item 4" - with any legislative proposal submitted to be considered for approval by the Association's Executive Committee or House of Delegates.

When preparing an affirmative legislative proposal for submission to the NYSBA Executive Committee or House of Delegates, consider the legislative calendar. (See a copy of the New York State Legislative Session Calendar, attached hereto as "Item 1" of the Legislative Resource Materials.)

3. Prohibition on “GIFTS” to public officials

- a. The “reform agenda” has produced significant changes in Albany during recent years. In 2007, the Commission on Public Integrity was created by merging the state Ethics Commission and the Commission on Lobbying, in order to centralize and better protect the public interest in the interaction between public officials and entities outside state government. In 2010, the Commission on Public Integrity was dissolved and replaced by the Joint Commission on Public Ethics (JCOPE). Ethics and lobbying laws have a direct impact on the activity of the New York State Bar Association, its sections, committees, and members. It is important to conduct all activity on behalf of the Association so as to ensure compliance with the provisions of the state's Lobbying Act ("Legislative Law"). Provisions that prohibit gifts to public officials are of particular importance. These provisions apply to any gifts given to public officials by the New York State Bar Association due to the fact that the Association is the client of a lobbyist (both internal staff and external consultants) registered with JCOPE.

Please refer to the memorandum regarding “Government Ethics Guidelines”, which is attached as “ITEM 11” of the “Legislative Resource Materials.”

- b. Judges

For our purposes, the state judiciary is not governed by the gift provisions of the Lobbying Act and the Public Officers Law. With regard to programs and events organized by the New York State Bar Association, the applicable rule is found in the Chief Administrator’s Rules Governing Judicial Conduct. In particular, Rule 100.4(D) (5) (a) provides as follows:

(5) A judge shall not accept, and shall urge members of the judge’s family residing in the judge’s household not to accept, a gift, bequest, favor or loan from anyone except: (a) a gift incident to a public testimonial..., or an invitation to the judge and the judge’s spouse or guest to attend a bar-related function or an activity devoted to the improvement of the law, the legal system of the administration of justice.

4. Legislative Resource Center

Forms and other useful information may be obtained at the Legislative Resource Center on the Association’s web site at www.nysba.org/LegislativeResourceCenter

LEGISLATIVE RESOURCE MATERIALS

Legislative Resource Materials

- ITEM 1) NEW YORK STATE LEGISLATIVE SESSION CALENDAR
- ITEM 2(a) NYSBA BYLAWS
- ITEM 2(b) NYSBA RULES OF THE EXECUTIVE COMMITTEE AND HOUSE OF DELEGATES FOR CONSIDERATION OF REPORTS
- ITEM 3) EXAMPLE OF LEGISLATIVE PROPOSAL
- ITEM 4) FORM-- "MEMORANDUM IN SUPPORT OF LEGISLATION"
- ITEM 5) SECTION REPORT COVER SHEET
- ITEM 6) SECTION COMMENT FORM
- ITEM 7) LEGISLATIVE PRIORITY SURVEY/RECOMMENDATION FORM
- ITEM 8) LEGISLATION SUBCOMMITTEE DESIGNATION FORM
- ITEM 9) QUESTIONNAIRE REGARDING ISSUES OF INTEREST
- ITEM 10) LEGISLATIVE LAW, SECTION 1-c (j), RE GIFTS TO PUBLIC OFFICIALS
- ITEM 11) MEMORANDUM – "GOVERNMENT ETHICS GUIDELINES"
- ITEM 12) NYSBA GUIDELINES FOR EFFECTIVE ADVOCACY (2015)



New York State Legislative Session Calendar

January — June 2015



The New York State Legislative Session Calendar establishes a schedule for the 2015 Legislative Session and provides dates important to the legislative process. The Session Calendar is intended to afford Members flexibility in conducting legislative business in Albany and planning activities within their home districts. The Session Calendar will foster orderly and timely consideration of legislation. Unforeseen events may require modification of the Session Calendar.

JANUARY						
S	M	T	W	T	F	S
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31

FEBRUARY						
S	M	T	W	T	F	S
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28

MARCH						
S	M	T	W	T	F	S
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30	31				

APRIL						
S	M	T	W	T	F	S
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30		

MAY						
S	M	T	W	T	F	S
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30
31						

JUNE						
S	M	T	W	T	F	S
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30				

- January 7** 2015 Legislative Session convenes
- January 12** Start of sessions
- January 19** Martin Luther King, Jr. Day
- January 21** Governor's State-of-the-State Address

- February 1** Final Day for Submission of Executive Budget
- February 16** Presidents' Day
- April 1** Beginning of new Fiscal Year
- May 25** Memorial Day

 Indicates session day

 Indicates legislative activity/budget hearing

ITEM 2(a)
NYSBA BYLAWS, ARTICLE VII, SECTION 5
ISSUANCE OF REPORTS AND LEGISLATIVE ACTION

Article Seven (VII)

Section 5. Issuance of Reports and Legislative Action

- A. Pending Proposals. Each standing committee, special committee or section shall have power and authority, in its own name, publicly or otherwise, to support or oppose pending legislative action at the local, state or federal level. Any statement of support or in opposition to such legislation pending shall conspicuously disclose the fact that the position of the committee, special committee or section, as the case may be, is not the position of the Association until approved and adopted by the House of Delegates.
- B. Initiation of Legislative Action. Standing committees, special committees and sections may publish reports and recommendations on matters within their jurisdiction. They may promote or initiate local, state or federal legislative action with specific approval of the House of Delegates or the Executive Committee. Such action, however, is prohibited unless so approved and no action whatsoever shall be taken by any committee or section in the name of the Association without the express authority of the House of Delegates or the Executive Committee.
- C. Issuance of reports regarding legislative action.
1. In commenting on pending legislation or seeking to initiate legislative action, as described hereinabove in subdivisions A and B, or in publishing reports on subjects within their jurisdiction on such legislation or legislative action, standing committees, special committees, or sections may not publicly espouse positions, issue statements or release reports which are inconsistent with policy adopted by the House of Delegates or the Executive Committee. With respect to positions adopted by the Executive Committee, however, same shall be binding for six months from the date of adoption unless acted upon sooner by the House of Delegates.
 2. At least five business days in advance of the intended release date, which shall be stated in the transmittal document, any prospective position, statement or report by a standing committee, special committee, or section regarding pending or proposed legislation shall be submitted to the President solely for a determination as to whether the prospective position, statement or report is inconsistent with policy previously adopted by the House of Delegates or Executive Committee. The President may waive this notice requirement at the request of the standing committee, special committee, or section. Authorization to release the report shall be deemed to have been given unless the President notifies the standing committee, special committee, or section to the contrary prior to the intended release date. Any adverse determination by the President may be appealed to the Executive Committee.

ITEM 2(b)

**NEW YORK STATE BAR ASSOCIATION
RULES OF THE EXECUTIVE COMMITTEE AND HOUSE OF DELEGATES
FOR THE CONSIDERATION OF REPORTS**

**(Adopted by the Executive Committee on January 27, 2011
and by the House of Delegates on January 28, 2011)**

1. **Statement of Purpose.** These rules are issued pursuant to Article V, Section 1 and Article VII, Section 4 of the Bylaws of the New York State Bar Association (hereinafter "Bylaws") to set forth procedures with respect to reports and resolutions and certain other matters (i) submitted to the Executive Committee and/or the House of Delegates for approval or action or (ii) issued by a committee, section or task force of the Association in its own name. These rules are intended to supplement and amplify the Bylaws to facilitate the consideration of reports and resolutions submitted to the Executive Committee and/or House of Delegates by committees, sections and task forces of the Association (collectively, "Association Committees") and by other bar associations entitled to representation in the House of Delegates (collectively, together with Association Committees, "Association Groups") without abrogating existing rights which they possess under the Bylaws. These rules supersede the New York State Bar Association Rules of the Executive Committee for the Consideration of Reports Prepared by Committees, Sections, and Task Forces of the Association (revised November 3, 1995).

2. **Implementation.** The Executive Director of the Association shall be responsible for implementing the procedures contemplated by these Rules. Initially, implementation will use a combination of (a) a webpage (the "Reports Webpage") accessible to all members of the House of Delegates, all members of the Executive Committee, all officers of the Association (collectively, the "Officers"), up to three persons designated by each Association Group and all staff liaisons to Association Committees (collectively, the "Reports Group"), (b) a dedicated email address for submission of material to the Reports Webpage, and (c) periodic emails sent by the staff of the Association to the Reports Group to notify the Reports Group of new postings on the Reports Webpage and of the timetable for the submission of Reports and resolutions and comments for consideration and action at the next four Executive Committee and/or House of Delegates meetings. Each Association Group is encouraged to designate internally a single representative to be responsible for ensuring that information posted on the Reports Webpage or contained in a staff email to the Reports Group that may be of interest to the group or to a subgroup is timely distributed to the group or subgroup, as appropriate. All submissions to the Reports Webpage shall be in the form of Word or WordPerfect documents, which the staff will convert to searchable pdfs that bear a watermark saying "Confidential – Not for Distribution." The Executive Director may, from time to time, determine that newer technological solutions will better serve the purpose of these rules, and amend the provisions with respect to implementation. The Executive Director of the Association

shall give notice of any such amendment to all members of the Reports Group at least 90 days before implementing any such amendment.

3. When an Association Committee May Issue a Report in its Own Name.

a) As provided in Article VII, Section 5 of the Bylaws, an Association Committee may, in its own name, issue reports on subjects within its area of interest and expertise or commenting on pending legislation or regulations, and may issue reports supporting or opposing pending legislative, regulatory or other action at the local, state or federal level, subject to the provisions of sub-section d) of this paragraph 3.

b) In issuing reports on subjects within its area of interest and expertise, or in commenting on pending legislation, an Association Committee may not publicly espouse positions, issue statements or release reports which are inconsistent with policy adopted by the House of Delegates or the Executive Committee. Positions adopted by the Executive Committee but not the House of Delegates shall be considered to be Association policy for six months from the date of adoption unless acted upon sooner by the House of Delegates.

c) If not intended for dissemination outside the Association, reports within an Association Committee's area of interest and expertise may be received by the Executive Committee without need for formal action.

d) Subject to the procedure set forth in i) and ii) below, an Association Committee's report regarding its area of interest and expertise, or comments on pending legislative or regulatory proposals, may be distributed in the name of the Association Committee so long as the report or comment clearly indicates that it reflects solely the views of the Association Committee and not those of the Executive Committee or the House of Delegates until approved by the Executive Committee or House of Delegates.

i) Notice of intended release. An Association Committee shall deliver an electronic copy of such report, in the form of a Word or WordPerfect document, to the Association President and Executive Director at least five (5) business days in advance of the intended release date, which date shall be stated in the transmittal document. The President may waive this notice requirement at the request of the Chair of the Association Committee.

ii) Authorization to release. The submission to the President and Executive Director shall be solely for a determination as to whether the prospective report or comment is inconsistent with policy adopted by the House of Delegates or Executive Committee. Authorization to release the report shall be deemed to have been given unless the President notifies the chair of the Association Committee to the contrary prior to the intended release date or any extension accepted on behalf of the

Association Committee. Prior to the intended release date or any extension accepted on behalf of the Association Committee, the President may withhold authorization or may request that revisions be made to the language, tone or content of the Report to conform it to prior positions adopted by the Executive Committee or House of Delegates. If such revisions are accepted by the Association Committee, the report may then be released as revised. If such revisions are not accepted, the Association Committee may withdraw the report or may request review of the matter by the Executive Committee. If in his or her judgment the President determines that the report raises significant issues or policy questions, the President may request that the report be submitted to the Executive Committee or House of Delegates, as appropriate, for consideration prior to release.

4. When Approval by the Executive Committee or House of Delegates Is Required.

a) Initiation of Legislative Action or Proposals for New or Modified Court Rules and Administrative Regulations. Association Committees may initiate legislative action at the local, state or federal level, or may submit proposals for new court rules and administrative regulations or for modification of existing court rules and administrative regulations but only with the prior approval of the Executive Committee or House of Delegates. Reports requesting such approval from the Executive Committee or House of Delegates shall be submitted and considered in accordance with the procedures set forth in subsection 5, below.

b) Any Association Committee that wishes to issue a report in the name of the Association rather than in the name of the Association Committee shall request approval of the Executive Committee and/or the House of Delegates of any report and resolution regarding its areas of interest and expertise, or of any comments on pending legislative or regulatory proposals. Where such approval is sought, a report and a proposed resolution requesting such approval shall be submitted and considered in accordance with the procedures set forth in subsection 5.

5. Procedures for Approval by the Executive Committee and/or House of Delegates. The following procedures apply to any report or other action item (a "Report") for which approval of the Executive Committee or House of Delegates is: (i) required (e.g., initiation of legislative action or proposals for court rules and administrative regulations) or (ii) not required, but sought by an Association Group (e.g., reports and resolutions and comments on pending legislative proposals to be issued in the name of the Association, rather than in the name of the Association Group alone):

a) An Association Committee preparing a Report ("Author Group") shall, promptly after the Association Committee determines that it will prepare such a Report or that it will seek Executive Committee or House of Delegates approval of such Report, submit a notice to be posted to the Reports Webpage setting forth (i) that it is preparing a Report, and describing the subject matter of the Report in sufficient detail to enable the members of the Reports Group to understand whether the Report is likely to

implicate issues of interest to other Association Groups, and (ii) the name(s) and contact information of one or more persons to whom questions or comments about the Report or its subject matter should be addressed. Bar associations entitled to representation in the House of Delegates are not required to submit a notice pursuant to this subsection at the inception of work on a Report, but they are encouraged to submit such a notice promptly after they determine that they are likely to submit the Report for approval or action by the Executive Committee or House of Delegates.

b) Any member of the Reports Group or any Association Group that is interested in the topic of the Report (“Interested Party”) should contact the persons designated in the Author Group’s notice to discuss its interest in the subject matter of the Report. However, if the Interested Party believes that the Report may implicate issues of interest to a very broad range of Association Groups, the Interested Party may submit a comment to be posted on the Reports Webpage to express any concerns that the Interested Party believes warrant sharing with the Reports Group.

c) The Author Group is not required to post status reports or updates, but it is a best practice to communicate with all Interested Parties that have contacted the Author Group during the preparation of the Report.

d) The Author Group shall submit its Report and a proposed resolution for posting on the Reports Webpage at least seventy-five (75) days prior to the Executive Committee and/or House of Delegates meeting at which action will be requested on the Report. Staff also shall send a hard copy of any Report and proposed resolution to any member of the Reports Group who notifies staff in writing that the member wishes to receive hard copies of Reports and resolutions.

e) (i) Any Interested Party shall submit its comments on a Report for posting on the Reports Webpage at least fifteen (15) days prior to the Executive Committee and/or House of Delegates meeting at which action will be requested on the report.

(ii) If an Interested Party requires more than sixty (60) days to prepare its comments on a Report, it shall submit a notice to that effect to be posted on the Reports Webpage within fifteen (15) days after the Report is posted, with an explanation of why it is not possible to comment within the sixty (60) day period and a request to waive the requirement that comments be posted within sixty (60) days or to postpone consideration of and action on the Report to the next Executive Committee or House of Delegates meeting after the meeting at which the Report was originally going to be considered. If the Author Committee agrees to that request, it shall promptly submit a notice to be posted on the Reports Webpage that it waives the requirement for the Interested Party requesting additional time to comment within the sixty (60) day period, or that consideration of the Report will be deferred. If the Author Committee does not agree to the request, a majority of the Officers shall decide whether or not to grant the Interested Party’s request, and shall promptly submit a notice of their decision to be posted on the Reports Webpage.

f) Interested Parties and the Author Group may submit for posting reply comments to any comments submitted by any other Interested Party for posting on the Reports Webpage.

g) If the Author Committee makes changes to the Report before it is considered by the Executive Committee and/or the House of Delegates, the Author Committee shall promptly submit the revised Report to be posted on the Reports Webpage.

h) Any Interested Party who submits comments for posting on the Reports Webpage shall indicate whether the comments represent the views of the submitting individual or of an entity that is an Interested Party.

i) Only the Chair of an Association Committee or the President of an affiliated bar association, or a person designated in writing by the Chair or President to submit Reports or comments, may submit Reports or comments for posting on the Reports Webpage on behalf of that Association Group.

6. Modification of the Schedule Contemplated by Subsection 5.

a) At any time after posting of a Report, a majority of the Officers may determine that the Report should be presented in two stages, with an informational presentation at one meeting of the Executive Committee or the House of Delegates, followed by formal consideration of and action on the Report at the next meeting or meetings of the Executive Committee or the House of Delegates, and shall decide the date by which comments will be due. In such instance, the staff shall inform the Author Group and post on the Reports Webpage a notice of the decision to consider the Report in two stages and the new date for comments.

b) Upon request by an Author Group, and a showing of need, the President of the Association and the Chair of the House of Delegates may allow a Report to be considered and acted on by the Executive Committee and/or the House of Delegates on shorter notice than set forth in Section 5 above. If the request is granted, the President and Chair of the House of Delegates shall establish and staff shall post on the Reports Webpage a timeline for posting the Report and for submitting comments on the Report.

c) If a majority of the Officers determines that a Report is complex, they may recommend that the House of Delegates adopt a scheduling order for consideration of and voting on the Report and accompanying proposed resolution, which may vary the time requirements set forth above.

7. Applicability of Rules. These rules do not apply to: reports relating to internal finance, governance or membership benefit issues of the Association, unless a majority of the Officers, in their discretion, decide that these rules or a variant of these

rules should apply to a particular report; requests for *amicus* briefs; or requests to support, sponsor or oppose proposals to the American Bar Association House of Delegates. The Executive Committee and/or House of Delegates may consider and act on such reports or proposals without prior notice to the Reports Group.

8. Reports to the Association. Notwithstanding the foregoing, each Association Group shall retain its right under Article VI, Section 3(J) of the Bylaws to report to the Association at any time with the approval of the House of Delegates.

ITEM 3)
EXAMPLE OF LEGISLATIVE PROPOSAL
WITH MEMORANDUM IN SUPPORT OF LEGISLATION

BUSINESS SECTION COMMITTEE ON CORPORATIONS
PROPOSED AMENDMENT

AN ACT to amend the business corporation law, in relation to amendments to the certificate of incorporation.

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

Section 1. Section eight hundred three of the business corporation law, is amended by adding a new paragraph (d) to read as follows:

(d) Amendment or change of the certificate of incorporation of a corporation which has no shareholders of record no subscribers for shares whose subscriptions have been accepted and no directors may be authorized by the sole incorporator or a majority of the incorporators.

§ 2. Subparagraph six of paragraph (a) of section eight hundred five of such law, as amended by chapter three hundred sixteen of the laws of nineteen hundred sixty-six, is amended to read as follows:

(6) The manner in which the amendment of the certificate of incorporation was authorized. If the amendment was authorized under paragraph (d) of section eight hundred three of this chapter, then a statement that the corporation does not have any shareholders of record or any subscribers for shares whose subscriptions have been accepted and no directors.

§ 3. This act shall take effect immediately.

ITEM 4)
FORM – “MEMORANDUM IN SUPPORT OF LEGISLATION”

MEMORANDUM IN SUPPORT OF LEGISLATION

() Memo on original draft of bill
() Memo on amended bill
BILL NUMBER: Assembly Senate
SPONSORS: Member(s) of Assembly:
 Senators:

TITLE OF BILL:

PURPOSE OR GENERAL IDEA OF BILL:

SUMMARY OF SPECIFIC PROVISIONS:

JUSTIFICATION:

PRIOR LEGISLATIVE HISTORY:

FISCAL IMPLICATIONS:

EFFECTIVE DATE:

MEMORANDUM IN SUPPORT OF LEGISLATION

INTRODUCED AT THE

REQUEST OF: The New York State Bar Association
Committee on Corporation Law of the
Business Law Section

TITLE OF BILL:

AN ACT to amend the business corporation law, in relation to amendments of certificate of incorporation.

PURPOSE OF BILL:

To permit amendments or changes to a certificate of incorporation to be filed by the incorporators of a corporation which does not have directors or shareholders or subscriptions for its capital stock.

SUMMARY OF SPECIFIC PROVISIONS:

Adds an amendment to Section 803 of the business corporation law. The amendment provides that a certificate of incorporation may be amended or changed through the authorization of the incorporator or a majority of the incorporators when the corporation has no shareholders, directors or subscriptions for its capital stock.

Also adds an amendment to Section 805 of the business corporation law to the effect that amendment of a certificate of incorporation by an incorporator requires a statement that the corporation does not have any shareholder of record, accepted subscribers for shares or directors.

JUSTIFICATION:

It is sometimes necessary to amend or change a certificate of incorporation soon after incorporation but prior to the designation of directors and the receipt of subscriptions for capital stock. Prior to 1984, it was possible for the incorporator to file the certificate of amendment or change. In July of 1984, Section 803 of the Business Corporation Law was amended to require that amendments or changes in a certificate of incorporation be authorized by a vote of the board, followed by a vote of shareholders.

The purpose of the 1984 amendment was to prevent a large shareholder from acting without the board's approval, and, while the amendment served its purpose, it inadvertently made cumbersome and unnecessary the procedure for amending a certificate of incorporation prior to the corporation having subscribers for its capital stock, shareholders or designated directors.

The proposed amendment to the Business Corporation Law Section 803 would leave in place the 1984 amendment to this section. The new amendment would follow Section 10.05 of the Model Business Corporation Act, but would not go as far as Section 241(b) of the Delaware General

Corporation Law which permits amendments adopted by the incorporator to be deemed effective as of the date on which the original certificate of incorporation becomes effective.

PRIOR LEGISLATIVE HISTORY:

The 1984 amendment to Section 803 of the Business Corporation Law was enacted to prevent large shareholders from acting without board approval. In retrospect, the amendment, although serving its purpose, it unnecessarily made the certificate of incorporation amendment process more difficult for young corporations without directors or shareholders.

FISCAL IMPLICATIONS: None

EFFECTIVE DATE: Immediately

ITEM 5)

**NEW YORK STATE BAR ASSOCIATION
Section Report Cover Sheet**

When submitting a report to the Executive Committee or House of Delegates, please complete and attach this form. This information should be directed to:

Kathleen R. Baxter, Esq.
General Counsel
New York State Bar Association
One Elk Street, Albany, NY 12207

Section:

Individual completing form (name, address, telephone):

Recommendation:

Position taken at meeting held on: at:

Total membership of Section Executive Committee (or other Section committee authorized to submit this report):

Total in attendance:

Vote for recommendation:

Vote against recommendation:

Brief Summary of majority opinion:*

Brief summary of minority opinion:*

Anticipated budget implications:

***A full detailed presentation of these views should, if possible, be attached to this submission.**

ITEM 6)



SECTION COMMENT FORM

Report: _____

Section: _____

Name of person submitting form: _____

Please indicate below the position of your Section:

____ Supports proposal in its entirety

____ Supports with modifications (*please submit explanation at your earliest convenience in advance of date for follow-up reports*)

____ Opposes (*please submit explanation at your earliest convenience in advance of date for follow-up reports*)

____ Plans to take a position (*please note response date for submission of follow-up reports*)

____ Does not wish to comment

____ Desires that the matter be deferred to a subsequent meeting to allow additional time for review

* * * *

For those taking a position:

____ Desires to make a presentation at the meeting and will submit a more detailed report in advance of the meeting

____ Does not wish to appear but will submit a position paper prior to the meeting

Please return form by [Date]. Detailed comments should be submitted no later than [Date]. Both may be sent to Kathy Baxter at kbaxter@nysba.org or via fax at (518) 487-5694.

ITEM 7)

Recommendation Form
New York State Bar Association

State and Federal Legislative Priorities for 2014

In order to recommend an issue to be considered by NYSBA's Steering Committee on Legislative Priorities, please complete and submit this form to the NYSBA Department of Governmental Relations, One Elk Street, Albany, New York 12207. Facsimile number: (518) 487-5694 or to Barbara Mahan at BMahan@nysba.org. All recommendations should be submitted by September 9, 2013.

- 1) Name and contact information of person submitting recommendation:

- 2) If the recommendation is being submitted on behalf of a NYSBA Section or Committee, please list the name of the Section/Committee:

- 3) Person to be contacted regarding specific details or questions relating to recommendation:

Name:
Address:

Telephone Number:
Facsimile Number:
E-mail Address:

- 4) List the issue(s) recommended to be among the New York State Bar Association's legislative priorities in 2014:

A. STATE LEGISLATIVE PRIORITY. List the issue that should be a legislative priority during the 2014 session of the New York State Legislature.

B. FEDERAL LEGISLATIVE PRIORITY. List the issue that should be a legislative priority during the 2014 session of Congress.

ITEM 8)



NEW YORK STATE BAR ASSOCIATION

To: NYSBA Section and Committee Chairs

From: Department of Governmental Relations
1 Elk Street
Albany, New York 12207
Phone: 518-463-3200; Fax: 518-487-5694

Re: Designation of Legislation Subcommittee Members

Throughout the legislative session, the Association's Department of Governmental Relations monitors legislation and coordinates efforts by the Association, its sections, and committees to support or oppose particular bills. Part of that effort involves distributing legislation and providing "alerts" to the Association's sections and committees regarding action on legislation by the Legislature and the Governor.

Creation of legislation subcommittees within the Association's sections and committees has proven to be among the "best practices" to enhance internal communication on legislation and to coordinate advocacy efforts to influence action by the Legislature and the Governor.



In determining which members will serve on your subcommittee, consider the following guidelines:

- The subcommittee should include the section/committee chair and chair-elect, to facilitate involvement of the section/committee leadership and to provide continuity when officer-holders change.
- The subcommittee should limit the number of members to facilitate rapid response (three to six members in total).
- The subcommittee members should represent as many viewpoints of your section or committee as is practicable, to spot issues or conflicts, and to help build consensus.
- The subcommittee should include members who are familiar with or willing to learn about the legislative process.

LEGISLATION SUBCOMMITTEE DESIGNATION FORM

DATE: _____

NAME OF SECTION/COMMITTEE: _____

Subcommittee Member Name: _____

Mailing Address: _____

E-mail: _____ Phone: _____

Subcommittee Member Name: _____

Mailing Address: _____

E-mail: _____ Phone: _____

Subcommittee Member Name: _____

Mailing Address: _____

E-mail: _____ Phone: _____

Subcommittee Member Name: _____

Mailing Address: _____

E-mail: _____ Phone: _____

Subcommittee Member Name: _____

Mailing Address: _____

E-mail: _____ Phone: _____

Please complete and return this form to Barbara Mahan via e-mail at BMahan@nysba.org or fax at 518-487-5694

Use the link below to access useful information relating to legislation on the Association's Governmental Relations Department web site.

www.nysba.org/legislation

ITEM 9)

QUESTIONNAIRE
REGARDING ISSUES OF INTEREST TO NYSBA SECTIONS AND
COMMITTEES

The New York State Bar Association's legislative program has traditionally been involved in advocacy efforts on numerous core issues of importance to the legal profession and the justice system. Part of the Association's legislative program also involves coordinating activity with sections and committees to develop and promote affirmative legislative proposals, and to comment on other legislation and administrative regulations developed outside the Association.

This questionnaire is intended to assist the Association's Department of Governmental Relations and the sections/committees to enhance advocacy efforts by narrowing and highlighting issues of interest.

Section/Committee:

Date:

Name and contact information of person completing the questionnaire:

Name:

Mailing address:

Telephone number:

Facsimile:

Email address:

1) Briefly describe the legislative or regulatory issue(s) that are the highest priority for the section/committee:

2) List particular statutes, rules and/or regulations that are of general interest to the section/committee on a continuing basis each year:

3) Are those legislative/regulatory issues, statutes, rules and /or regulations influenced most by action of the state government or the federal government? (List the pertinent legislative or administrative bodies.)

4) List current issues or “hot topics” that are of interest to the section/committee:

Please return completed questionnaire to:

Department of Governmental Relations
New York State Bar Association
One Elk Street
Albany, New York 12207

Fax: 518-487-5694

ITEM 10)

Legislative Law 1-c(j)

(j) The term "gift" shall mean anything of more than nominal value given to a public official in any form including, but not limited to money, service, loan, travel, lodging, meals, refreshments, entertainment, discount, forbearance, or promise, having a monetary value. The following are excluded from the definition of a gift:

(i) complimentary attendance, including food and beverage, at bona fide charitable or political events;

(ii) complimentary attendance, food and beverage offered by the sponsor of a widely attended event. The term "widely attended event" shall mean an event: (A) which at least twenty-five individuals other than members, officers, or employees from the governmental entity in which the public official serves attend or were, in good faith, invited to attend, and (B) which is related to the attendee's duties or responsibilities or which allows the public official to perform a ceremonial function appropriate to his or her position. For the purposes of this exclusion, a public official's duties or responsibilities shall include but not be limited to either (1) attending an event or a meeting at which a speaker or attendee addresses an issue of public interest or concern as a significant activity at such event or meeting; or (2) for elected public officials, or their staff attending with or on behalf of such elected officials, attending an event or a meeting at which more than one-half of the attendees, or persons invited in good faith to attend, are residents of the county, district or jurisdiction from which the elected public official was elected;

(iii) awards, plaques, and other ceremonial items which are publicly presented, or intended to be publicly presented, in recognition of public service, provided that the item or items are of the type customarily bestowed at such or similar ceremonies and are otherwise reasonable under the circumstances, and further provided that the functionality of such items shall not determine whether such items are permitted under this paragraph;

(iv) an honorary degree bestowed upon a public official by a public or private college or university;

(v) promotional items having no substantial resale value such as pens, mugs, calendars, hats, and t-shirts which bear an organization's name, logo, or message in a manner which promotes the organization's cause;

(vi) goods and services, or discounts for goods and services, offered to the general public or a segment of the general public defined on a basis other than status as a public official and offered on the same terms and conditions as the goods or services are offered to the general public or segment thereof;

(vii) gifts from a family member, member of the same household, or person with a personal relationship with the public official, including invitations to attend personal or family social events, when the circumstances establish that it is the family, household, or personal relationship that is the primary motivating factor; in determining motivation, the following factors shall be among those considered: (A) the history and nature of the relationship between the donor and the recipient, including whether or not items have previously been exchanged; (B) whether the item was purchased by the donor; and (C) whether or not the donor at the same time gave similar items to other public officials; the transfer shall not be considered to be motivated by a family, household, or personal relationship if the donor seeks to charge or deduct the value of such item as a business expense or seeks reimbursement from a client;

(viii) contributions reportable under article fourteen of the election law, including contributions made in violation of that article of the election law;

(ix) travel reimbursement or payment for transportation, meals and accommodations for an attendee, panelist or speaker at an informational event or informational meeting when such reimbursement or payment is made by a governmental entity or by an in-state accredited public or private institution of higher education that hosts the event on its campus, provided, however, that the public official may only accept lodging from an institution of higher education: (A) at a location on or within close proximity to the host campus; and (B) for the night preceding and the nights of the days on which the attendee, panelist or speaker actually attends the event or meeting;

(x) provision of local transportation to inspect or tour facilities, operations or property located in New York state, provided, however, that such inspection or tour is related to the individual's official duties or responsibilities and that payment or reimbursement for expenses for lodging or travel expenses to and from the locality where such facilities, operations or property are located shall be considered to be gifts unless otherwise permitted under this subdivision;

(xi) meals or refreshments when participating in a professional or educational program and the meals or refreshments are provided to all participants; and

(xii) food or beverage valued at fifteen dollars or less.

ITEM 11)

GOVERNMENT ETHICS GUIDELINES

The Association, which is a client of a lobbyist, is required to be registered with the Joint Commission on Public Ethics. Article 1-A of Legislative law (commonly known as the “Lobbying Act”) provides that registered organizations such as the Association are subject to the restrictions contained in that law and enforced by the Commission.

The restriction that most impacts the work of the Association is the prohibition on any registered organization providing a gift to a public official. A gift is defined as “anything of more than nominal value given to a public official in any form, including, but not limited to money, service, loan, travel, lodging, meals refreshments, entertainment, discount, forbearance, or promise, having a monetary value.” However, the statute excludes from this definition “food or beverage valued at fifteen dollars or less.”

A public official is fundamentally an officer or employee, whether paid or unpaid, of the State, but excludes members of the judiciary. Teachers employed by school districts are also excluded. Officers and employees of municipal governments are public officials under the statute, but restrictions are not as tight unless the Association lobbies the municipal government for which they work. At the moment, we do not lobby, and are not registered to lobby, any municipal government. However, this could change in the future. For this reason, it is critical that no section engage in any lobbying activity before any municipality without notifying the Association’s Government Relations Department. The Association risks multiple violations of the Lobbying Act should such activity take place.

What all of this means to the Association is that we cannot pay for the travel of any public official or provide food or drink valued at more than fifteen dollars to any such official. However, there are certain exceptions in the statute that permit us to provide food and drink, including meals, without a monetary limitation in certain situations. There are, however, no exceptions recognized by the Commission that would permit us to pay expenses for travel or lodging under any circumstances.

We need to keep all of this in mind in planning events and programs. Basically, if a public official is going to be invited to an event or attend an event where any food or drink is offered, we need to make sure that the event falls within an exception to the gift prohibition.

Historically, two exceptions have been useful in planning programs where public officials were to be served food or drink. These are the “widely attended gathering” exception and the “professional or educational program” exception. Everyone planning an event where any public official is to attend needs to understand both of these.

WIDELY ATTENDED GATHERING

A widely attended gathering is one where government officials would be expected to join those in the private sector in an informal setting. At such a gathering, food and beverage, including a meal, can be served. Most often, this has authorized us in prior years to invite public officials to receptions. To come within this exception, at least 25 individuals must attend the event or be invited, excluding individuals employed by the government entity in which the public official serves. The statute requires that the event is “related to the attendee’s duties or responsibilities” or “allows the public official to perform a ceremonial function appropriate to his or her position.” A function is related to an attendee’s responsibilities when there is a speaker talking about “an issue of public interest or concern as a significant activity....”

This means that having a speaker as part of the program speaking on a substantive topic will bring an event with 25 or more attendees within the widely attended gathering exception, thereby allowing a public official to attend without cost and be offered food and drink.

In 2014, the Commission amended its regulations to allow public officials to also receive free or reduced price CLE credits at widely attended gatherings. Thus, if a CLE program meets the definition of a widely attended gathering, we are in a position to offer CLE credits in addition to food and beverages.

PROFESSIONAL OR EDUCATIONAL PROGRAMS

The other exception that we have often used is the one that authorizes us to serve food and drink, including a meal, at a professional or educational meeting as long as the public official receives exactly what the others in attendance receive. The food and drink, or the meal, must be part of the meeting. This has permitted us to serve meals to government officials at a CLE program or to committee members at a committee meeting. If a meal is served, it must be in a common setting. For example, Section leaders cannot take the public official to a private setting for the meal. As noted above, we can also offer free or reduced price CLE credits as long as the event also qualifies as a widely attended gathering.

ANNUAL MEETING

The better news is that a predecessor Commission ruled that the Annual Meeting is one event and is, in fact, a widely attended gathering. Thus, as long as a single event is held at the Hilton as part of the official Annual Meeting program, the Commission will consider it part of a widely attended gathering, and it will fall within this exception. However, if the event is at a location other than the Hilton or is not in the printed program, the above analysis of the rules is applicable to the individual event.

CONTRACTS

The Lobbying Act requires that we file periodic reports with the Joint Commission on Public Ethics. We must include in our reports any organization that supplies us with goods or services in excess of \$1,000 annually in which a public official has the type of an interest defined in the statute. We must report this information where we know of or should have known of the interest. In order to assure that we report in all instances where required, it is critical that all contracts and payments be handled by Association staff. We have developed procedures to meet this requirement. Sections should not contract or make payments on their own, as they may well fail to seek the required information. We can assure compliance only by allowing those on staff with knowledge of the procedures to process all contracts and payments for goods or services.

THE FUTURE

The Joint Commission on Public Ethics is continuously working on interpreting the statutory provisions. We will keep you advised of any changes to the above outline as they may become effective.

ITEM 12)

NYSBA Guidelines for Effective Advocacy

Introduction

If the New York State Bar Associations' advocacy activities are to be effective, we must deliver clear, concise, and coherent "messages" to state and federal public officials based on the general interests of the entire Association. Responsibility for the Association meeting this objective lies with the Association's Department of Governmental Relations (Governmental Relations). Governmental Relations, with lawyers long experienced in legislative advocacy, is at the center of all of our legislative activities, both in Albany and in Washington.

To enable Governmental Relations to carry out its functions, it is essential that sections and committees coordinate all of their legislative activities with Governmental Relations' lawyers. This means that no section or committee should contact or communicate with any local, state or federal official except through or with the guidance of Governmental Relations.

This is important for several reasons. First, the New York State Bar Association is registered with the state as a lobbying organization¹. For this purpose, the Association is one entity, including all of its sections and committees. The Lobbying Act, which applies to us, is quite technical and requires periodic reporting to the Joint Commission on Public Ethics (JCOPE). We must report all contacts with legislators, executive agencies and the Governor's office, including those made by sections and committees. Compliance with the law is of the utmost importance.

Further, the Association is perceived by those with whom we communicate, such as legislators, the Governor, other public officials and the media, as a single organization. Most outsiders do not fully understand the Association's section and committee structure, and as a consequence do not always appreciate the distinction between communications from the Association itself and those from its sections and committees. As a consequence, the Association needs to coordinate all of its legislative activities through Governmental Relations. Sections and committees can and should be engaged in legislative matters, but we must make sure that everything we do in terms of our many and varied legislative activities is beneficial, rather than detrimental, to the entire Association.

Moreover, many of the policy issues of interest to the Association and its sections and committees are within the purview of a limited number of legislators, such as the leaders and the chairs of the Judiciary and Codes committees. The Association has established a good working relationship and regularly interacts with those holding these positions. It is important that sections and committees work with Governmental Relations to navigate the legislative process and ensure that the integrity of these relationships remains intact.

¹ Most of the Association's lobbying activities focus on legislation and the Legislature, but lobbying as defined under state law also covers administrative regulations and most other public officials.

In general, Governmental Relations, working with the leadership, is in the best position to maximize our efforts, marshal the resources available for our legislative work and ensure compliance with the law.

Governmental Relations regularly reports to the Association leadership, which is ultimately responsible for assuring that the Association maximizes its effectiveness, both in Albany and in Washington. Governmental Relations needs to be aware of all of the efforts of our sections and committees to effectively keep the leadership informed.

The following are examples of activity by a section, committee, or individual member that would be problematical:

- Distributing to state or federal public officials any legislative proposal that has not been approved by the Association's Executive Committee and/or House of Delegates;
- Releasing any report, memorandum, op-ed or statement to the public without appropriate notification to and approval by the President; or,
- Independently contacting state or federal public officials to advocate a position on legislation or a proposed administrative regulation.

GUIDELINES

With this in mind, the Executive Committee hereby adopts the following guidelines:

1. **DEVELOPMENT OF NYSBA LEGISLATIVE PROPOSALS** – It is essential that sections and committees communicate with Governmental Relations regarding to issues that they plan to address, as well as their timetable. Governmental Relations will work with the sections and committees in navigating our policy-development process. Any legislative proposal from a section or committee must be submitted to and approved by the Executive Committee and/or the House of Delegates before it can be submitted to the Legislature. Once approved, it becomes a policy of the Association, not the submitting section or committee.
2. **PROMOTING APPROVED NYSBA PROPOSALS** – After a proposal has been approved it becomes a policy of the Association, with advocacy conducted or overseen by the leadership. The section or committee that initiated the proposal should anticipate working with Governmental Relations to assist in its promotion in the Legislature. There cannot be any section or committee activity independent of this process.
3. **SUPPORTING AND OPPOSING NON-NYSBA LEGISLATIVE PROPOSALS** - Under the Association bylaws, sections and committees may support or oppose proposals pending in the Legislature without obtaining Executive Committee or House approval. However, this authority is not absolute, and is subject to the general supervisory authority of the Executive Committee over sections and committees set forth in the bylaws. Several issues need to be addressed before a section or committee may submit a memorandum or other document in support of or in opposition to a pending proposal or take any other action.

To ensure that the position to be taken does not conflict with a previously adopted policy of the Association, a proposed memorandum must be reviewed by the President. To allow this process to work, any document that a section or committee wishes to issue supporting, opposing or commenting on a pending proposal must be submitted to Governmental Relations. Under our bylaws, the President has five business days within which to complete the review.

In addition, since the Association's overall legislative efforts need to be coordinated, no one bill or policy can be considered in a vacuum. For example, timing is very important. If we are to be effective, we must make our submissions to the Legislature at the opportune time for maximum impact and they need to be directed to those members who are likely to have a significant role in the outcome. Thus, Governmental Relations, working with the leadership, is in a position to maximize our efforts and marshal the resources available for our legislative work. Prioritizing these efforts must be done centrally.

Another concern is the tone or appropriateness of a legislative memo. Everything we submit to the Legislature affects our relationship with its members and how the Association is viewed. The Association's overall interests require that we submit lawyer-like substantive memos. Memoranda that are personally critical of public officials, inappropriate in tone, or purely political do not present us well. We have the respect of the Legislature because we present substantive, thoughtful arguments. If we lose that respect we will have lost our most precious resource.

4. DELIVERY OF "MESSAGE" – Upon receiving a document that Governmental Relations believes may present the type of issues described above, Governmental Relations shall forthwith submit the document to the President. After consultation with Governmental Relations and the leadership of the section or committee submitting the document, the President may direct that the document be publicly released with such changes as may be agreed upon by the President and such section or committee. If there is not agreement as to such changes, or if the President believes that the document should not be released, the President shall call a meeting of the Executive Committee of the Association by telephone conference as soon thereafter as practicable. At such meeting, the section or committee submitting the document shall be entitled to make a presentation in support of its view. The Executive Committee may decide to amend or withhold the document from public release, or to take such other action as it may determine is in the best interests of the Association. If the actions taken by the Executive Committee are not acceptable to the section or committee submitting the document, such section or committee may elect to withdraw the document from public release by notice to the President. If the President is not available at any time during the process, the President-elect may act on behalf of the President to the extent necessary to avoid undue delay.

5. COMPLIANCE WITH THE LOBBYING LAW – Since the Association is registered to lobby in the State, we are required to periodically report all of our contacts with the Legislature and administrative agencies. These reports are drafted by Governmental Relations. Thus, it is essential that Governmental Relations know of every contact by any member with the Legislature or any other public official if it relates to an

Association matter. Consequently, no member may have any legislative contact except through Governmental Relations. There is no other manner of compliance with the law. Any violation of this requirement puts the Association at risk of a violation and a monetary penalty.

6. GIFTS – As a lobbying organization, we are prohibited from giving a “gift” to any public official. Under the statute, a gift is anything of value, although there are exceptions. The law is quite technical, but the basic rule is not to give any gift, which includes food, drink and entertainment, to any public official. Should an issue arise, Governmental Relations can advise you.

7. SUGGESTIONS FOR SECTIONS AND COMMITTEES -

a. Sections should create a small legislative committee that will provide expertise and continuity from year to year. Involve the section chair in communication on legislative priorities and in coordinating activities. Involve the section chair-elect in order to maintain continuity from year to year.

b. Consider involvement, coordinating with Governmental Relations, in the following areas:

- commenting on pending legislation by issuing memoranda, using the process described above;
- drafting and promoting affirmative legislative proposals;
- meeting with legislators and their staff regarding particular issues;
- analyzing and preparing “white papers” on legislative issues

c. When the Legislature is in recess (generally from July-December), set priorities. Identify major issues and goals for the upcoming legislative session. Part of this issue-identification process is consideration of whether a topic or a particular report produced by the section or committee may be of interest to the news media. Contact Governmental Relations of Media Services and Governmental Relations to discuss particular issues and reports. Such contact should be early in the process, before release of the final product.

d. Consider asking that a proposal previously approved by the Executive Committee or House of Delegates become an Association legislative priority. Keep in mind that when the Legislature is not in session is the time when the Association conducts its process for identifying legislative priorities for the following legislative session. Requests for priorities are submitted during the summer to Governmental Relations, as the committees that set the priorities meet in the early fall. The Executive Committee usually finalizes the priorities for the upcoming session later in the year.

e. The Legislature is a “political institution” that does not operate by the same model and timetables used by most business or professional institutions. To be effective, recruit members who have had experience with the legislative process to work with Governmental Relations. In addition, create a mechanism for rapid and effective response at certain times, especially during critical stages of the legislative session. These include the adoption of the budget in late March and end of session in June.

f. As noted, the Association is a registered lobbying organization. You should call Governmental Relations with specific questions about compliance with the Lobbying Act.