

**NEW YORK STATE BAR ASSOCIATION
BYLAWS
of the
COMMERCIAL AND FEDERAL LITIGATION SECTION
October 29, 1988
(As Amended June 28, 2007)**

**ARTICLE I
Name and Purpose**

Section 1. Name. The Section shall be known as the Commercial and Federal Litigation Section of the New York State Bar Association.

Section 2. Purpose. The purpose of the Section is to improve the quality of representation of clients, provide a forum for the improvement of law and procedure and enhance the administration of justice in the areas of commercial and federal litigation. These purposes are met by:

- (a) Developing relationships and sharing practice experiences with fellow commercial and federal litigators, state and federal judges, and regulatory and administrative bodies;
- (b) Establishing committees for the purpose of promoting research and discussion on relevant current issues affecting commercial and federal litigation;
- (c) Influencing and proposing legislation affecting commercial and federal litigation;
- (d) Developing continuing legal education programs on topics relevant to commercial and federal litigation; and
- (e) Providing networking opportunities for its members.

Section 3. Section Committees. Committees of the Section serve the Section's purpose by:

- (a) Focusing on a specific area of commercial and/or federal law or procedure or related issues or work of the Section;
- (b) Discussing, researching, and proposing legislation, sponsoring and participating in CLE Programs and reporting to fellow litigators on topics of interest relating to commercial and federal litigation;
- (c) Developing relationships with the judiciary and administrative bodies and providing networking opportunities for its members;
- (d) Elevating the quality and credibility of representation of clients in the fields of commercial and federal litigation; and

(e) Enhancing the quality of the administration of justice in the fields of commercial and federal litigation.

ARTICLE II Membership

Section 1. Membership. Any member of the New York State Bar Association ("the Association") shall be eligible for membership in the Section and shall be enrolled as a member of the Section upon application to the Association and payment of such dues as shall be determined by the Executive Committee in accordance with Article VIII, Section 2 of these Bylaws.

Section 2. Adjunct Members. Law students may be non-voting members of the Section and may serve as adjunct members of Section committees to the extent that each committee chair shall determine.

ARTICLE III Officers, Executive Committee, Members And Section Delegate to House of Delegates

Section 1. Elected Officers. The elected officers of the Section shall be a Chair, a Chair Elect, a Vice-Chair, a Treasurer and a Secretary, who, except as hereinafter provided in the Section and in Article V, Section 6(c) of these Bylaws, shall serve terms of one year commencing June 1 of each year. The elected officers of the Section shall be elected by its membership at each annual meeting of the Section, the date and time of which meeting shall be set by the Section's Executive Committee each year. Upon completion of the current Chair's term of office or a vacancy occurring in such office, subject to review and consultation of the Executive Committee, the Chair Elect automatically shall succeed to the office of Chair, and each succeeding Chair Elect automatically shall succeed to the office of Chair upon completion of the Chair's term of office or a vacancy occurring in such office. In a like manner, the Vice-Chair shall succeed to the office of Chair-Elect.

Section 2. Additional Officers. The Secretary of the Section shall also be an officer of the Section and shall be nominated by the incoming Chair and elected at the Annual Meeting. The Executive Committee may appoint such additional officers as it may determine to be necessary to the proper functioning of the Section. Such additional officers shall have such authority, shall serve for such term and shall perform such duties as the Executive Committee may from time to time determine.

Section 3. Executive Committee. There shall be an Executive Committee of the Section (the "Executive Committee"), consisting of its officers, the Section Delegate to the House of Delegates, as hereinafter defined in Article III, Section 5 of these Bylaws, and such other members as the Executive Committee shall appoint ("Appointed Members"). Each member of the Executive Committee must be a member in good standing of the Section and the Association.

All past Chairs of the Section, if they are not otherwise serving on the Executive Committee, shall be non-voting honorary members of the Executive Committee.

Section 4. Appointed Members. The number of Appointed Members shall be fixed from time to time by the Executive Committee but shall not be less than fifteen. The Appointed Members shall include at least one representative from each county or judicial district in which a branch of the Commercial Division of the Supreme Court of the State of New York is located.

Section 5. Terms of Appointed Members. All Appointed Members of the Executive Committee shall serve for a two-year term commencing June 1 after such appointment. Appointed Members may be reappointed for additional terms. To the extent feasible, efforts should be made to divide Appointed Members of the Executive Committee into two classes of relatively even size and with staggered terms.

Section 6. Section Delegate. The immediate past Chair shall serve as the Section Delegate to the Association's House of Delegates. If the immediate past Chair is unable or unwilling to serve as the Section's Delegate to the House of Delegates at any time during his or her term, the Executive Committee shall appoint such Delegate.

ARTICLE IV Nominating of Officers

Section 1. Nominating Committee. Not fewer than ninety days nor more than one hundred and twenty days prior to each annual meeting of the Section, the Chair shall appoint a Nominating Committee of five members of the Section, which committee shall make, and report to the Secretary not less than forty-five days prior to the annual meeting of the Section, its nominations for the following term for the offices of Chair-Elect, Vice-Chair and Treasurer.

Section 2. Report and Additional Nominations. The report of the Nominating Committee shall be read at the annual meeting, and in addition to the nominations contained in the report, members may proffer nominations immediately after such report is read.

ARTICLE V Duties of Officers and the Executive Committee

Section 1. Chair. The Chair shall be the chief executive officer of the Section, shall preside at all duly called meetings of the Section and the Executive Committee and shall be an *ex officio* member of all Section committees. The Chair shall implement such policy directives as may be adopted by the Executive Committee, and may submit to it, from time to time, such recommendations as the Chair may deem appropriate in promoting the purposes of the Section. In addition, the Chair shall perform such other and related duties as ordinarily are incident to the

office of Chair, including but not limited to proposing new members of the Executive Committee as provided for in Article III, Section 3.

Section 2. Chair-Elect. In the absence of or during the disability of the Chair, the Chair-Elect shall preside at duly called meetings of the Section and the Executive Committee, and shall perform the duties of the Chair. The Chair-Elect shall have responsibility for program development for the Section. The Chair-Elect shall assist the Chair in the discharge of the Chair's responsibilities and shall perform such other and related duties as may be assigned to the Chair-Elect by the Chair, and as ordinarily are incident to the office of Chair-Elect.

Section 3. Vice-Chair. The Vice-Chair shall have such responsibilities as are assigned to the Vice Chair by the Chair.

Section 4. Secretary. The Secretary shall prepare the minutes of all of the meetings of the Section and the Executive Committee, prepare, forward and receive appropriate notices and correspondence, and collect and maintain such other non-financial records, papers and data as may be necessary or appropriate from time to time. The Secretary shall serve as administrative assistant to the Chair and shall assist the Chair and the Chair-Elect in the discharge of their responsibilities. In addition, the Secretary shall perform such other and related duties as may be assigned to the Secretary by the Chair and as are ordinarily incident to the office of Secretary. Immediately upon being succeeded in office, the Secretary shall deliver all records, correspondence and other property of the Section in the Secretary's possession or control to the Secretary's successor.

Section 5. Treasurer. The Treasurer shall be the custodian of all financial records of the Section. Such records shall be available during regular business hours for inspection by any member of the Executive Committee, and by the Association's officers, Executive Committee and financial staff. The Treasurer shall prepare the Section's annual budget for approval by the Association's Executive Committee. The Treasurer shall maintain liaison with appropriate fiscal officers of the Association and shall report upon the Section's finances at each meeting of the Executive Committee, at the Section's annual meeting and at such other times as the Chair, the Executive Committee or the President of the Association shall direct. In addition, the Treasurer shall perform such other and related duties as may be assigned to the Treasurer by the Chair and as are ordinarily incident to the office of Treasurer. Immediately upon being succeeded in office, the Treasurer shall deliver all records, correspondence and other property of the Section in the Treasurer's possession or control to the Treasurer's successor.

Section 6. Executive Committee. (a) The Executive Committee shall be responsible for: (i) the general supervision and control over the affairs and activities of the Section, subject to any conditions prescribed in the Association's Bylaws and the Bylaws of the Section; the authorization of all commitments and contracts, and the expenditure of all monies collected by the Section or appropriated for its use and purposes. The Officers may adopt rules of procedure for the Executive Committee, including rules as to the number of its members who shall constitute a quorum, the time and place of its meetings, and the manner of providing notices to its members. The Chair shall advise the members of the Executive Committee of such rules as and when they are adopted.

(b) The Executive Committee may remove any member thereof by a two-thirds vote of the members of the Executive Committee in attendance at a duly constituted meeting, provided that 30 days prior written notice of the removal request is given to the affected member and to the Executive Committee.

(c) Members of the Executive Committee may attend meetings thereof by teleconferencing, video conferencing, or similar electronic means that enable persons not physically present at the meeting to hear or see and hear the members physically present at the meeting, when such means are available and utilizable. Participation by such electronic or similar means shall constitute presence in person at a meeting for the purpose of constituting a quorum.

(d) During the period between annual meetings of the Section, the Executive Committee may fill vacancies in the offices of the Section, its own membership and the position of Section Delegate to the House of Delegates. Any officer who shall fill a vacancy in an office pursuant to Article III, Section 1 of these Bylaws shall serve until the following June 1.

ARTICLE VI

Committees

Section 1. Committees. The Executive Committee of the Section may create such standing committees as it deems appropriate. The Chair may create and appoint members to such other committees as the Chair may deem appropriate. The chair of each committee shall be appointed by the Chair with the approval of the Executive Committee. Section committees shall from time to time make recommendations to the Chair or the Executive Committee for such actions as they may deem appropriate, but shall never take action or transmit their views publicly as representative of the views of the Section without the approval of the Executive Committee. Each committee may establish subcommittees thereof.

Section 2. Standing Committees. The members of each standing committee shall be appointed by the Chair. Each member of a committee of the Section must maintain membership in good standing in the Association, the Section, and the Committee.

Section 3. Task Forces; Special Committees. From time to time as the Chair deems appropriate, with the advice of the Executive Committee, the Chair shall form Special Committees and Task Forces as the Chair deems necessary to further the purposes of the Section.

(a) Task Forces may be formed to address a particular issue or issues and to prepare a report of their findings. Task Forces shall automatically dissolve once they have delivered their report and fulfilled any follow-up assignments relating to the report.

(b) Special Committees may be formed for any other reason or duration as the Chair deems appropriate.

ARTICLE VII Meetings

Section 1. Section Meetings. The Annual Meeting of the Section shall be held during the week in which the Annual Meeting of the Association is held, at a time and place designated by the Executive Committee. Other meetings may be held from time to time at such times and places as designated by the Chair.

Section 2. Quorum. At all meetings of the Section, a quorum shall be 30 members. All Section members shall have the right to vote at the annual meeting for officers of the Section to be elected thereat as provided in Article III, Section 1.

Section 3. Executive Committee Meetings. Meetings of The Executive Committee may be held upon the call of the Chair or any four members of the Executive Committee. A quorum for the transaction of business at Executive Committee meetings shall be fifteen members thereof.

Section 4. Binding Action. All binding action of the Section shall be by a majority vote of its members present. Any action of the Section must be approved by the Association before it becomes effective as, or is publicly released as, an action of the Association.

ARTICLE VIII Miscellaneous Provisions

Section 1. Bylaws. These Bylaws may be amended by the Executive Committee with the approval of the Executive Committee of the Association.

Section 2. Dues. The Executive Committee of the Section shall fix the dues for membership in the Section, subject to approval by the Association's Finance Committees. Dues shall be payable to the Association's Treasurer, to be held by the Association's Treasurer for the use and purposes of the Section.

Section 3. Review of Committees. The Officers shall review at least annually the performance of each Committee and shall determine, in their discretion, whether any changes are necessary, including to eliminate any such committee or to remove any such committee chair and to appoint a new Committee chair or co-chair. Grounds for removal of a committee chair shall include, but not be limited to, failure to convene committee meetings, insufficient activity, or lack of participation in committee activity.