

New York State Bar Association
BYLAWS OF THE CORPORATE COUNSEL SECTION
(as amended effective February 1, 2012)

ARTICLE I
Name and Purpose

Section 1. The Section shall be known as the Corporate Counsel Section of the New York State Bar Association.

Section 2. The Section, alone or in coordination with other sections and committees of the New York State Bar Association (hereinafter referred to as "the Association"), and such other bar associations or related organizations as may be appropriate from time to time, shall (1) plan and conduct such continuing legal education programs; (2) collect, publish and distribute such educational and professional materials; and (3) undertake such other diverse activities authorized from time to time by the Association and the officers and Executive Committee of the Section as are likely to enhance the competence and skills of lawyers engaged as corporate counsel and improve their ability to deliver the most efficient and highest quality legal service to their clients. Its activities also shall be designed specifically to enhance the role of in-house corporate counsel as contributing members and leaders of their communities, the legal profession and the Association, and to provide a medium through which all corporate counsel may cooperate with, encourage and assist each other in the resolution of problems common to them and the legal profession, to their mutual benefit and to the benefit of the membership of the Association, the legal profession at large, the substantive body of law in New York, and the general administration of justice throughout the state.

Section 3. Diversity Vision Statement. The Corporate Counsel Section will both encourage diversity in its many forms and strive to enhance the experience of diverse individuals within our Section and the legal profession generally by creating opportunities for greater interaction among all individuals and focusing on the specific needs and qualities of all individuals.

ARTICLE II
Membership

Section 1. Any member of the Association in good standing whose practice involves rendering legal services or advice to a business enterprise, association, academic institution, governmental body, or not-for-profit entity (and also law school professors/instructors involved in teaching corporate law and law students) shall be eligible for membership in this Section and shall be enrolled as a member of the Section upon application to its Secretary and payment of the dues determined by its Executive Committee. Any member who ceases to render such legal services or advice or to teach law due to retirement, unemployment or disability shall be eligible to retain the privileges of membership upon payment of the dues determined by its Executive Committee.

ARTICLE III
Officers

Section 1. The officers of the Section shall be a Chairperson, a Chairperson-Elect, two Vice-Chairpersons, a Secretary, and a Treasurer. In order to serve as an officer in the Section, an individual must be an Active Member of the Association, as defined in Article III, Section 1 of the Association's Bylaws, a member in good standing of this Section, and an in-house counsel (including retired or unemployed in-house counsel). Notwithstanding the preceding sentence, the Nominating Committee may nominate a member who is not in-house counsel to serve as an Officer, and such member may be presented to the Section membership for election at the Annual Meeting and may, if elected, serve as an Officer; provided, however, that the Executive Committee must first vote (at a duly scheduled meeting) to approve the nominee by a two-thirds majority of those present and voting at that meeting before the nominee is presented to the Section membership for election.

Section 2. Chairperson. The Chairperson shall preside at all meetings of the Section and its Executive Committee and shall be an ex officio member of all its committees. The Chairperson shall implement such policy directives as may be adopted by the Section's Executive Committee and may submit to it, from time to time, such recommendations as he or she may deem appropriate in promoting the purposes of the Section. In addition, the Chairperson shall perform such other, related duties as ordinarily are incident to the office.

Section 3. Chairperson-Elect. In the absence of or upon the death or resignation of the Chairperson or during the Chairperson's disability, the Chairperson-Elect shall preside at meetings of the Section and its Executive Committee, and shall perform the duties of Chairperson. The Chairperson-Elect also shall attend the meetings of the Section's Committees and coordinate their activities. The Chairperson-Elect shall assist the Chairperson in the discharge of the Chairperson's responsibilities and shall perform such other, related duties as may be assigned to him or her by the Chairperson or the Section's Executive Committee, and as ordinarily are incident to the office.

Section 4. Vice-Chairperson. The Section shall have two Vice-Chairpersons, each of whom shall be responsible for such matters as will be assigned by the Chairperson, such as supervising the preparation of the Section's newsletter and supervising preparations for the Section's annual and midyear meetings.

Section 5. Secretary. The Secretary shall prepare the minutes of the annual and special meetings of the Section and its Executive Committee, prepare, forward and receive appropriate notices and correspondence, and collect and maintain such other nonfinancial records, papers and data as may be necessary or appropriate from time to time. The Secretary shall serve as administrative assistant to the Chairperson and shall assist the Chairperson, the Chairperson-Elect and the Section's committee chairpersons in the discharge of their responsibilities. In addition, the Secretary shall perform such other, related duties as may be assigned by the Chairperson or the Section's Executive Committee and as are ordinarily incident to the office. Immediately upon being succeeded in office, the Secretary shall deliver all Section records, correspondence and other property in his or her possession or control to his or her successor.

Section 6. Treasurer. The Treasurer shall be the custodian of all financial records of the Section, which shall be available during regular business hours to the inspection of any member of the

Section, and to the Association's officers, Executive Committee and financial staff. The Treasurer shall prepare the Section's annual budget, except that if a standing financial committee shall be created within the Section, the Treasurer shall prepare the Section's annual budget in cooperation with such 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 Chairperson, the Executive Committee or the President of the Association shall direct. In addition, the Treasurer shall perform such other, related duties as may be assigned by the Chairperson or the Section's Executive Committee and as are ordinarily incident to the office. Immediately upon being succeeded in office, the Treasurer shall deliver all Section records, correspondence and other property in his or her possession or control to his or her successor.

Section 7. Terms. The officers of the Section shall be elected by the membership annually at the Annual Meeting of the Section (the "Annual Election"), provided, however, that the Chairperson-Elect, upon completion of the Chairperson's term of office, immediately after the Annual Election, automatically shall succeed to the office of Chairperson.

ARTICLE IV Executive Committee

Section 1. There shall be an Executive Committee of the Section, consisting of no fewer than fifteen (15) and no more thirty (30) members in good standing, including its officers (hereinafter referred to, collectively as "Elected Members"). To the extent practicable, the Executive Committee shall have at least one representative from each judicial department of the State of New York. Members who are in-house counsel (including retired in-house counsel or in-house counsel who are unemployed) must constitute at least 75% of the membership of the Executive Committee. The immediate past Chairperson of the Section and the Section Delegate(s) (and Alternate Delegate) to the House of Delegates (collectively referred to as the "Section Delegate") shall be considered Elected Members.

Section 2. (a) The Executive Committee shall have 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. It shall be responsible for the authorization of all commitments and contracts, and for the expenditure of all monies collected by the Section or appropriated for its use and purposes. The Executive Committee may adopt its own rules of procedure, 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. It may also, by a two-thirds vote of the entire Executive Committee, remove an elected member thereof.

(b) During the period between annual meetings of the Section, the Executive Committee may fill vacancies in the offices of the Section, including its own membership and the position of Section Delegate.

Section 3. Term. The elected members of the Executive Committee shall be divided as nearly as practicable into three classes; the term of office of those of Group 1 to expire immediately upon the next Annual Election; of Group II immediately upon the Annual Election the year thereafter; of Group III immediately upon the Annual Election two years thereafter; and at each Annual Election held after such classification and election, elected members of one group shall be elected by the membership, for a term to expire immediately upon the Annual Election three years thereafter, to succeed those elected members of the group whose terms expire.

Section 4. Diversity Intern Alumnus Member. One of the Executive Committee member positions shall be reserved for an individual who participated as an intern in the Kenneth G. Standard Diversity Internship Program and who otherwise meets the requirements set forth herein for Executive Committee membership (“Intern Alumnus”). The Intern Alumnus shall be elected and serve for a single Term of one year and may be re-elected to the Executive Committee as an Elected Member.

ARTICLE V **Section Delegate**

Section 1. The Section shall be represented at meetings of the House of Delegates of the Association by Section Delegate.

Section 2. Term. The Section Delegate shall be elected at the Annual Meeting to serve for a one-year term to commence on June 1 of the year of such Annual Meeting.

ARTICLE VI **Nominations**

Section 1. Not fewer than ninety days nor more than one hundred and twenty days prior to each Annual Meeting of the Section, the Chairperson shall appoint a Nominating Committee consisting of at least three members in good standing 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 Chairperson-Elect, two Vice-Chairpersons, Secretary and Treasurer, the position of Section Delegate, the Diversity Intern Alumnus and elected members of the Executive Committee, as appropriate. If there shall then exist a vacancy in the office of Chairperson-Elect, the Nominating Committee also shall make and report its nomination for the following term for the office of Chairperson.

Section 2. In the event the Nominating Committee seeks to nominate as an Officer an individual who is not in-house counsel, as permitted under Article III, Section 1, the Nominating Committee shall present to the Executive Committee its full slate of nominees not less than sixty (60) days before the Annual Meeting. The Executive Committee shall approve or reject any nominee(s) who is not in-house counsel by a two-thirds majority of those present and voting at that meeting. In the event the Executive Committee rejects the nominee(s), the Nominating Committee must select a new nominee(s) within five (5) business days and if the newly selected nominee(s) is not an in-house counsel, must follow the procedures set forth in this Article VI, Section 2. For the avoidance of doubt, the Executive Committee shall have no right to approve or reject any nominee who is an in-house counsel (as defined in Article III, Section 1).

Section 3. The report of the Nominating Committee shall accompany the notice of the Section’s Annual Meeting. Additional nominations for such offices may be made upon the petition of at least twenty-five members in good standing of the Section filed with its Secretary not less than fifteen days prior to the Annual Meeting of the Section.

ARTICLE VII **Annual Meeting**

Section 1. The Annual Meeting of the Section shall be held in January of each year, on such day and at such place as the Executive Committee may select. Notice of the time and place for holding the Annual Meeting of the Section shall be given by mail to each member of the Section at least thirty days prior to the time fixed for holding said meeting.

Section 2. The Annual Meeting of the Executive Committee of the Section shall be held immediately following the Annual Meeting of the Section.

ARTICLE VIII Committees

The Executive Committee of the Section may create such standing committees as it deems appropriate. The Executive Committee or the Chairperson may create such other committees as either may deem appropriate. Section committees shall from time to time make recommendations to the Chairperson or the Executive Committee for such actions as they may deem appropriate, but shall not transmit their views as those of the Section without the approval of the Section's Executive Committee.

ARTICLE IX Miscellaneous Provisions

Section 1. These Bylaws shall become effective upon their approval by the Association's Executive Committee. These Bylaws may be amended at any meeting of the Section, except that no amendment shall be effective until approved by the Association's Executive Committee.

Section 2. The Executive Committee of the Section shall fix the dues for membership in the Section, subject to approval by the Association's Finance Committee. Dues shall be payable to the Association's Treasurer, to be held by the Treasurer for the Section. Section funds shall be expended only by approval of the Chairperson and at least one other officer, or by approval of the Section's Executive Committee.