

NEW YORK STATE BAR ASSOCIATION

BYLAWS of the WOMEN IN LAW SECTION

ARTICLE I Name and Purpose

Section 1. The Section shall be known as the Women in Law Section (“the Section”) of the New York State Bar Association (“the NYSBA”).

Section 2. The Section serves as an active voice and a catalyst to advance change and enhance opportunities for women in the legal profession and all women under the law. The Section proposes legislation, promotes the adoption and implementation of policy by the NYSBA Executive Committee and the NYSBA House of Delegates, and takes other actions, including advocacy, education, networking and programming, to ensure the fair treatment of women under the law and the full participation of women in the administration of justice and as members of the legal community.

Section 3. The Section’s activities may include, without limitation: (a) promoting, supporting, and advancing opportunities for women lawyers in the practice of law; (b) continuing to promote and support efforts to end gender discrimination under the law and in the legal profession, and working with other sections of the NYSBA and other bar associations in this regard; (c) commenting on and proposing legislation; (d) commenting on, and proposing the adoption and implementation of policy by the NYSBA Executive Committee and NYSBA House of Delegates; (e) enhancing opportunities for lawyers to use their experience in various professional and other activities such as community service, *pro bono* activities and mentoring younger lawyers; (f) presenting programs of interest to lawyers regarding women in the legal profession and the court system; (g) providing networking, social, and recreational opportunities for its members; and (h) preparing and sponsoring publications designed to explore and to advocate on issues of interest.

ARTICLE II Membership

Section. 1 Any member of the NYSBA is eligible for membership in the Section, and may be enrolled as a member of the Section upon application and payment of such annual dues as determined by the Executive Committee of this Section.

ARTICLE III
Officers and Executive Committee

Section 1. Members of this Section, at the Annual Meeting, shall elect the Officers of the Section: the Chair, Chair Elect, Secretary, Treasurer, at least two but no more than four Members at Large and a Delegate to the NYSBA House of Delegates. Unless otherwise provided by the Executive Committee, the Section Delegate will be the immediate past Chair. When the NYSBA Bylaws permit the Section to have two delegates, the second delegate will be the incumbent Chair. The Chair, with the advice and consent of the Executive Committee, shall appoint an Alternate Delegate to the NYSBA House of Delegates annually.

Section 2. The Executive Committee shall consist of the Officers, Standing Committee Chairs, at least two but no more than four Members at Large and the two immediate past Chairs. Each Executive Committee member shall serve a one-year term beginning June 1 following election or selection, and may be reappointed or re-elected for subsequent terms; provided, however, that no Executive Committee member may serve for more than three consecutive one-year terms in any one position. Upon the expiration of the incumbent Chair's term, the Chair Elect shall succeed to Chair if the Chair Elect's service was satisfactory, as determined by the Executive Committee.

Section 3. The Chair shall appoint each Standing Committee Chair for a one-year term immediately following the Chair's appointment. Standing Committee Chairs whose prior service was satisfactory, as determined by the Chair, may be reappointed by the Chair; provided, however, that no Standing Committee Chair shall serve more than three consecutive one-year terms in same position, and no member shall serve simultaneously as an Officer and as a Standing Committee Chair, unless in either case such limitation is specifically waived by the Executive Committee for good cause.

Section 4. Members at Large. At least two but no more than four Members at Large of the Executive Committee may be nominated and elected from the Section membership at the Annual Meeting. Each Member at Large shall have the right to vote and shall serve in office for a one-year term commencing on the next succeeding June 1st.

Section 5. The Executive Committee may appoint such other officers and delegate duties to them consistent with these Bylaws.

ARTICLE IV
Nomination of Officers and Members of Executive Committee

Section 1. Prior to each Annual Meeting of the Section, but not later than October 1st, the Chair shall appoint a Nominating Committee consisting of the immediate past Chair, to serve as Chair of the Nominating Committee, and either two or four additional Section members, as the Executive Committee may determine. The

Nominating Committee shall consult with the Standing Committee Chairs to develop a slate of proposed candidates. No later than November 1st, the Nominating Committee shall notify the membership by electronic mail (e-mail) of its slate of candidates and shall solicit additional candidates from the Section. Within 20 days after the notification, the Section membership may add other candidates to the ballot by presenting the Secretary with a petition signed by at least 50 Section members. At least 30 days prior to the Annual Meeting, the Nominating Committee shall submit to the Section membership, for election at the Annual Meeting, a list of all nominees for the offices of Chair, Chair-Elect, Secretary, Treasurer, at least two but no more than four Members at Large, Delegate(s) to the NYSBA House of Delegates, and members of the Executive Committee. The Nominating Committee shall nominate at least one Member at Large from an upstate region within New York State.

Section 2. In making any nomination under these Bylaws, the Nominating Committee shall give due regard to promoting diversity, in accordance with the policies of the NYSBA and this Section.

Section 3. Nominating Committee members may not propose or nominate themselves as candidates of Chair, Chair Elect, Secretary or Treasurer.

ARTICLE V

Duties of Officers and of the Executive Committee

Section 1. The Chair shall preside at all meetings of the Section and of the Executive Committee; and shall perform such other duties and acts as usually pertain to that office.

Section 2. The Chair Elect shall assist the Chair in the performance of the Chair's duties when requested to do so. Upon the death, resignation or during the disability of the Chair, the Chair Elect shall perform the duties of the Chair for the remainder of the Chair's term, except in case of the Chair's disability, and then only for so much of the term as the disability continues.

Section 3. The Secretary shall maintain all books, papers, documents and other property of the Section, except money; shall keep a record of the proceedings of all meetings of the Section and of the Executive Committee; shall prepare and shall forward notices of all meetings to Executive Committee members; and shall receive correspondence and perform other duties as usually pertain to the office of Secretary. Immediately upon completing service, the Secretary shall deliver all Section records, correspondence and other property of this office to the incoming Secretary.

Section 4. The Treasurer shall maintain the financial records of the Section; prepare the Section's annual budget; maintain liaison with the appropriate fiscal officers of the Association; and report upon the Section's finances at each Executive Committee meeting, the Annual Meeting, and at other times as the Chair or the Executive Committee may request. In addition, the Treasurer shall perform such other duties as usually pertain to the office of Treasurer. Immediately upon completing service, the

Treasurer shall deliver all Section records, correspondence and other property of this office to the incoming Treasurer.

Section 5. The Delegate(s) shall be the Section's representative to, and liaison with, the NYSBA House of Delegates. The Alternate Delegate shall perform the duties of the Delegate when a Delegate is unavailable.

Section 6. The Members at Large shall serve the Section's strategic needs as determined by the Chair at any given time. Members at Large may have various responsibilities and projects, short or long-term, during their term in office.

Section 7. The Executive Committee shall have general supervision and control of the affairs and activities of the Section, subject to these Bylaws and the NYSBA Bylaws. The Executive Committee shall be responsible for the authorization of all commitments and contracts, which entail the expenditure of money, and for the expenditure of all monies collected by the Section or appropriated for the use and benefit of the Section. The Executive Committee shall have overall responsibility to develop the Section membership. Subject to these Bylaws, the Executive Committee may adopt its own procedural rules, including the number of members that constitute a quorum, the time and place of meetings, notices of meetings to be given to its members, and rules declaring vacancies to exist in Standing Committees upon failure of elected or appointed members to attend meetings. Officers, Section Delegates, and members of the Executive Committee appointed to serve in accordance with Article III will be confirmed by a vote of the members in accordance with Article IV.

Section 8. The Executive Committee may fill any vacancy arising among the Officers, the Section Delegate(s) to the NYSBA House of Delegates, Members at Large or other Executive Committee members during the interim between Annual Meetings of the Section. Officers, delegates or members so appointed shall serve the balance of the term in accordance with Article III.

Section 9. The Executive Committee shall fix dues for Section membership, with the approval of the NYSBA Finance Committee. Unless otherwise provided by the Executive Committee, Section funds may be expended only with the Executive Committee's approval and in accordance with the rules of the NYSBA Finance Committee. The Executive Committee may, from time to time, delegate the authority to expend such monies to the Chair and Treasurer of this Section for such purposes and in such amounts as the Executive Committee may establish.

Section 10. No person shall continue to serve as an Officer of the Section who has missed three or more Executive Committee meetings during the Officer's then current term, except this requirement may be waived by a majority vote of the Executive Committee. The Executive Committee may, in its discretion or upon recommendation of the Chair, remove any Executive Committee member thereof who has missed three or more Executive Committee meetings during the member's then current term.

ARTICLE VI

Standing Committees

Section 1. In addition to the Executive Committee, the Standing Committees of the Section include the following:

- Annual Meeting, Program and CLE Committee
- Champions: Men Advancing Women Committee
- Communications Committee
- Equity in the Legal Profession Committee
- Gender Issues Committee
- General Counsels Committee
- Legislative Affairs Committee
- Membership and Engagement Committee
- Partners Committee
- Reports, Surveys and Publications Committee
- Development and Sponsorship Committee
- Women in the Association Committee

and any additional committees as the Executive Committee may from time to time designate as Standing Committees. Upon request of any Standing Committee Chair or the Section Chair, the Executive Committee may approve a committee name change, a committee's merger with another committee, or a committee's dissolution.

Section 2. Each member of a Section committee shall maintain, in good standing, his or her membership in the NYSBA and this Section.

Section 3. Each Standing Committee shall draft a committee mission statement, adhere to its purpose and engage in its respective activities as those activities relate to women lawyers and women under the law. Standing Committee activities may include, without limitation, preparing and contributing articles to publications of the Section and the NYSBA; drafting reports and conducting surveys; presenting speakers, educational programs, and networking activities at their meetings; assisting and cooperating in the preparation and presentation of Section and NYSBA programs; monitoring, reviewing and commenting upon proposed legislative enactments and regulatory actions germane to the Section's purposes and, as appropriate and consistent with the policies of the NYSBA, proposing such legislative or regulatory changes as the members of such committee may deem proper.

Section 4. The Chair may create temporary, special, ad hoc and task force committees, and the term of any such committee shall expire on May 31st, unless renewed, as determined by the Chair Elect or by a majority vote of the incoming Executive Committee. The Chair shall appoint the chairs and members of such committees from the Section membership. Officers of the Section may serve as chairs of temporary, special ad hoc and task force committees.

ARTICLE VII
Annual or Special Meetings

Section 1. The Annual Meeting of the Section will be held at a time and place designated by the Executive Committee during the week in which the Annual Meeting of the New York State Bar Association is held. Notice of Annual Meetings shall be by publication by any means of communication reasonably designed to notify all Section members. Additional or special meetings may be held from time to time during the interim between Annual Meetings, at such times and places as the Executive Committee designates.

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

Section 3. All binding actions of the Section at any Annual or special meeting must be approved by a majority vote of the Section members present.

ARTICLE VIII
Executive Committee Meetings

Section 1. Meetings of the Executive Committee will be held in conjunction with the Annual Meeting of the NYSBA and at such other times and places as the Chair may designate.

Section 2. Executive Committee members may participate in meetings by telephone or videoconference whereby the participating member can hear and be heard by all members present. Executive Committee members participating by phone or videoconference will be deemed present for all purposes, including determining a quorum.

Section 3. The Executive Committee members present at any Executive Committee meeting shall constitute a quorum for the transaction of business. All binding actions of the Executive Committee must be approved by a majority vote of the Executive Committee members present.

Section 4. All notices and other communications from the Chair or other Officers to the Executive Committee members may be delivered by e-mail; and will be deemed to have been received by the member upon delivery to the member's e-mail address on file with the Executive Committee. For this purpose, each member shall provide his or her current e-mail address to the Chair and to the Secretary. In between regularly scheduled meetings, at the request of the Chair, the Executive Committee may act upon the written consent of not fewer than seventy five percent of its members. For this purpose, Executive Committee members may consent to Executive Committee actions by an e-mail addressed to the Chair, which shall be valid and binding to the same extent as a writing signed by the member.

ARTICLE IX
Miscellaneous Provisions

Section 1. These Bylaws will become effective upon approval by the NYSBA Executive Committee.

Section 2. The 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 pending legislation shall conspicuously disclose the fact that the position of the Section, as the case may be, is not the position of the NYSBA until approved and adopted by the NYSBA House of Delegates. 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 the Section or the Section's Standing Committees regarding pending or proposed legislation shall be submitted to the NYSBA Governmental Relations Department solely for a determination as to whether the prospective position, statement or report is inconsistent with policy previously adopted by the NYSBA House of Delegates or the NYSBA Executive Committee. Authorization to release the report shall be deemed to have been given unless the Governmental Relations Department notifies the Section to the contrary prior to the intended release date. Any adverse determination by the NYSBA Governmental Relations Department may be appealed to the NYSBA Executive Committee in accordance with the NYSBA Bylaws.

Section 3. Upon two weeks prior written notice to all Section members, these Bylaws may be amended at any Executive Committee meeting by a majority vote of the members present, provided that no amendment will be effective until approved by the NYSBA Executive Committee.