



# Staff Memorandum

## EXECUTIVE COMMITTEE Agenda Item #15

REQUESTED ACTION: Approval of operating rules for the Section Delegates Caucus.

At the January 27, 2012 Annual Meeting of the Association, new Bylaws amendments were approved to add two members-at-large of the Executive Committee from among the section delegates to the House of Delegates. To date, the Section Delegates Caucus has acted as an informal group, intended to provide a forum for discussion of matters coming before the House or other topics of interest. With the adoption of the new Bylaws amendments, however, it is necessary to develop rules by which the section delegates will select the two new members-at-large.

As noted in the attached proposal, the Section Delegates Caucus is not an entity recognized in the Association Bylaws. Under this proposal, the Caucus would be defined as section delegates; the section delegates (or former section delegates) who serve as members-at-large of the Executive Committee; and the Young Lawyer member-at-large of the Executive Committee. The rules would provide for officers, an executive committee, and a nominating committee. The proposed rules governing the nominating committee outline the manner by which the section delegates would select members-at-large of the Executive Committee, as well as the manner by which the Caucus would select its officers and executive committee. These rules also provide a method by which other candidates may be included on the ballot via petition.

Other provisions in the proposed rules outline the duties of the Caucus officers and executive committee; the appointment of other committees; and the scheduling of meetings.

Section delegates James B. Ayers and Bruce J. Prager will present the proposed operating rules at the March 30 meeting.



# NEW YORK STATE BAR ASSOCIATION<sup>1</sup> OPERATING RULES<sup>2</sup> OF THE SECTION DELEGATES CAUCUS<sup>3</sup>

## ARTICLE I Name and Purpose

**Section 1.** This organization shall be known as the Section Delegates Caucus (the “Caucus”) of the New York State Bar Association (the “Association”).

**Section 2.** The purpose of the Caucus shall be to bring together representatives of the sections of the Association to assist the sections in carrying out the purposes of the Association by:

- A. Providing a forum for section delegates to review and discuss matters that will come before the House of Delegates and, where appropriate, to develop proposals for consideration by the House of Delegates;
- B. Providing a forum for section delegates to analyze and discuss issues of common interest to the sections and, where appropriate, to develop proposals to address those issues in ways that will promote the interests of the sections and the Association;
- C. Selecting nominees for position of member-at-large of the Executive Committee of the Association in accordance with the provisions of Section 1(A)(4) of Article VIII of the Bylaws of the Association; and
- D. Taking such other actions as the section delegates determine will best further the interests of the Association.

## ARTICLE II Membership

**Section 1.** The members of the Caucus shall consist of: (1) the section delegates, as defined in Section 3(E) of Article V of the Bylaws of the Association; (2) the section delegates or former section delegates who serve as members-at-large of the Executive Committee of the Association as provided in Section 1(F)(2) of Article VII of the Bylaws of the Association (the “Section Members-at-Large”); and (3) the Young Lawyers Section delegate who serves as a member-at-large of the Executive Committee as provided in Section 1(F)(3) of Article VII of the Bylaws of the Association (the “Young Lawyers Section Member-at-Large”).

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<sup>1</sup> Section 1 of Article VIII of these Operating Rules provides that the Rules only become effective upon approval by the Executive Committee of the Association. If approved by the Executive Committee, the footnotes will be deleted.

<sup>2</sup> Because the Section Delegates “Caucus” is not a recognized organization under the Bylaws of the Association, it seems best to refer to this document as “Operating Rules” rather than “Bylaws.”

<sup>3</sup> While the Caucus is not a recognized organization, we have defined the term in Section 1 of Article II and then used it throughout the document.

**ARTICLE III**  
**Officers and Executive Committee**

**Section 1.** The officers of the Caucus shall be a Chair, Vice-Chair and Secretary. All officers of the Caucus must be section delegates during their term of office.<sup>4</sup>

**Section 2.** There shall be an Executive Committee of the Caucus consisting of the officers of the Caucus, the Chairs of the Caucus's Standing Committees, two other members who are section delegates, the Section Members-at-Large and the Young Lawyers Section Member-at-Large.

**Section 3.** All officers and all other members of the Executive Committee shall hold office for one year terms, commencing June 1. Officers are prohibited from serving two consecutive terms in one specific office.

**Section 4.** The Chair, Vice-Chair, Secretary and the two other members of the Executive Committee of the Caucus shall be elected at the Annual Meeting of the Caucus.

**ARTICLE IV**  
**Nominating Committee**

**Section 1.** The Nominating Committee shall consist of seven members who shall include the Chair, the Vice-Chair, the Secretary, the Section Member-at-Large whose term will not expire at the end of the current year, three other section delegates selected by the Caucus (or four if no member-at-large is then serving.). The Chair of the Nominating Committee shall be selected by the members of the Nominating Committee.

**Section 2.** While a member of the Nominating Committee is eligible for nomination for one of the offices to be filled, any member who is a candidate for an office shall be recused from the discussion and vote for that office.

**Section 3.**

- A. The Nominating Committee shall schedule its activities so as to permit the section delegates<sup>5</sup> to submit their nominees for the position of Section Member-at-Large to the Nominating Committee of the Association at least 10 days in advance of the meeting of the Nominating Committee of the Association at which the nominations are to be made.<sup>6</sup> The Nominating Committee shall also arrange a meeting of the section delegates with the Nominating Committee of the Association (acting through

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<sup>4</sup> Since the Caucus is not an official entity, it will not have a budget and, therefore, we do not think it necessary to have a treasurer.

<sup>5</sup> We have used the term "section delegates" rather than "members of the Caucus" in this section since the Association Bylaws (Art. VIII(1)(A)(4)) authorizes the section delegates to make the selection and the Caucus membership includes the Section Members-at-Large and the Young Lawyers Section Member-at-Large and they will not be current section delegates. We provide that the section delegates rather than the Nominating Committee of the Caucus shall submit its nominees. Art. VIII (1)(A)(4) provides that the section delegates (not the Nominating Committee) shall submit the nominees. We do not think that the section delegates have the authority to delegate the selection of the members-at-large to the Nominating Committee.

<sup>6</sup> This is the requirement set forth in Section 1(A)(4) of Art. VIII of the Bylaws of the Association.

its Chair or other designee[s]) to be held no later than 90 days before the Annual Meeting of the Association or the meeting of the House of Delegates immediately thereafter at which the offices of Section Member-at-Large are to be filled by election.

- B. The Nominating Committee shall invite each section of the Association to present the name of not more than one candidate to serve as a Section Member-at-Large. As required by Section (F)(2) of Article VII of the Bylaws of the Association, candidates must have served as section delegates within three years of their selection.
- C. The Nominating Committee of the Caucus shall distribute a written report containing its recommendations for nominees for Section Member-at-Large to the section delegates at least 20 days prior to the meeting of the section delegates at which the nominations will be considered. The Chair of the Caucus shall then schedule a meeting of the section delegates at which the recommendations contained in the report of the Nominating Committee will be considered. Within 10 days after the Nominating Committee advises the section delegates of its slate of candidates, other qualified candidates may be added to the ballot by presenting the Chair with a petition requesting the inclusion of those other candidates on the ballot endorsed by the signature of at least ten (10%) percent of the section delegates.

**Section 4.** The Nominating Committee of the Caucus shall also distribute a written report containing its recommendation for nominees for Chair, Vice-Chair, Secretary and the two other section delegates who shall serve on the Executive Committee of the Caucus. The report shall be distributed at least 20 days prior to the Annual Meeting of the Caucus at which the recommendations of the Nominating Committee will be considered. Within 10 days after the Nominating Committee advises the Caucus of its slate of candidates, other qualified candidates may be added to the ballot by presenting the Chair with a petition requesting the inclusion of those other candidates on the ballot endorsed by the signature of at least ten (10%) percent of the section delegates.

#### **Section 5.**

- A. The Nominating Committee of the Caucus shall not nominate more than one section delegate (or former section delegate) from any section for the offices to be filled. The Nominating Committee shall not nominate any section delegate for the office of Chair if a section delegate from the same section has served as Chair of the Caucus within the last three years.
- B. The Nominating Committee shall not nominate any section delegate or former section delegate as a Section Member-at-Large if a section delegate or former delegate from the same section has served as a Section Member-at-Large within the last three years, except that the members-at-large may serve the maximum number of consecutive terms permitted under Section 2 of Article VII of the Bylaws of the Association. Nothing in these Rules, however, shall preclude any section that has a member of the section serving as an officer of the Association from also having a member of the section serve as a Section Member-at-Large.

**ARTICLE V**  
**Duties of the Officers and of the Executive Committee**

**Section 1.** The Chair shall preside at all meetings of the Caucus and of the Executive Committee, serve as an *ex officio* member of all Committees, and perform such other duties as usually pertain to the office of Chair.

**Section 2.** The Vice-Chair shall assist in the performance of the Chair's duties when requested to do so and shall perform such other duties as usually pertain to the office of Vice-Chair. On the death, resignation or during the disability of the Chair, the Vice-Chair 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 Caucus, shall keep a record of the proceedings of all meetings of the Caucus and of the Executive Committee, shall prepare and forward notices of all meetings of the Caucus and of the Executive Committee, receive correspondence, and perform such other duties as usually pertain to the office of Secretary.

**Section 4.** The Executive Committee shall have general supervision of the affairs and activities of the Caucus, subject to these Operating Rules and the Bylaws of the Association. 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 meetings, notices of meetings to be given to its members, and rules declaring vacancies to exist in committees upon failure of elected or appointed members to attend meetings.

**Section 5.** The Executive Committee may fill any vacancy arising among the officers or the two non-officer members of the Executive Committee during the interim between Annual Meetings of the Caucus. Officers or non-officer members of the Executive Committee so appointed shall serve the balance of the terms in accordance with Article III.

**ARTICLE VI**  
**Committees**

**Section 1.** The Executive Committee of the Caucus shall create such standing committees of the Caucus as the Executive Committee shall determine from time to time. The Chair of the Caucus may, from time to time, create such special committees as the Chair shall deem necessary to carry out the work of the Caucus. The Executive Committee shall adopt such policies, rules and guidelines for standing committees and special committees as it deems appropriate.

**Section 2.** The Chair of the Caucus shall appoint the Chairs and members of the standing committees and special committees. The Chair of the Caucus shall fill any vacancy or make additional appointments to a committee, in consultation with the Chair of that committee. The terms of office shall be one year commencing June 1.

**Section 3.** Committee appointments, at the request of the committee Chair, may include members of the Association who are non-section delegates with particular expertise or interests which will aid the committee in addressing issues before it.

**Section 4.** The committees, from time to time, shall refer recommendations to the Chair of the Caucus or the Executive Committee for such actions as they may deem appropriate, but shall not take action or present their views or recommendations outside the Caucus without approval by the Executive Committee.

## **ARTICLE VII**

### **Meetings**

**Section 1.** The Annual Meeting of the Caucus 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 or by any three members of the Executive Committee. Notices of meetings shall be sent to all members of the Caucus.

**Section 2.** All binding action of the Caucus shall be by a majority vote of the members present at a meeting at which section delegates from at least one-third of the sections of the Association are present. All binding action of the Nominating Committee shall be by a majority vote of the members present at a meeting at which at least five members of the Nominating Committee are present.

**Section 3.** Any one or more members of the Caucus or any committee of the Caucus may participate in a meeting of the Caucus or such committee by means of a conference telephone or similar equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 5.** All notices and other communications from the Chair or other officer to the members of the Executive Committee or the Caucus may be delivered by electronic mail (e-mail), and shall be deemed to have been received by the member upon delivery to the member's current e-mail address. For this purpose, each member shall provide his or her current e-mail address to the Chair.

**ARTICLE VIII**  
**Miscellaneous Provisions**

**Section 1.** These Operating Rules shall become effective upon approval by the Executive Committee of the Association.

**Section 2.** Upon approval of the Operating Rules by the Executive Committee, the Chair of the Caucus serving or who served for the term that commenced June 1, 2011, shall appoint a Nominating Committee consisting of himself and such four section delegates as he may select. The Chair of the Nominating Committee shall be selected by the members of the Nominating Committee. The Nominating Committee shall distribute a written report to the section delegates containing its recommendations for nominees to serve for the term commencing June 1, 2012 as Chair, Vice-Chair, Secretary and the two other section delegates who shall serve on the Executive Committee of the Caucus. The report shall be distributed at least 20 days prior to the meeting of the section delegates at which the nominations will be considered. The Chair of the Caucus shall then schedule a meeting of the section delegates to consider the report of the Nominating Committee. Within 10 days after the Nominating Committee advises the section delegates of its slate of candidates, other qualified candidates may be added to the ballot by presenting the Chair with a petition requesting the inclusion of those other candidates on the ballot endorsed by the signature of at least ten (10%) percent of the section delegates.

**Section 2.** Any action taken by the Caucus must be approved by the Executive Committee of the Association before the same is given publicity as or becomes effective as the action of the Association.

**Section 3.** These Operating Rules shall remain in effect from year to year, but may be amended at any time by a majority vote of the members of the Caucus present at a meeting at which section delegates from at least one-third of the sections of the Association are present, provided that no amendment shall be effective until approved by the Executive Committee of the Association.