



Staff Memorandum

HOUSE OF DELEGATES Agenda Item #4

REQUESTED ACTION: Subscription to the Bylaws amendments proposed by the Committee on Bylaws to allow for their consideration at the Annual Meeting of the Association.

Earlier this year, the Nonprofit Revitalization Act took effect in New York State. As a result, the Association Bylaws must be amended in order to comply with the Act. Attached is a report and recommendations from the Committee on Bylaws containing a number of proposed amendments. In addition to amendments required by the Nonprofit Revitalization Act, the Committee has identified other recommended amendments and “housekeeping” amendments.

The committee’s report is divided into three sections. First, the committee discusses those amendments that are required to be made. These include amendments with respect to Committees (the revised Not-for-Profit Corporation Law eliminates the categories of “standing” and “special” committees); the Executive Committee; the Nominating Committee; the Finance, Audit and Compensation Committees; Sections; and Meetings of the Association.

The committee then reviews amendments that are not required by the Nonprofit Revitalization Act but are recommended. These include amendments with respect to Officers; the House of Delegates; the Executive Committee; the Nominating Committee; and the Finance, Audit and Compensation Committees.

Finally, the committee proposes a number of “housekeeping” amendments to delete outdated provisions and update other provisions.

A copy of the Bylaws marked to show changes from the existing version is attached to the committee’s report.

Under procedures established in the Bylaws, the proposed amendments must be subscribed to by a majority of all members of the House of Delegates in order to be considered at a meeting of the Association. Subscription can take place at this meeting to allow for consideration of these proposed amendments at the Annual Meeting of the Association on January 30, 2015.

The report will be presented at the November 1 meeting by Eileen E. Buholtz, Chair of the Committee on Bylaws, and committee member Lesley Friedman Rosenthal.

COMMITTEE ON BYLAWS

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October 20, 2014

To: Members of the House of Delegates

Re: Report on Proposed Bylaws Amendments

INTRODUCTION

Earlier this year, the Nonprofit Revitalization Act took effect in New York State, requiring significant changes to the governance of New York not-for-profit corporations. As a result, the Bylaws of the Association must be amended to account for these statutory changes. Our Committee has reviewed the Act and has been advised by lawyers experienced in this field and is proposing amendments to bring the Association's Bylaws into compliance. We express great appreciation to Committee members Lesley Friedman Rosenthal and Anita L. Pelletier for their significant assistance in reviewing the Bylaws and making recommendations.

In addition, the Nominating Committee has made several recommendations for proposed amendments, noted within this report. Finally, our committee has proposed a number of "housekeeping" amendments to delete outdated provisions and to update other provisions.

For ease of reference, our proposed amendments are described in separate subsections of this report, each of which is noted by one of three categories: "Required" (i.e., required by the Nonprofit Revitalization Act); "Recommended" (i.e., a good idea but not required by the Nonprofit Revitalization Act); and "Housekeeping.". Each subsection contains a discussion of the proposal and our committee's analysis. A redlined copy of the Bylaws with recommended amendments for your consideration is attached to the report. New language is indicated by underlining, and deleted language is indicated by strikethrough.

SUBSCRIPTION #1: REQUIRED AMENDMENTS

ARTICLE VI – COMMITTEES

The Nonprofit Revitalization Act has eliminated the categories of "standing" and "special" committees; instead, there are "committees of the board" and "committees of the corporation." "Committees of the Board" are made up entirely of members of the House of Delegates (the body legally constituting the Board of Directors of NYSBA). "Committees of the Corporation" are committees whose composition can include members of the Association who are not necessarily House

members. In order to account for these changes, we are recommending the following changes to this Article.

Section 1(A): This section provides for the creation of “committees of the House of Delegates,” which is the equivalent of the “committees of the board” referenced in the Nonprofit Revitalization Act. Members of such committees must be members of the House. In our current structure, committees of the House include the Executive Committee, the Finance Committee, and the Compensation Committee.

Section 1(B): This section provides for the creation of “committees of the Association,” the equivalent to “committees of the corporation” referenced in the Nonprofit Revitalization Act. These committees would include the Association’s current standing and special committees as well as the Association’s Sections.

Section 1(C)-(F): These sections contain general governance provisions for both committees of the House of Delegates and committees of the Association.

Section 2: The current section 2, which addresses special committees, has been eliminated in accordance with the requirements of the Nonprofit Revitalization Act. The current section 3 has been renumbered as section 2. In subdivision C, we have recommended that one-third of the members of each committee will constitute a quorum, in place of the current 5 members, in recognition that some committees have small memberships and some have larger memberships, and a percentage of members in attendance is a better measure of a quorum than a set number of attendees.

VII – EXECUTIVE COMMITTEE

Section 1: As set forth above, the Executive Committee is designated as a committee of the House of Delegates.

Section 4: In keeping with the requirement of the act, this section provides that the Executive Committee’s general supervisory powers may be limited by rules established by the House of Delegates, as the Executive Committee is a committee of the House.

Section 5: We have eliminated references to “standing” and “special” committees, instead referencing “committees.”

VIII – NOMINATING COMMITTEE

Section 1: We have provided that the Nominating Committee is a committee of the Association, as set forth above.

IX – FINANCE, AUDIT AND COMPENSATION COMMITTEES

Section 1: The Finance Committee is designated as a committee of the House of Delegates. As such, its membership must be confirmed by the Executive Committee and ratified by the House.

Section 2: The Audit Committee is designated as a committee of the Association for all purposes stated in its charter except, in accordance with the Act, that the following Audit Committee matters will be handled only by Audit Committee members who are also members of the House: (a) handling of

whistleblower complaints and (b) conflict of interest matters. They must be “independent directors” as defined by the Not-for-Profit Corporation Law.

X – SECTIONS

Section 1: As required by the Nonprofit Revitalization Act, the Association’s Sections are considered to be committees of the Association.

Section 4: We recommend changing references to “sub-committees” in place of “committees” to avoid confusion with “committees of the Association,” again in keeping with the requirements of the Nonprofit Revitalization Act.

XII – MEETINGS OF THE ASSOCIATION

Section 1: The current provisions relating to notice of Association meetings have been revised to comply with the statutory requirements.

SUBSCRIPTION #2: RECOMMENDED AMENDMENTS

ARTICLE IV – OFFICERS

Opening paragraph: The Nominating Committee has recommended that nominees for the office of President-Elect be members of the House of Delegates or have served in the House within five years preceding the time of nomination. A second change, appearing in the same paragraph, deletes “or nonresident” from the officers’ membership requirement, as the nonresident category of membership was eliminated in 2013.

ARTICLE V – HOUSE OF DELEGATES

Section 2(B): The current duties of the House provide that the House supervises employees of the Association. Given the size of the House, we believe it is more appropriate to provide that the House supervises employees through the Executive Committee.

Section 3(G)(5): In judicial districts in which there are two or more county bar associations with fewer than an aggregate of 100 members, delegates are designated to represent such associations as a group. The current allocation provides for one delegate where the aggregate number of members in those counties is 100-299. There is one judicial district in which the aggregate number of members is less than 100 and those counties are not represented in the House. This may occur in another district within several years. We do not believe that it was intended that counties go without representation in the House, and therefore we propose lowering the threshold to 50 members.

Section 5(B): The current quorum for a House meeting is 40 members. This provision was included at a time when the House was much smaller in size. Given the current House membership of 297, we believe it is appropriate to increase the quorum to 100 members. (This change, to roughly one-third, also tracks the proposed update to the committee quorum requirements in Subscription #1 above.)

ARTICLE VII – EXECUTIVE COMMITTEE

Section 1: In subdivision (F), we have expanded eligibility for the member-at-large positions to include committee chairs. This has been done upon the recommendation of the Nominating Committee to provide a broader pool of candidates for these positions.

ARTICLE VIII – NOMINATING COMMITTEE

Section 2: With respect to nominations by the membership, we recommend increasing the number of members who may nominate candidates for offices (other than Vice President and Elected Delegate) from 50 to 150 members and candidates for Vice President and Elected Delegate from 25 to 75 members, recognizing that the membership of the Association is significantly higher than when this provision originally was adopted.

IX – FINANCE, AUDIT AND COMPENSATION COMMITTEES

Section 3: We recommend the addition of a new Compensation Committee, which is a committee of the House of Delegates. The Compensation Committee is responsible for assuring the reasonableness of the compensation of Association executives.

SUBSCRIPTION #3: HOUSEKEEPING AMENDMENTS

ARTICLE IV – OFFICERS

Section 2, President-Elect: A new subdivision D has been added, relocating the provision by which the President-Elect becomes President from Article XI (Elections and Terms). It is our belief that this provision is more appropriately contained in Article IV.

ARTICLE V – HOUSE OF DELEGATES

Section 3(I): This provision relates to House members who neither live nor work in New York State. When originally adopted, this provision had a phase-in period. Since that period has passed, we propose deleting the phase-in provision.

Section 4(A): We propose clarifying the term of past presidents and past presidents of the American Bar Association to provide that they must remain members of the Association in order to remain House members for life.

Section 4(C): We recommend clarifying language to distinguish past Association presidents and past American Bar Association presidents.

ARTICLE VII – EXECUTIVE COMMITTEE

Section 1: We recommend the elimination of subdivision (F)(4), which is a phase-in provision that is no longer needed.

Section 2: Again, we recommend the elimination of that portion of the section that served as a phase-in provision that is no longer needed.

ARTICLE IX – FINANCE, AUDIT AND COMPENSATION COMMITTEES

Section 2: We recommend removal of “phase-in” language from subdivision (B)(1).

XI – ELECTIONS AND TERMS

Section B: As noted above, we recommend relocating the provision as to the President-Elect taking office as President to Article IV.

XIII – MEETINGS BY TELEPHONIC EQUIPMENT

We recommend an amendment to clarify that notice of meetings be given in writing by mail or electronic means.

XVI – PUBLICATIONS

Section 2: The current Bylaws providee for supervision of publications by the Committee on Public Relations. This committee was discharged by the House a number of years ago. We recommend replacing the reference with the Executive Committee, in keeping the Executive Committee’s general supervisory powers.

CONCLUSION

We commend these three groupings of proposed Bylaws amendments to you for your consideration and subscription at the November 1, 2014 meeting of the House of Delegates. If subscribed, each grouping of amendments will be presented for discussion and adoption at the 2015 Annual Meeting.

Respectfully submitted,

COMMITTEE ON BYLAWS

- Eileen E. Buholtz, Chair
- R. Nadine Fontaine
- Michael E. Getnick
- LaMarr J. Jackson
- A. Thomas Levin
- Kathryn Grant Madigan
- Eileen D. Millett
- Anita D. Pelletier
- Lesley Friedman Rosenthal
- Jay G. Safer
- Oliver C. Young
- Executive Committee liaison: David P. Miranda
- Staff liaison: Kathleen R. Mulligan Baxter



THE BYLAWS OF THE NEW YORK STATE BAR ASSOCIATION

As Amended at the Annual Meeting of the
New York State Bar Association
January ~~30~~¹, 201~~5~~⁴

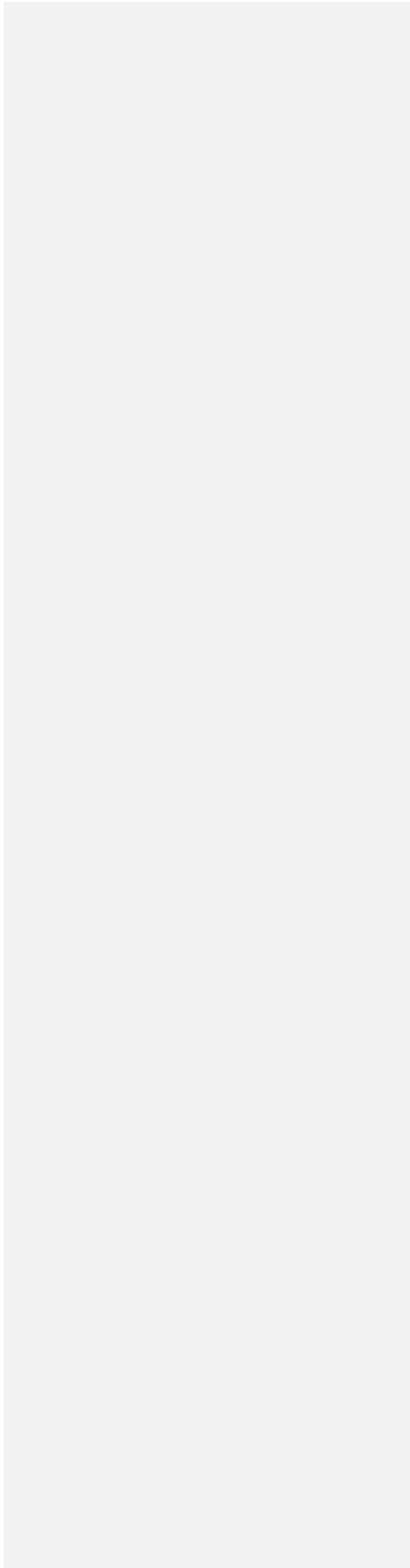


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ENABLING ACT

LAWS OF NEW YORK—1877

CHAPTER 210

“AN ACT to incorporate the New York State Bar Association.”

Passed May 2, 1877.

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

Section 1. The members of the voluntary association, which was formed in the City of Albany, November twenty-first, eighteen hundred and seventy-six, under the name of the New York State Bar Association, of which association John K. Porter, of the first judicial district is president; and Charles W. Sanford, of the first judicial district; John J. Armstrong, of the second judicial district; Samuel Hand, of the third judicial district; Platt Potter, of the fourth judicial district; William Ruger, of the fifth judicial district; Horatio Ballard, of the sixth judicial district; James L. Angle, of the seventh judicial district, and Myron H. Peck, of the eighth judicial district, are vice-presidents, and of which the judges of the United States Courts, residing in this State, the judges of the Court of Appeals, and justices of the Supreme Court of this State are honorary members, and all persons who shall hereafter be associated with them are hereby created a body corporate, under the name of the “New York State Bar Association.” And the said association is formed to cultivate the science of jurisprudence, to promote reform in the law, to facilitate the administration of justice, to elevate the standard of integrity, honor and courtesy in the legal profession, and to cherish the spirit of brotherhood among the members thereof.

Section 2. Said corporation shall have power to acquire by lease or purchase, suitable buildings, library and furniture for the use of the corporation; to borrow money for such purposes and issue bonds therefore, and to secure the same by mortgage, and generally to acquire and take by purchase, gift, devise, bequest, subject to the provisions of law relating to devises and bequests by last will and testament or otherwise, and to hold, transfer and convey all or any such real and personal property as may be necessary for attaining the objects, and carrying into effect the purpose of such corporation.

Section 3. The constitution, bylaws, rules and regulations originally adopted by said voluntary association shall be the constitution, bylaws, rules and regulations of the corporation hereby created, which shall have power from time to time to alter, modify and change the same; and the members of the executive committee of said association

shall be the first trustees of the corporation hereby created, and continue to be such trustees until others are elected in their places as prescribed by said constitution and bylaws, and the several officers and committees of said association shall be the officers and committees of the corporation hereby created with the powers and duties prescribed by said constitution and bylaws, rules and regulations, until their successors shall be similarly duly elected and installed.

Section 4. All property, rights and interests of the said association now held by any or either of the officers thereof, or by any person or persons for its use and benefit shall, by virtue of this act, vest in and become the property of the corporation hereby created, subject to the payment of the debts of said association, if any; all interest of any member of said association, and of the corporation hereby created, in such property, shall terminate and vest in the corporation upon his ceasing to be a member thereof.

Section 5. This corporation shall possess the powers and be subject to the liabilities prescribed by the third title of the eighteenth chapter of the first part of the Revised Statutes. This corporation shall deposit a copy of its charter, constitution and bylaws, and of each of its annual reports, in the State Library at Albany, and each of the libraries provided for the use of the justices of the Supreme Court in the several counties of the State. It shall be the duty of every local bar association to deposit with the New York State Bar Association, a copy of its act or certificate of incorporation, or its articles of association, and its constitution and bylaws and its annual report.

Section 6. This act shall take effect immediately.

THE BYLAWS OF THE NEW YORK STATE BAR ASSOCIATION

I. NAME

The name of this Association shall be "New York State Bar Association."

II. PURPOSES

The purposes of the Association are to cultivate the science of jurisprudence; to promote reform in the law; to facilitate the administration of justice; to elevate the standard of integrity, honor, professional skill and courtesy in the legal profession; to cherish and foster a spirit of collegiality among the members of the Association; to apply its knowledge and experience in the field of the law to promote the public good; to promote and correlate the same and similar objectives in and among the Bar organizations in the State of New York in the interest of the legal profession and of the public and to uphold and defend the Constitution of the United States and the Constitution of the State of New York.

III. MEMBERS

Section 1. Membership. There shall be six classes of membership in the Association: Active, Associate, Affiliate, Honorary, Sustaining and Law Student, and the members shall be divided among such classes according to their eligibility.

A. Active Members. Any member of the legal profession in good standing admitted to practice in the State of New York may become an Active member by submitting any required application form and supporting documentation to the Executive Director. Upon payment of the applicable dues following such submission, the applicant shall immediately be entitled to all of the rights and subject to all responsibilities of membership.

B. Associate Members. Any member of the legal profession in good standing in any state, territory or possession of the United States or another country but not in New York may become an Associate member by submitting any required application form and supporting documentation to the Executive Director. Upon payment of the applicable dues following such submission, the applicant shall immediately be entitled to all of the rights and subject to all of the responsibilities of membership, with the exception of being an officer of the Association, being a member of the House of Delegates or Executive Committee, or serving as a Section Chair; provided, however, that upon the request of a Section Executive Committee and with the consent of the Association Executive Committee, an Associate member may serve as a Section Chair.

C. Affiliate Members. Any person holding a law degree but not admitted to practice in any state, territory or possession of the United States or another country who is employed by a law school approved under the rules of the Court of Appeals, or who is employed by a bar association, may become an Affiliate member by submitting any

required application form and supporting documentation to the Executive Director. Upon payment of the applicable dues following such submission, the applicant shall immediately be entitled to all of the rights and subject to all of the responsibilities of membership except those of voting, being an officer of the Association, being a member of the House of Delegates or Executive Committee, or being Chair of a Section or Committee.

D. Honorary Members. Honorary members may be elected by the Association.

E. Law Student Members.

1. Any law student in good standing, if not otherwise eligible for membership in this Association, may become a Law Student member by written application to the Executive Director, endorsed as to the applicant's good standing as above prescribed on behalf of the applicant's law school, and by payment of the annual dues of the current year, provided that the law school is an approved law school under the Rules of the Court of Appeals. A Law Student member shall cease to be such at the end of any calendar year in which, for any reason other than graduation or service in the Armed Forces of the United States or in any statutory substitute for such service, the law student ceases to be enrolled in good standing in an approved law school, provided that continuance of such membership because of service in the Armed Forces of the United States or in any statutory substitute for such service shall cease one year after the termination of such service if the Law Student member has not by that time again become a law student and met all qualifications for becoming a Law Student member. A Law Student member shall be exempt from dues while in service of the Armed Forces of the United States or in any statutory substitute for such service.

2. A Law Student member shall have all the powers and privileges of an Active member of the Association except those of voting, being an officer of the Association, serving as a member of the Executive Committee or House of Delegates, or serving as Chair of a Section or Committee.

3. A Law Student member may become an Active or Associate member of the Association, as the case may be, without further application upon notice to the Association of admission to the bar of any state, territory or possession of the United States or another country within nine months after graduation from law school (exclusive of time spent in the Armed Forces of the United States or in any statutory substitute for such service) accompanied by payment of the annual dues for the current year.

F. Sustaining Membership. The House of Delegates shall have the power to establish Sustaining memberships in the Association and to fix from time to time the amount of dues therefor. Sustaining membership shall be available to such members of any class as are willing, for the support of the general work of the Association, to pay such amount as annual dues in any year, in lieu of the dues prescribed pursuant to

Section 2 of this Article. A member who elects to be a Sustaining member in any year shall not be obligated thereby to continue as such in any subsequent year. Sustaining members shall have the same rights and privileges as pertain to the class of which they are a member. Subject to the provisions of this Article, the House of Delegates shall have power to make appropriate regulations as to such Sustaining membership and the collection of sustaining dues therefrom.

Section 2. Dues. The annual dues of all members shall be in such amounts as may be fixed and determined from time to time by the House of Delegates. All such dues shall be payable at the beginning of the fiscal year of the Association. The House of Delegates upon recommendation of the Executive Committee and the Finance Committee shall have the power to prorate the annual dues for the current year of those who become members during the year; to suspend the accrual and payment of the dues of any member during the term of such member's service with the Armed Forces of the United States; and to waive, in whole or in part, the dues of any member or former member of the Association that may be in arrears or may thereafter become payable, or both.

Section 3. Assessments. The House of Delegates shall have the power to levy assessments in such annual amount and for such number of years as it shall determine on all classes of members alike, or in different amounts or proportions for different classes of members. All such assessments shall become payable at such time during the year as the House of Delegates may determine upon at least thirty days notice to the members. The House of Delegates upon recommendation of the Executive Committee and the Finance Committee shall have the power to prorate the assessment for the current year of those who become members during the year; to suspend the accrual and payment of the assessment of any member during the term of such member's service with the Armed Forces of the United States; and to waive, in whole or in part, the assessment of any member or former member of the Association that may be in arrears or may thereafter become payable, or both.

Section 4. Restriction of Membership. No person who advocates the overthrow of the government of the United States, or of any state, territory or possession thereof, or of any political subdivision therein, by force or other illegal means, shall be a member of the Association.

Section 5. Termination of Membership.

A. If any member fails to pay yearly dues within one month after receipt of the second dues notice, it shall be the duty of the Treasurer to send a letter and notice that unless said dues are paid within one month thereafter the member shall cease to be a member of the Association and forfeit all rights in respect thereof.

B. If any member fails to pay any assessment within one month after receipt of the second notice of such assessment, it shall be the duty of the Treasurer to send a letter and notice that unless said assessment is paid within one month thereafter, the member

shall cease to be a member of the Association and shall forfeit all rights in respect thereof.

C. The House of Delegates may suspend or expel any member for misconduct in the member's relations to the Association, or to the profession, upon the recommendation of the Committee on Professional Discipline after a hearing held by that committee upon reasonable notice to such member to appear and present a defense. Any member shall automatically be removed from membership in the event of a final court order of disbarment or suspension of the member from the practice of law in New York State. Any member suspended or expelled from membership under terms of this paragraph may be reinstated as a member by vote of the House of Delegates, without any adjustment of dues.

D. Any member may resign from membership in the Association by submitting a resignation in writing to the Executive Director or Secretary of the Association, without any adjustment of dues.

E. All interest in the property of the Association of persons ceasing to be members by expulsion, resignation or otherwise shall thereupon vest absolutely in the Association.

IV. OFFICERS

The officers of the Association shall be a President, a President-Elect, a Vice-President for each judicial district with the exception of the First Judicial District which shall have two Vice-Presidents, a Secretary, a Treasurer and such additional offices as may be established from time to time by the House of Delegates. A ~~candidate nominee~~ for ~~Vice-President or~~ President-Elect of the Association must be a member of the House of Delegates or have served as a member of the House of Delegates within five years preceding the time of such nomination. ~~but need not be a member thereof at the time of nomination for the office.~~ All officers of the Association shall be active ~~or non-resident~~ members of the Association.

Section 1. President.

A. The President shall be the chief executive officer of the Association.

B. The President shall preside at all meetings of the Executive Committee and of the Association and, in the absence of the President-Elect, shall preside at meetings of the House of Delegates.

C. The President is authorized to represent this Association in any effort not inconsistent with these Bylaws to bring about closer cooperation between this Association and the American Bar Association and other bar associations, and for that purpose to appoint any committees that may be deemed desirable for such general purpose.

D. Except as otherwise provided in these Bylaws, the President shall be an ex officio member of all ~~standing committees and special~~ committees without the power to vote unless already a member of such committee.

Section 2. President-Elect.

A. The President-Elect shall chair the House of Delegates.

B. The President-Elect shall assist the President in meeting with representatives of local bar associations and in overseeing the effective functioning of sections and committees. The President-Elect shall also perform such other duties as shall be assigned by the President or by the House of Delegates.

C. Except as otherwise provided in these Bylaws, the President-Elect shall be an ex officio member of all standing committees and special committees without the power to vote unless already a member of such committee.

D. The President-Elect shall automatically become President on June 1st of the year following the year of election.

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Section 3. Vice-Presidents.

A. There shall be one Vice-President from each judicial district with the exception of the First Judicial District which shall have two Vice-Presidents.

B. It shall be the duty of the Vice-Presidents to promote cooperation between this Association and the local associations in their respective judicial districts and with any federation embracing all or part of their districts; and by visitation or otherwise to stimulate activities therein in harmony with the current work of this Association. The elected members of the House of Delegates for each judicial district shall collaborate with the Vice-Presidents under their direction in promoting cooperation with such local associations or federations.

C. The Vice-Presidents of the Association shall be responsible for the maintenance of good relationships between the Association and the members of the bar residing or practicing in their respective judicial districts and shall represent the President within their respective districts during the President's absence therefrom. Each such Vice-President shall visit the various local bar associations within the judicial district and federations of such bar associations on frequent appropriate occasions, shall arrange meetings for the President with representatives of such local bar associations within the Vice-President's judicial district, and shall perform such other acts within the judicial district on behalf of the President as the President shall specifically require.

D. In the absence of the President and the President-Elect from a meeting of the Association, House of Delegates or Executive Committee, the Vice-President with

seniority of membership shall preside at such meeting during such absence. In the absence of the President and the President-Elect and all Vice-Presidents, the senior member of the House of Delegates shall preside over meetings of the House; the senior member of the Executive Committee shall preside over meetings of the Committee and the senior member of the Association shall preside over meetings of the Association. For the purposes of this paragraph "senior member" shall mean the member with the greatest number of years of membership in the Association.

Section 4. Secretary. It shall be the duty of the Secretary to:

A. Keep a record of the proceedings of the Association, and of such other matters as may be directed by the Association to be placed on its files or record;

B. Keep an accurate roll of officers and members;

C. Notify officers and members of committees of their election or appointment;

D. Issue notices of all meetings, with a brief note in case of special meetings of the object for which they are called;

E. Furnish the Treasurer with the names of persons who have become members;

F. Keep the seal of the Association;

G. Maintain a list of the Association's standing committees, special committees and sections together with the statement of their powers and duties as such powers and duties may, from time to time, be amended by resolution of the House of Delegates or in such other manner as may be permitted herein;

H. Maintain such membership records and information as may be directed by the House of Delegates or the Executive Committee.

Section 5. Treasurer. It shall be the duty of the Treasurer to:

A. Collect, and under direction of the House of Delegates, disburse the funds of the Association;

B. Keep regular accounts in books of the Association, which accounts shall be open to inspection by any member of the Executive Committee;

C. Report, in writing, at each stated meeting of the Association, and to the House of Delegates as and when required by them, the financial condition of the Association. The Treasurer's annual report for the fiscal year shall be presented at a stated meeting of the House of Delegates occurring within six months of the close of that fiscal year, and shall exhibit an audited statement of receipts and expenditures, of outstanding obligations and appropriations, and also an estimate of resources and expenditures for the ensuing

year. The Treasurer's accounts shall at all times be subject to examination and audit by the House of Delegates and by the Association, or by a special committee appointed for that purpose;

D. Make available, upon the written request of any member of the Association, a copy of the Treasurer's annual report.

Section 6. Additional Officers. The House of Delegates may establish such offices as it shall from time to time determine, and may appoint the initial occupant of each such office. Successors shall be elected annually by the House of Delegates as set forth in Article XI. The terms of office of such officers and their powers and duties, which shall be consistent with the powers and duties of any elected officers they are to assist, shall be set forth in the appointing resolution.

Section 7. Death, Disability or Resignation. In the event of the death, resignation or total disability of the President, the President-Elect shall automatically succeed to the office of President for the unexpired term and the term next following. In the event of the death, resignation or total disability of the President-Elect, or in the event the President-Elect succeeds to the presidency as provided in this section, the President shall serve as Acting Chair of the House of Delegates until the vacancy in the office of President-Elect shall be filled by election of the House of Delegates following nomination of a candidate by the Nominating Committee. In advance of making such nomination, the Nominating Committee shall give appropriate notice of the vacancy and of the House of Delegates meeting at which the election is to be held. The Nominating Committee shall file its report of a nominee with the Secretary at least 30 days in advance of the House of Delegates meeting at which the election is to be held, and the report shall be open to inspection by any member of the Association. Any 50 members of the Association may also nominate candidates for President-Elect by filing a petition signed by such members with the Secretary not later than ten days before the meeting at which the election is to take place. Nominations not made by the Nominating Committee or the membership in the manner prescribed shall not be considered or voted upon. The determination of total disability of the President or President-Elect shall be made by the House of Delegates and its decision thereon shall be final. Except as provided in Article V, Section 3(K), a vacancy in any other office shall be filled by appointment of the House of Delegates.

V. HOUSE OF DELEGATES

Section 1. Duties. The members of the House of Delegates shall be the Trustees of the Association, and shall have the duty, power and authority to:

A. Control and manage the business and affairs of the Association and to determine the policy of the Association subject to referendum pursuant to the provisions of section 2 of this Article;

B. Supervise, direct and control the officers, Executive Committee, sections, committees, and, through the Executive Committee, employees of the Association;

C. Exercise all the powers necessary or incidental to the control and administration of the business and offices of the Association and to the determination of its policies and recommendations.

Section 2. Policy Referendum. The House of Delegates may, at any time, by a two-thirds vote of its entire membership, refer and submit to the members of the Association defined questions affecting the policy or actions of the Association which, in the opinion of the House of Delegates, are of significant and practical consequence to the legal profession and the public. The result of a referendum, when duly ascertained by such a vote, shall be binding on the House of Delegates and shall control the action of the Association, its officers, sections, committees and employees.

Section 3. Composition. The House of Delegates shall be composed of:

A. The officers of the Association;

B. The members-at-large of the Executive Committee;

C. Three members of the Association from each judicial district to be elected by the Association after nomination in the manner provided for herein, to be known as elected delegates;

D. The past presidents of the Association;

E. Any member of the Association who is serving or has served as President of the American Bar Association;

F. Representatives from each of the sections of the Association to be known as section delegates.

1. These delegates who may, but need not be officers of their respective sections, shall be designated as follows:

Young Lawyers Section	4 delegates
Judicial Section	2 delegates
3,501 or more members	4 delegates
2,001 to 3,500 members	3 delegates
1,501 to 2,000 members	2 delegates
1,500 or fewer members	1 delegate

2. The section delegates shall be selected according to procedures established by their sections.

3. For the purpose of determining the number of delegates to which sections are entitled, December 31 of the year preceding the year of selection shall be the date as of which the number of members of the sections shall be fixed.

G. Delegates from county or such other duly constituted bar associations as the House of Delegates may designate (hereinafter referred to as county bar associations). These delegates shall be known as bar association delegates and shall be designated on the following basis:

1. One delegate from each county bar association having 100 or more members but less than 300 members of the New York State Bar Association in its county, the delegate to be designated by the governing body of such association.

2. Two delegates from each county bar association having 300 or more members but less than 1,000 members of the New York State Bar Association in its county, the delegates to be designated by the governing body of such association.

3. From each county bar association having 1,000 or more members of the New York State Bar Association in its county, three delegates for the first 1,000 members, plus one delegate for each additional 1,000 members, or major fraction thereof; such delegates to be designated by the governing body of such association.

4. The Association of the Bar of the City of New York shall be entitled to the same number of delegates as the New York County Lawyers' Association.

5. In each judicial district in which there are two or more county bar associations in counties having less than 100 members each of the New York State Bar Association, one or more delegates shall be designated to represent such county bar associations as a group by the governing bodies of such county bar associations in a manner to be specified by the House of Delegates. The number of delegates designated shall be based upon the aggregate number of New York State Bar Association members in said counties, as follows:

50 100-299 members	1 delegate
300-999 members	2 delegates
1,000 or more members	3 delegates for the first 1,000 members, plus one delegate for each additional 1,000 members or major fraction thereof.

6. The terms "in its county" and "in said counties" as used in subparagraphs 1 through 5 of this paragraph E shall be interpreted and applied on the basis of the mailing address for each member as it appears on the official mailing list maintained in the office of the New York State Bar Association.

7. For the purpose of determining the number of delegates to which county and other bar associations are entitled, December 31 of the year preceding the year of selection shall be the date as of which the number of members of county and other bar associations shall be fixed.

H. Twelve delegates to be appointed by the President then in office from a range of racial and ethnic minority groups identified by the National Association for Law Placement. At least two and no more than four of such delegates shall be appointed from each Judicial Department, and all appointments shall be subject to confirmation by the Executive Committee. This subsection shall expire ten years from the date of amendment (January 31, 2014) and shall be removed from these Bylaws without further action of the Association. Notwithstanding such expiration, the final term authorized under this provision shall be for a full year, concluding May 31, 2025.

I. Two delegates to be appointed by the President then in office from those members identified as Active members as set forth in Article III, Section 1(A) of these Bylaws who neither work nor reside in New York State, subject to confirmation by the Executive Committee. ~~Delegates appointed in 2009 may serve for the balance of the Association year concluding May 31, 2009 and for the ensuing Association year concluding May 31, 2010, with such service to constitute a single year for purposes of calculating consecutive terms of service under Section 4(C) of this article.~~

J. The delegates representing the New York State Bar Association in the American Bar Association House of Delegates, and the American Bar Association State Delegate from New York and the New York State representative on the American Bar Association Board of Governors provided they are members of the New York State Bar Association.

K. Each member of the House of Delegates shall be a member of the New York State Bar Association.

L. Vacancies.

1. Any vacancy among the elected delegates shall be filled by majority vote of the elected delegates upon nomination by the Vice-Presidents and remaining elected delegates from the district in which the vacancy exists. Any vacancy among the section delegates or the bar association delegates shall be filled by the section or bar association or group of bar associations whose representative has created the vacancy.

2. In case of the death, resignation or total disability of the President-Elect of the Association, the House shall fill the vacancy for the remainder of the term by a vote of a majority of the members of the House present at a meeting. Notice that such an election

will be held shall be mailed by the Secretary of the Association to each delegate not less than 14 days before the date fixed for the meeting.

3. A vacancy in the office of Vice-President shall be filled on an interim basis by the members of the Nominating Committee from that judicial district. In selecting an interim designee, the district members on the Nominating Committee shall actively solicit and consult with the delegates to the House of Delegates from that district. Such consultation shall be accomplished by a meeting of the delegates from the district, in person to the extent practicable, or by telephonic equipment if necessary. The interim designee so selected shall be subject to confirmation by majority vote of the House of Delegates at the next meeting to fill the remainder of the term.

4. Vacancies among the offices of Secretary, Treasurer, or member-at-large of the Executive Committee shall be filled on an interim basis by majority vote of the members of the Executive Committee at a meeting, subject to confirmation by majority vote of the House of Delegates at the next meeting to fill the remainder of the term.

M. Alternate Delegates.

1. Each section or bar association represented in the House of Delegates may designate an alternate to serve during the absence of any of its delegates at a meeting of the House, except that those bar associations entitled to six or more delegates may designate a total of two alternates. Such alternates shall be selected at the same time as the regularly designated delegates.

2. When substituting for a regularly designated delegate, an alternate shall assume all obligations and privileges of a regularly designated delegate. Notice of this substitution shall be given to the Secretary by the regular delegate who is unable to attend or by the Vice-President or any other House of Delegates member from the absentee's district or any officer of a section. In the absence or unavailability of the Secretary, such notice shall be given to the President or the President-Elect. Notice shall be given at least 24 hours in advance of the meeting which the alternate will be attending, although this requirement may be waived by the President or President-Elect for good cause.

3. The alternate delegate's service is limited to that meeting of the House for which notice of substitution has been given and is not considered a lapse in service for the regularly designated delegate.

4. A section or bar association may designate an individual as an alternate without limit as to the number of consecutive terms that may be served in that capacity, except that an individual completing four consecutive years as a regularly designated

delegate shall not be eligible for designation as an alternate in the ensuing year. The alternate must be eligible to serve as a member of the House.

Section 4. Terms.

A. Past presidents of the Association and current or past presidents of the American Bar Association who remain members of the Association shall serve as delegates for life. The President, President-Elect, Secretary and Treasurer shall serve as delegates during their terms of office.

B. The term of office of all other delegates shall be one year unless otherwise specified in these Bylaws.

C. Except for past presidents of the Association or American Bar Association, members of the Executive Committee, the delegates representing the New York State Bar Association in the American Bar Association House of Delegates, the American Bar Association State Delegate from New York and the New York State representative on the American Bar Association Board of Governors, delegates may serve no more than four consecutive terms in any combination of delegate capacities. Membership on the Executive Committee or service as an alternate delegate will not be included in the computation of this four year limitation. Service on the Executive Committee occurring without break between terms as a regularly designated delegate will be treated as a non-interruption of service as a delegate. In the instance of an alternate delegate, attendance during any term at two or more House of Delegates meetings for which notice of substitution has been given in accordance with Section 3(~~ME~~) of this article shall constitute a year of service as a delegate.

D. The term of each member of the House of Delegates shall commence on June 1st unless otherwise specified in these Bylaws.

Section 5. Meetings.

A. Upon not less than 15 days' written notice, the House of Delegates shall meet at such times and places as it shall fix, but not less than four times each year including one meeting to be held in conjunction with the Annual Meeting of the Association.

B. ~~Forty One hundred~~ members shall constitute a quorum for the transaction of business.

C. The President-Elect shall preside and serve as Chair of the House of Delegates.

D. Each member of the House of Delegates shall have one vote to be cast in person. Any action required or permitted to be taken by the House of Delegates may be taken without a meeting if all delegates consent in writing to the adoption of a resolution authorizing the action.

E. The House of Delegates, through its chair, shall at each stated annual meeting report a summary of its proceedings since its last annual report (except such matters as are required to be kept confidential by statute or by these Bylaws of the Association), together with any suggestions deemed suitable and appertaining to its powers, duties or business.

F. The Secretary shall promptly transmit to every member of the House of Delegates the minutes of every meeting of the House of Delegates.

VI. COMMITTEES

Section 1. ~~Standing~~ Committees.

A. ~~The House of Delegates by resolution adopted by majority of the entire House of Delegates may designate committees of the House of Delegates consisting of at least three or more member of the House of Delegates. standing committees of the Association shall be the Executive Committee, the Nominating Committee, the Finance Committee, the Audit Committee and such other standing committees as may be created, from time to time, either by resolution of the Association or the House of Delegates. Such resolutions shall define the respective powers and duties of such committees, provided that no committee shall have authority as to the following matters:~~

~~1. The submission to members of any action requiring members' approval under applicable law;~~

~~2. The filling of vacancies in the House of Delegates or in any committee of the House of Delegates.~~

~~3. The fixing of compensation of the House of Delegates for serving on the House of Delegates or on any committee (if any such compensation is paid).~~

~~4. The amendment or repeal of the Bylaws, or the adoption of new Bylaws.~~

~~5. The amendment or repeal of any resolution of the House of Delegates which by its terms shall not be so amendable or repealable.~~

~~B. Except as otherwise provided herein, the President annually shall appoint the members, designate the chair and fill vacancies. The House of Delegates, the Executive Committee or the President may designate committees of the Association. Such committees shall not be committees of the House of Delegates, shall not exercise any of the powers of the House of Delegates or have the authority to bind the House of Delegates, and shall be advisory only. Except as otherwise provided herein, the President annually shall appoint the members, designate the chairs and fill vacancies in committees of the Association.~~

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C. Any ~~standing~~ committee specifically established in these Bylaws, except the Executive Committee, Nominating Committee, Finance Committee and Audit Committee, may be abolished only by resolution of the Association or the House of Delegates amendment to these Bylaws.

D. Each ~~standing~~ committee shall have the specific powers and duties set forth in these Bylaws or by resolution establishing the committee of the House of Delegates; and such general powers and duties as may be prescribed for committees generally.

E. When a ~~standing~~ committee is organized, it shall be the chair's duty to submit to its members such matters for the consideration of the committee as any member may desire, or that the chair may deem germane to the objects for which the committee was appointed.

F. Each ~~standing~~ committee may report to the House of Delegates at any time and shall so report whenever requested to do so by the President or by the Chair of the House of Delegates or by vote of the House of Delegates. The Standing Committees of the Association are set forth in Appendix A. A list of committees shall be maintained by the Secretary and included as Appendix A to these Bylaws.

Section 2. Special Committees:

~~—A. Either the Association, at any meeting, or the House of Delegates, or the Executive Committee, or the President, from time to time, may create special committees and define their respective powers and duties. Unless otherwise provided in the resolution creating a special committee, the President annually shall fix the number of members of each special committee, appoint the members, designate the chair, and fill vacancies. Special committees shall be established for fixed periods of time, not to exceed three years, but may thereafter be specifically extended by the House of Delegates for a further period not exceeding three years for each such committee. The resolution by the House of Delegates or the Executive Committee, or announcement by the President creating any special committee may provide that the appointments thereto shall continue for the duration of the life of the committee or for any lesser period. Unless otherwise provided, however, special committees shall be deemed to have been established for a three-year term and appointments thereto to be for the duration of the term of the President in office when the committee was created.~~

~~—B. Special committees may be abolished at any time by the Association or by the House of Delegates, if created by that body, or by the Executive Committee, if created by that body, or, if created by the President, by the person who holds that office.~~

~~—C. Each special committee shall have the powers and duties set forth in the resolution or statement of the President creating it, and such other powers and duties as may be conferred or imposed by the Bylaws upon committees generally.~~

~~—D. Each special committee may report at any time to the President, if created by the President, or to the House of Delegates, if created by that body, or to the Executive Committee, if created by that body, and shall do so at or before the expiration of the term for which it was created. It shall report whenever and to whomever requested to do so by the President or by the Executive Committee or by the Chair of the House of Delegates or by vote of the House of Delegates.~~

Section 23. General Provisions.

A. The resolution or announcement creating any committee shall not be entered upon the permanent records of the Association until approved as to form by the Executive Committee.

~~—B. Except where otherwise specifically provided herein, the President may fill vacancies from time to time occurring in committee memberships and chairs.~~

BC. Anything hereinbefore to the contrary notwithstanding, members of each committee shall continue to serve until the appointment or election of successor members of the committee.

CD. Except as otherwise expressly provided herein or by the resolution establishing it, one-third of the committee ~~five~~ members will constitute a quorum of each committee.

DE. Each committee will have power to adopt rules and regulations for its own governance and procedure; to declare a vacancy after three successive absences of a member; and to order and arrange for the convenient transaction of business and discharge of its duties by correspondence or through subcommittees, or otherwise. Rules and regulations adopted by a committee will be enforceable only by members of that committee and by no other person. Any rules and regulations adopted by a committee must be consistent with these Bylaws.

EF. The chair of each committee will have power to call a meeting thereof on due notice (which may be by mail, telegraph or telephone); and the Secretary of the Association shall, by like notice, call a meeting on the request in writing of at least ~~five members~~ one-third of the committee, or of the President of the Association.

FG. Under direction of each committee, the secretary thereof will keep its records and minutes, and prepare and transmit the required reports.

GH. Every committee shall meet and organize promptly after appointment and shall also meet at such times and places as may be designated by the chair, by the President of the Association or by the House of Delegates.

HI. No committee or officer or member thereof shall have the power to make the Association liable for any debt except upon the express authorization of the House of Delegates.

JI. Any committee, with the approval of the House of Delegates, may report to the Association at any time. On instructions of the House of Delegates, a report which has been made to that body or to the President shall be made to the Association at a regular or special meeting. The reports of all committees to the Association shall be in writing and, unless recommitted by a vote of the Association, shall be received of course without a motion for acceptance. All committee reports recommending or requiring any action or expression of opinion by the Association must be accompanied by an appropriate form of resolution.

KI. Each committee is encouraged to establish and maintain liaison with committees of other bar associations or bar federations charged with observance and supervision of the same general topic and field of activity, for the exchange of information and opinions and, with the approval of the House of Delegates or the Executive Committee, to take action in collaboration with one or more such associations or federations.

KI. Notwithstanding any other provision of the Bylaws, all committees are subject to the rules herein set forth with regard to supervision by the House of Delegates or the Executive Committee.

LI. The President may appoint committee members who are not members of the Association to any committee of the Association, the membership of which is appointed by the President, ~~with the exception of the Finance Committee.~~

VII. EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee shall be a committee of the House of Delegates and of the Association shall consist of:

- A. The President of the Association;
- B. The President-Elect of the Association;
- C. The Secretary and Treasurer of the Association;
- D. All Vice-Presidents of the Association;
- E. The immediate past president of the Association;

F. 1. Eight members-at-large who shall be members of the House of Delegates or section or committee chairpersons at the time of selection, or who have served as members of the House of Delegates or section or committee chairpersons within three years preceding the time of ~~such~~selection nomination. Not less than two of the

members-at-large shall be selected from the First Judicial District. Two of the members-at-large shall be selected to further ethnic and racial diversity and may not be drawn from the same Judicial District. Ten years from the date of amendment (January 31, 2014), the provision for the two members-at-large selected to further ethnic and racial diversity shall expire and be removed from these Bylaws without further action of the Association, and the number of these members-at-large on the Executive Committee shall revert to six. Notwithstanding such expiration, the final term authorized under this provision shall be for a full two-year term, concluding May 31, 2025.

2. Two members-at-large who shall have served as section delegates to the House of Delegates within three years of their selection. Initial terms shall be staggered, with one member selected to serve a two-year term and one member selected to serve a one-year term, notwithstanding the provisions of Section 2 of this article.

3. One member-at-large who shall have served as a section delegate to the House of Delegates from the Young Lawyers Section within three years of the time of selection.

~~4. Commencing with the election of members at large whose terms begin on June 1, 2009, the terms of office of each member-at-large shall be two years. Notwithstanding the foregoing, at the meeting following the 2009 annual meeting, the House of Delegates shall elect four members at large (including one of the members at large selected to further racial and ethnic diversity) for terms of one year, and four members at large (including one of the members at large selected to further racial and ethnic diversity) for terms of two years, and thereafter the successors to such members at large each shall be elected for terms of two years each.~~

Section 2. Terms. A Vice-President or member-at-large of the Executive Committee may serve no more than four consecutive terms of combined service as a Vice-President and member-at-large of the Executive Committee, and members-at-large may serve no more than four consecutive terms in such capacity. This limitation shall not apply to the President, the President-Elect or the immediate Past President serving on the Executive Committee. The Secretary may serve no more than four consecutive terms and the Treasurer no more than four consecutive terms in their respective capacities. ~~Notwithstanding the foregoing, those Vice Presidents, members at large and the Treasurer in office on May 31, 2005 shall remain subject to the prior term limitations of six consecutive terms for a Vice President; three consecutive terms for a member at large; six consecutive terms of combined service as a Vice President and member at large; and six consecutive terms as Treasurer.~~

For the purposes of calculating the number of consecutive terms permitted by this section, each two-year term of a member-at-large of the Executive Committee whose term commenced on or after June 1, 2009 shall be considered two terms.

Section 3. Powers and Duties. Between meetings of the House of Delegates, the Executive Committee shall manage the business, affairs and activities of the Association; and it shall study and report to the House of Delegates on all matters referred to it. The Committee shall report to the House of Delegates at each meeting thereof on the actions taken by it since the previous meeting of the House of Delegates. The Secretary of the Association shall mail to each member of the House of Delegates a copy of the minutes of each meeting of the Executive Committee.

Section 4. General Supervision over Committees and Sections. Notwithstanding any other provision of these Bylaws and subject to any rules established by the House of Delegates, all committees, sections and divisions of sections shall be subject to such rules as the Executive Committee may promulgate to supervise and coordinate the action and functioning of all committees (other than the Nominating Committee) and of all sections, and divisions of sections, including limitations upon the issuance of public statements by committees, sections, and divisions of sections or members thereof as may be deemed appropriate.

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 the 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.

Section 6. Meetings.

A. The Executive Committee shall meet on the call of the President at times and places to be fixed by the President, including a meeting immediately prior to or in conjunction with any meeting of the House of Delegates.

B. At each meeting of the Executive Committee, a majority of the total membership of the Committee shall constitute a quorum.

C. Any action required or permitted to be taken by the Executive Committee may be taken without a meeting if all of the members of the Committee consent in writing to the adoption of a resolution authorizing the action.

VIII. NOMINATING COMMITTEE AND NOMINATIONS FOR OFFICE

Section 1. Nominating Committee.

A. 1. The Nominating Committee shall be a committee of the Association and shall submit nominations of candidates for all offices required by Article XI to be filled by election at each Annual Meeting or at the meeting of the House of Delegates immediately following each Annual Meeting. Its report of such nominations shall be filed with the Secretary not later than 40 days before such meetings and shall be open to inspection by any member of the Association.

2. Declaration of Candidacy. Individuals seeking the office of President-Elect shall file with the Secretary a declaration of candidacy for such office no later than September 1 of the year in which the Nominating Committee is to consider such candidacy. Any declaration not filed in accordance with this procedure shall not be considered by the Nominating Committee, except that by majority vote at any meeting, the Nominating Committee may waive this requirement.

3. In selecting nominees for Vice-President and elected delegate, the district members on the Nominating Committee shall actively solicit and consult with the delegates to the House of Delegates from their respective districts. Such consultation shall be accomplished by a meeting of the delegates from each respective district, in

person to the extent practicable or by telephonic equipment if necessary, to be held no later than 90 days before the Annual Meeting or the meeting of the House of Delegates immediately thereafter at which the offices of Vice-President and elected delegate are to be filled by election. The district members of the Nominating Committee from each district shall file a written report with the chair of the Nominating Committee at least ten days in advance of the meeting of the Nominating Committee at which the nominations are to be made summarizing the manner in which the solicitation and consultation were conducted. The Nominating Committee's report to the House of Delegates shall include the nominees for Vice-President and Elected Delegates as recommended by the district members from each respective district.

4. In selecting nominees for Executive Committee member-at-large referenced in Article VII, section 1(F)(2), the Nominating Committee shall actively solicit and consult with the section delegates to the House of Delegates. Such consultation shall be accomplished by a meeting of the section delegates, in person to the extent practicable or by telephonic equipment if necessary, to be held no later than 90 days before the Annual Meeting or the meeting of the House of Delegates immediately thereafter at which the offices of member-at-large are to be filled by election. The section delegates shall file a written report with the chair of the Nominating Committee at least ten days in advance of the meeting of the Nominating Committee at which the nominations are to be made summarizing the manner in which the solicitation and consultation were conducted. The Nominating Committee's report to the House of Delegates shall include the nominees for member-at-large as recommended by the section delegates.

5. In selecting nominees for Executive Committee member-at-large referenced in Article VII, section 1(F)(3), the Nominating Committee shall actively solicit and consult with the Young Lawyers Section. Such consultation shall be accomplished by a meeting of the Section's Executive Committee, in person to the extent practicable or by telephonic equipment if necessary, to be held no less than 90 days before the Annual Meeting or the meeting of the House of Delegates immediately thereafter at which the offices of member-at-large are to be filled by election. The Young Lawyers Section shall file a written report with the chair of the Nominating Committee at least ten days in advance of the meeting of the Nominating Committee at which the nominations are to be made summarizing the manner in which the solicitation and consultation were conducted. The Nominating Committee's report to the House of Delegates shall include the nominee for member-at-large as recommended by the Young Lawyers Section.

6. Election of New York State Bar Association Delegates to the American Bar Association House of Delegates. Delegates to the American Bar Association House of Delegates shall be nominated and elected pursuant to the following procedures:

- (a) Ten delegates to the American Bar Association House of Delegates, or such number as the Association may be entitled to select from time to time,

shall be elected, each for a term of two years commencing at the adjournment of the Annual Meeting of the American Bar Association House of Delegates. The term of such delegates shall be alternated beginning with an even numbered year, so that the terms are staggered as equally as possible, in accordance with the appropriate provisions of the American Bar Association Constitution and Bylaws. In addition, one lawyer less than thirty-five years of age at the beginning of his or her term shall be elected as Young Lawyer Delegate in even-numbered years for a term of two years commencing at the adjournment of the Annual Meeting of the American Bar Association House of Delegates.

(b) Such delegates shall be elected at a meeting of the New York State Bar Association House of Delegates occurring in the calendar year during which their terms shall commence.

(c) The Nominating Committee is designated to choose all nominees to the American Bar Association House of Delegates after consultation with the Executive Committee of the Association and to choose its nominee for young lawyer delegate after additional consultation with the Executive Committee of the Young Lawyers Section of the Association. Any member of the New York State Bar Association House of Delegates, chair of the Association's sections and committees, or local bar association represented in the New York State Bar Association House of Delegates may forward the names and relevant qualifications of suggested nominees to the Secretary of the Association by September 1 of the year preceding that in which the election is to be held.

(d) The Nominating Committee shall file its report of such nominations with the Secretary for announcement at the meeting of the New York State Bar Association House of Delegates immediately preceding that at which the election is to be held, and said report shall be open to inspection thereafter by any member of the Association. The Secretary of the Association shall report all nominations made by the Nominating Committee or by members of the Association by means of any publication of the Association sent to all members.

(e) In addition to the nominees of the Nominating Committee, one or more additional nominations may be made by petition signed by not less than fifteen members of the New York State Bar Association House of Delegates and filed with the Secretary of the Association not later than twenty-five days before the meeting at which the election is to be held.

(f) Nominations not made in accordance with the foregoing procedures shall not be considered or voted upon.

(g) At the meeting of the New York State Bar Association House of Delegates at which the election is held, the young lawyer delegate shall be voted upon separately from the other delegate positions.

(h) If a delegate is absent from a meeting, the position shall be filled by the President of the Association for that meeting.

(i) If a delegate resigns, is disqualified, or dies, the Nominating Committee shall reconvene to elect a successor for the unexpired term.

B. While serving on the Nominating Committee, a member shall not be eligible for nomination as President-Elect, Secretary, Treasurer, Vice-President, or member-at-large of the Executive Committee. A member may remove such ineligibility by resigning from the Nominating Committee in advance of the first meeting in the Association year of the Nominating Committee on which such person is serving. By majority vote at any meeting, the Nominating Committee may waive this deadline and accept the resignation unless nominations for the office for which the member wishes to be considered were reviewed at the first meeting.

C. At its second regular meeting after the Annual Meeting of the Association, the House of Delegates shall name a Nominating Committee consisting of members from each judicial district and three at-large members.

1. District members shall be selected by the Vice-Presidents and elected delegates from such judicial district on the following basis: Two members from each judicial district for up to the first 3,000 members of the New York State Bar Association in that district with the exception of the First Judicial District, which shall have three Nominating Committee members for such first 3,000 New York State Bar Association members; and a further Nominating Committee member for each additional 3,000 members, or major fraction thereof. One of the members so selected shall be a member of the House of Delegates at the time of selection and the other members so selected must have been members of the House of Delegates within two years of the time of selection or must currently be, or within two years of the time of selection must have been, section officers or the chairs of an Association committee.

2. The Vice-Presidents and elected delegates from each district shall also select alternate members from that district who must have been members of the House of Delegates within two years of the time of selection or must currently be, or, within two years of the time of selection must have been, a section officer or the chair of an Association committee, with the number of alternates to be determined as follows: each district shall be entitled to one alternate for its initial two Nominating Committee members and a further alternate for each additional three Nominating Committee

members, or major fraction thereof. Service as an alternate delegate shall not constitute membership in the House of Delegates for purposes of this section.

3. In selecting the district members and alternates, the Vice-Presidents and elected delegates shall actively solicit and consult with the delegates to the House of Delegates from their respective districts. Such consultation shall be accomplished by a meeting of the delegates from each respective district, in person to the extent practicable or by telephonic equipment if necessary, to be held no later than 30 days before the meeting of the House of Delegates at which the Nominating Committee is to be named. The Vice-Presidents from each district shall file a written report with the President of the Association at least 10 days in advance of the meeting of the House of Delegates at which the Nominating Committee is to be named identifying their selections and summarizing the manner in which the solicitation and consultation process was conducted.

4. The foregoing formula for the designation of district members shall take effect for the Nominating Committee to be selected in 1999. The number of representatives selected in that year shall remain fixed for the ensuing four years, at which time the representative entitlements shall be recalculated pursuant to the foregoing formula, with this recalculation to be repeated thereafter at five-year intervals. For purposes of determining the number of members to which districts are entitled in those years when a calculation is to be made, December 31 of the year preceding the year of selection shall be the date as of which the number of members in districts shall be fixed.

5. The members-at-large shall be past Presidents at the time of their selection and will have completed their post presidency year on the Executive Committee by the time the next Nominating Committee convenes, and they shall serve in accordance with the following rotations:

(a) The immediate past President once removed shall be a member-at-large of the Nominating Committee.

(b) That same past President shall serve as chair of the Nominating Committee the following year.

(c) That same past President shall then again serve as a member-at-large of the Nominating Committee the year following service as chair.

(d) Following the three specified years, such past President may serve on the Nominating Committee only if otherwise elected or designated pursuant to these Bylaws, and subject to Bylaws limitations on consecutive terms of service.

6. The position of any member-at-large who is unable or unavailable to serve on the Nominating Committee for any meeting shall be filled by a past President, other than the immediate past President, designated in reverse order of past service. The foregoing provision notwithstanding, a vacancy in the position of chair shall be filled by an available past President who served most recently as chair.

D. A member of the Nominating Committee may not serve more than six consecutive terms either as a regularly designated member or alternate or in any combination of such two capacities.

E. Alternate members may attend all meetings of the Nominating Committee in a non-voting capacity. In the event a vacancy should arise in the position of a district member for any reason or should a district member be absent from a meeting of the Nominating Committee, an alternate member from that district shall to be designated to assume the responsibilities of that position by the chair of the Nominating Committee. Alternates for districts entitled to more than one alternate shall be prioritized at the time of selection, and shall serve, when necessary, in that order. In the event of a vacancy, the district alternate so designated shall then fill the unexpired balance of the one-year term of the member being replaced. In the event of an absence, the district alternate so designated shall replace the district member only for the meeting at which the district member is absent, unless the district member is also absent for subsequent meetings.

F. The model rules of the Nominating Committee shall remain in effect until subsequently amended. Each successive Nominating Committee shall be authorized to modify or add rules as it deems appropriate to govern its operations for that year only, with the rules to revert to the model rules format at the conclusion of that year. Any proposed permanent change to the model rules shall be authorized by vote of the House of Delegates.

G. Not later than 20 days before the first scheduled meeting of the House of Delegates after the Annual Meeting of the Association, the Nominating Committee shall file with the Secretary a written report of the members-at-large of the Nominating Committee designated by these Bylaws to serve during the following year. Notice of such designation shall be given by the Secretary to all members of the House of Delegates at the meeting.

Section 2. Nominations by Membership. Any ~~50150~~ members of the Association with respect to any of the offices to be filled, or any ~~2575~~ members residing in a judicial district with respect to the offices of Vice-President and elected delegate from that district, may also nominate candidates by filing a separate nomination for each candidate and office, signed by such members, with the Secretary not later than 25 days before the meeting at which the election is to take place.

Section 3. Reporting by Secretary. The Secretary shall report all nominations made by the Nominating Committee or by members to the members of the Association by means of any publication of the Association sent to all members. Nominations not made by the Nominating Committee or the membership in the manner prescribed shall not be considered or voted upon.

IX. FINANCE, ~~AND~~-AUDIT AND COMPENSATION COMMITTEES

Section 1. Finance Committee.

A. Duties. The Finance Committee shall be a committee of the House of Delegates responsible for the continuing supervision of all of the financial affairs of the Association other than those duties specifically assigned to the Audit Committee pursuant to Section 2 of this Article, and for preparing annually for submission to the House of Delegates a proposed income and expense budget.

B. Members. The Committee shall consist of six members of the House of Delegates appointed by the President, subject to confirmation by the Executive Committee and ratification by the House of Delegates:

(1) Commencing June 1, 2004, terms of appointment shall be staggered, with three members appointed to serve for two-year terms, and three for one-year terms. Thereafter, three members shall be appointed annually to serve for two-year terms. Members completing their terms shall be eligible for reappointment.

(2) A vacancy arising during any term shall be filled for the unexpired balance of the term by appointment made by the President then in office.

(3) The Association President, President-Elect, Treasurer and immediate past President shall serve as ex officio members and shall be entitled to vote in the deliberations of the Committee.

Section 2. Audit Committee.

A. Duties. The Audit Committee shall be a committee of the Association responsible for assuring the independence of the Association's independent auditor, reviewing the Association's accounting policies and the adequacy of internal control systems, and overseeing the accuracy of the Association's financial statements and reports. The specific duties and responsibilities of the Audit Committee are set forth in Appendix B and may be amended, as appropriate, by the House of Delegates.

B. Members. The Audit Committee shall consist of seven members of the Association at least three of which are "independent directors" as defined under the New York Not-for-Profit Law. All committee members should be ~~who are~~ free from any relationship that would interfere with the exercise of their independent judgment on behalf of the Committee as set forth in further detail in Appendix B. They shall be

appointed by the President:

~~(1) Initial appointments shall be effective February 1, 2008, and terms of appointment shall be staggered, with four members appointed to serve for two year terms, and three for one year terms. For the initial appointees, the period from February 1, 2008 to May 31, 2008 shall be considered part of the first year of the term. Thereafter, t~~ The members being appointed in any given year shall serve for two-year terms. All appointments shall be subject to confirmation by the Executive Committee and ratification by the House of Delegates. The Executive Committee shall determine that each appointee is free from any relationship that in its opinion would interfere with the exercise of his or her independent judgment as a member of the Audit Committee. Members completing their terms shall be eligible for reappointment.

(2) The chair of the Audit Committee shall be designated by the President subject to confirmation by the Executive Committee and ratification by the House of Delegates.

(3) The Chair shall have the authority to call an executive session meeting of the Audit Committee at which only voting members of the Committee shall be entitled to attend.

(4) A vacancy arising during any term shall be filled for the unexpired balance of the term by appointment made by the President then in office, subject to confirmation by the Executive Committee and ratification by the House of Delegates.

(5) The Treasurer shall serve as an ex officio member, but shall not be permitted to vote in the deliberations of the Committee. Neither the President, the President-Elect, the Secretary, nor the Chair of the Finance Committee shall be eligible to serve as members of the Committee in any capacity.

Section 3. Compensation Committee.

A. Duties. The Compensation Committee shall be a committee of the House of Delegates and shall be responsible for assuring the reasonableness of the compensation of Association executives.

B. Members. The Compensation Committee shall consist of three or more members of the House of Delegates who are free from any relationship with the executives whose compensation is being reviewed. They shall be nominated by the President:

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1. The members being appointed in any given year shall serve for two-year terms. All appointments shall be subject to confirmation by the Executive Committee and ratification by the House of Delegates. Members completing their terms shall be eligible for reappointment.

2. The chair of the Compensation Committee shall be designated by the President.

3. The Chair shall have the authority to call an executive session meeting of the Compensation Committee at which only voting members of the Committee shall be entitled to attend.

4. A vacancy arising during any term shall be filled for the unexpired balance of the term by appointment made by the President then in office subject to confirmation by the Executive Committee and ratification by the House of Delegates.

5. The Treasurer shall serve as an ex officio member, but shall not be permitted to vote in the deliberations of the Committee. No member of the executive staff of the Association shall serve as a member of the Committee.

X. SECTIONS AND DIVISIONS OF SECTIONS

Section 1. Creation and Abolition. The House of Delegates may from time to time establish sections of the Association and divisions of sections which shall be considered committees of the Association. Sections and divisions of sections may be abolished by the House of Delegates or by the Association.

Section 2. Bylaws. Each duly authorized section of the Association may adopt Bylaws, not inconsistent with the Bylaws of the Association, for the regulation of its affairs and for the determination and definition of its aims and purposes and qualifications of membership therein, but such Bylaws shall become effective only upon approval by the Executive Committee.

Section 3. Officers. Each such section may elect a chair, vice-chair and secretary, and such other officers as its Bylaws may provide.

Section 4. Sub-Committees. Each such section may create sub-committees or task forces relating to particular branches of the general activities of the section.

Section 5. Dues. The executive committee of a section or if there be none, the members at an annual meeting of the section may, subject to the approval of the Finance Committee, fix the amount of annual dues, the payment of which shall be a condition to membership in the section.

XI. ELECTIONS AND TERMS

A. Elections. At each Annual Meeting there shall be elected the elected delegates of the House of Delegates. At the meeting of the House of Delegates immediately following the Annual Meeting of the Association, the House shall elect a President-Elect, all Vice-Presidents, a Secretary, a Treasurer, the members-at-large of the Executive Committee who shall be selected pursuant to the requirements of Article VII, Section 1(F), and such other officers as may be required to fill any additional offices established pursuant to Article IV.

B. Terms. The officers, elected delegates, and members-at-large of the Executive Committee elected at such meeting shall hold their offices from June 1st through the next May 31st, provided, however, that the members-at-large of the Executive Committee whose terms commence on or after June 1, 2009 shall hold their offices from June 1st in the year of their election through May 31st of the second year following the year of their election. ~~The President-Elect shall automatically become President on June 1st of the year following the year of election.~~

XII. MEETINGS OF THE ASSOCIATION

Section 1. Annual Meeting. The Association shall meet annually on such days and at such places as the House of Delegates may select. Any meeting of the Association may adjourn to any other date(s) and place(s) upon a majority vote of those present.

~~A. Notice of the time and place for holding the Annual Meeting shall be given by publication to each member of the Association by any means of communication reasonably designed to notify all members of the Association at least 15 days prior to the time fixed for holding said meeting, which notice shall specify the matters to be brought before the Annual Meeting as ordered by the House of Delegates.~~

~~A. Written notice shall be given of each meeting of members, shall state the place, date and time of the meeting and, unless it is an Annual Meeting, shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which it is being called and no business shall be conducted at the meeting that it not included in such notice.~~

~~B. A copy of the notice of any meeting shall be given, personally, by first-class mail, by fax or by electronic mail not less than ten nor more than fifty days before the date of the meeting. If notice is provided by another class of mail, notice shall be given not less than thirty days nor more than sixty days before such date, to each member entitled to vote at such meeting. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at the member's address as it appears on the record of members, or if the member shall have other address, then directed to the member at such other address. If sent by fax or electronic mail, such notice is given when directed to the member's fax number or electronic mail address as it appears on the record of members, or to such fax number or other~~

electronic mail address as filed with the Secretary of the Association; provided, that notice shall not be deemed delivered if: (a) the Association is unable to deliver two consecutive notices to the individual by electronic mail or fax; or (b) the Association otherwise becomes aware that notice cannot be delivered to the individual by electronic mail or fax.

CB. Nothing herein contained shall prevent the consideration at the Annual Meeting of any other business that may be regularly brought before it.

Section 2. Special Meetings. A special meeting may be called at any time by the President or the House of Delegates, or shall be called by the Secretary within 60 days after the filing with the Secretary of a written request for the calling of a special meeting. Said request shall specify the purpose of the special meeting and shall be signed by at least 1 percent of the members of the Association of whom at least twenty-five members shall reside in each judicial district. Such special meeting shall be held at such time and at such place as the President shall designate, and no business shall be transacted thereat other than that specified in the notice thereof. Notice of a special meeting shall be by publication by any means of communication reasonably designed to notify all members of the Association.

Section 3. Quorum. At every meeting of the Association the presence of 100 members shall constitute a quorum. Only active members of the Association shall have the right to vote at any meeting of the Association, and no vote shall be cast by proxy.

Section 4. Order of Business.

A. At annual and adjourned meetings of the Association, after the appropriate opening thereof, the order of business will be:

- (1) Reading of the minutes of the preceding meeting.
- (2) Report of Nominating Committee.
- (3) Election of elected delegates to the House of Delegates.
- (4) Report of Chair of House of Delegates.
- (5) Report of Treasurer.
- (6) Report of Secretary.
- (7) Report of President.
- (8) Reports of Committees.
- (9) Special orders.
- (10) Miscellaneous business.

B. The President, or presiding officer, as a matter of discretion, is authorized: (1) to change the order of business at any meeting; (2) to limit the time of debate or discussion on any matter or business; and (3) to call for a vote on any matter by ballot. Robert's Rules of Order Revised shall govern the proceedings of the Association, its House of Delegates and its Executive Committee, except as otherwise provided herein.

Section 5. Rules of Order as to Resolutions. At meetings of the Association, precedence shall be given to resolutions proposed by any member, 20 days' notice of which, in writing, shall previously have been filed with the Secretary, and resolutions reported by any committee. All other resolutions, except parliamentary motions, shall be referred, without debate, to the Committee on Resolutions.

XIII. MEETING BY TELEPHONIC EQUIPMENT

Any committee, including but not limited to the Executive Committee, or section may, upon not less than 24 hours' written notice by mail or electronic means, conduct a meeting by means of a conference telephone or similar communications equipment allowing all members participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. A written record of all action taken at such meetings shall be maintained.

XIV. INDEMNIFICATION

To the extent permitted by law, the officers and other members of the House of Delegates, members of sections and committees of the Association, and employees of the Association, when acting as such, shall be defended, indemnified and held harmless against all cost, damage and expense actually and personally incurred by or imposed upon them in connection with the defense of any action, suit or proceeding, or any other matter having to do with their acts or conduct in such capacity.

XV. COOPERATION WITH OTHER BAR ASSOCIATIONS AND FEDERATIONS OF BAR ASSOCIATIONS

Section 1. Cooperation. In order to more readily attain the objectives of its organization, this Association shall cooperate with local bar associations, other state bar associations and with judicial district or other regional federations of local bar associations, both within and without the state, in such manner as is consistent with its own and their autonomy, and shall encourage and assist, when desired, in the formation of new local bar associations and federations; and shall endeavor to maintain constant interchange of opinion and unity of effort between the Association and such local associations and federations in promoting reform in the law, facilitating the administration of justice, elevating the standards of the profession and cherishing the spirit of collegiality among the members of the Bar. A reciprocal relation and duty to the American Bar Association is also recognized.

Section 2. Committees. To further these purposes, the Bylaws may designate officers or authorize the appointment of committees whose duty it shall be to represent this Association in promoting such cooperation and may make provision for official representation both in the meetings and on the committees of this Association, of such local associations and federations by members of this Association in such manner and upon such condition as may be from time to time herein provided.

Section 3. Independence of Local and County Associations. Nothing contained herein and no action or recommendation of the Association, its House of Delegates or Executive Committee shall be construed to bind or commit in any respect any county or local bar association or to obligate such county or local bar association to accept or carry out any policy or recommendation of the Association, its House of Delegates or its Executive Committee. The participation of any county or local bar association in the Association shall be at all times voluntary and shall not subject such county or local bar association to any financial or other obligation or liability except as it may voluntarily assume.

Section 4. Election of New York State Bar Association Delegates to the American Bar Association House of Delegates. The nomination and election of delegates to the American Bar Association House of Delegates shall take place in accordance with the provisions of Article VIII, section 1(A)(6) of these Bylaws.

XVI. PUBLICATIONS

Section 1. Journal. The Journal shall be edited and published by a Board of Editors chosen by and under the direction of the Executive Committee. It shall be the responsibility of the Board of Editors to determine the format and contents of the Journal.

Section 2. Other Publications. All other publications authorized by the House of Delegates or the Executive Committee of the Association and not expressly provided for in these Bylaws shall be edited and published under the supervision of the Executive Committee ~~on Public Relations~~.

XVII. AMENDMENTS

These Bylaws may be amended only by a two-thirds vote of the members present at a meeting of the Association, after compliance with either of the following procedures:

(a) By written proposal subscribed by at least ten members of the Association submitted to the Secretary at least sixty days in advance of a meeting of the Association, which proposal shall then be circulated with the notice of that meeting, and with the subsequent endorsement of at least fifty members attending that meeting for which such notice was given, after which it will be submitted to the next meeting of the Association for approval; or

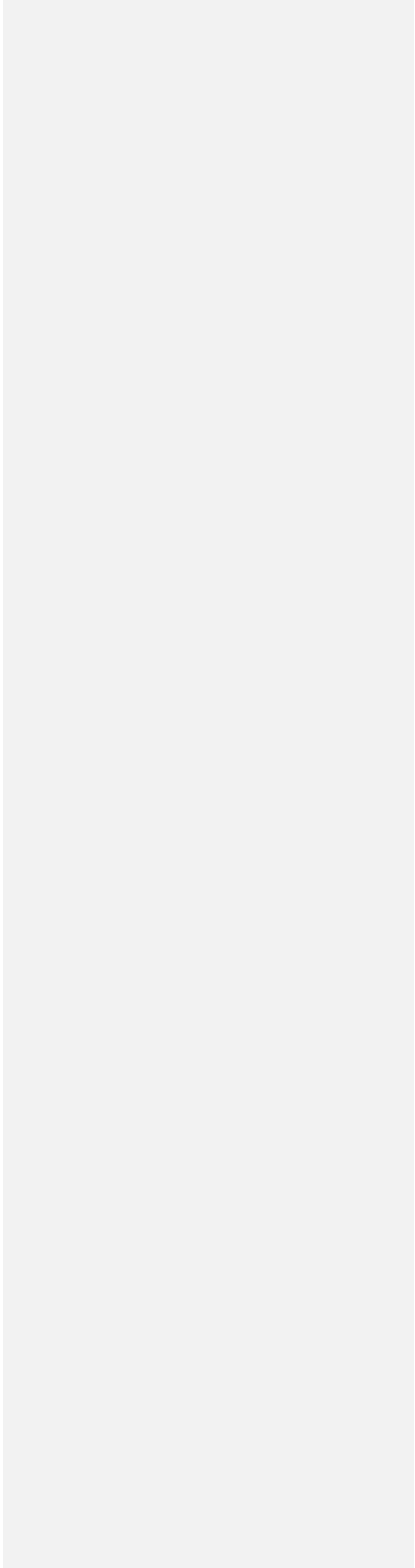
(b) A majority of all the members of the House of Delegates may subscribe and file proposed amendments with the Secretary followed by notice to all members of the Association from the Secretary that said amendments will be considered at the next meeting of the Association held at least sixty days later, at which meeting such amendments may then be considered.

On consideration of any proposed amendment, further revisions thereof germane to the substance of such amendments may be considered and acted upon.

Appendix A

COMMITTEE ON ANIMALS AND THE LAW
COMMITTEE ON ANNUAL AWARD
COMMITTEE ON ASSOCIATION INSURANCE PROGRAMS
COMMITTEE ON ATTORNEY PROFESSIONALISM
COMMITTEE ON ATTORNEYS IN PUBLIC SERVICE
AUDIT COMMITTEE
COMMITTEE ON BYLAWS
COMMITTEE ON CHILDREN AND THE LAW
COMMITTEE ON CIVIL PRACTICE LAW AND RULES
COMMITTEE ON CIVIL RIGHTS
COMMITTEE ON COMMITTEES
COMMITTEE ON CONTINUING LEGAL EDUCATION
COMMITTEE ON COURT STRUCTURE AND OPERATIONS
COMMITTEE ON COURTS OF APPELLATE JURISDICTION
COMMITTEE ON DIVERSITY AND INCLUSION
ELECTRONIC COMMUNICATIONS COMMITTEE
COMMITTEE TO ENSURE QUALITY OF MANDATED REPRESENTATION
EXECUTIVE COMMITTEE
COMMITTEE ON FEDERAL LEGISLATIVE PRIORITIES
FINANCE COMMITTEE
COMMITTEE ON IMMIGRATION REPRESENTATION
COMMITTEE ON ISSUES AFFECTING PEOPLE WITH DISABILITIES
JUDICIAL WELLNESS COMMITTEE
COMMITTEE ON LAW PRACTICE MANAGEMENT
COMMITTEE ON LAW, YOUTH AND CITIZENSHIP
LAWYER ASSISTANCE COMMITTEE
COMMITTEE ON LAWYER REFERRAL SERVICE
COMMITTEE ON LAWYERS IN TRANSITION
COMMITTEE ON LEADERSHIP DEVELOPMENT
COMMITTEE ON LEGAL AID
COMMITTEE ON LEGAL EDUCATION AND ADMISSION TO THE BAR
COMMITTEE ON LEGISLATIVE POLICY
COMMITTEE ON LGBT PEOPLE AND THE LAW
COMMITTEE ON MASS DISASTER RESPONSE
COMMITTEE ON MEDIA LAW
COMMITTEE ON MEMBERSHIP
NOMINATING COMMITTEE
PRESIDENT'S COMMITTEE ON ACCESS TO JUSTICE
COMMITTEE ON PROFESSIONAL DISCIPLINE
COMMITTEE ON PROFESSIONAL ETHICS
COMMITTEE ON RESOLUTIONS
COMMITTEE TO REVIEW JUDICIAL NOMINATIONS

COMMITTEE ON STANDARDS OF ATTORNEY CONDUCT
COMMITTEE ON TORT SYSTEM
COMMITTEE ON UNLAWFUL PRACTICE OF LAW
COMMITTEE ON VETERANS
COMMITTEE ON VOLUNTEER LAWYERS
COMMITTEE ON WOMEN IN THE LAW
COMMITTEE ON YOUTH COURTS



Appendix B

AUDIT COMMITTEE COMPOSITION, DUTIES AND RESPONSIBILITIES

I. The Audit Committee shall consist solely of "Independent Members." An Independent Member is person who must satisfy all three of the following criteria:

1. The individual is not and has not been an employee of, or does not have a relative that is or was a key employee of, the Association or an affiliate of the Association in the past three years;
2. The individual and his or her relatives have not received compensation or other payments exceeding a total of \$10,000 during the last three fiscal years of the organization from the Association or its affiliate, other than compensation for services provided in the capacity as a member of the Executive Committee or Audit Committee or reimbursement for expenses reasonably incurred as a member of the Executive Committee or Audit Committee; and
3. The individual is not an employee of, nor have a substantial financial interest in, any entity that has made a payment to (other than a charitable donation) or received payments from the Association or its affiliate for property or services in an amount, which in the last three fiscal years, exceeds the lesser of \$25,000 or 2% of such entity's consolidated gross revenues ("Association Vendor"). The individual's relatives may not be an officer of nor have a substantial financial interest in an Association Vendor.

II. The Audit Committee shall:

1. Meet at least twice annually, and more frequently as circumstances may warrant. One of those meetings shall include, in separate executive sessions, meetings with the independent auditor, the Executive Director and such other members of the staff, as the Audit Committee determines, to discuss any matters within the scope of the Committee's duties that these individuals believe or the Committee believes should be discussed privately with the Audit Committee.
2. Assure the independence of the independent auditor and be directly responsible for the appointment, compensation and oversight of the work of the independent auditor. The Audit Committee shall also consider the periodic rotation of auditors or of auditing partners. The Audit Committee shall also discuss with the independent auditor the scope and plan of the annual audit and consider any changes in standard accounting practices from year to year prior to the commencement of the audit.

3. Review and discuss with the independent auditor the adequacy of the Association's internal controls and management's commitment and ability to effectuate such recommendations for improvements in the internal controls as the independent auditor may recommend, and any material risks and weaknesses in internal controls identified by the independent auditor. The Audit Committee shall also discuss with management its response to the independent auditor's assessment.
4. Review with the independent auditor the coordination of audit efforts to assure completeness of coverage, reduction of redundant efforts, ~~and~~ the effective use of audit resources, and the adequacy of the Association's accounting and financial reporting processes.
5. Inquire of management and the independent auditor about significant risks or exposures and steps management has taken to minimize such risks to the Association.
6. Review the results of the annual audits, the management letter, previous recommendations to management the extent to which difficulties, if any, were encountered in the course of the audit, including any restrictions on the scope of audit inquiries or access to information, or any significant disagreements between the independent auditor and management, with the independent auditor.
7. Assure that the Association maintains a satisfactory document retention program.
8. Establish procedures for: (a) the receipt, retention, and treatment of complaints received by the Association regarding accounting, internal account controls, or auditing matters; and (b) the confidential, anonymous submission by Association employees or others of concerns regarding questionable accounting or auditing matters.
9. Conduct or authorize investigations into any matters within the Audit Committee's scope of duties and responsibilities, and monitor the possible financial impact of legal matters that could impact the financial health of the Association.
10. Report periodically to the Executive Committee and the House of Delegates on significant activities of the Audit Committee.
11. Coordinate its activities, as may be appropriate, with the Finance Committee.

12. Obtain confirmation from management that all necessary tax filings have been made.
13. Review conflict of interest and whistleblower policies and if appropriate, make recommendations for changes to such policies. Make inquiry, if it deems appropriate, regarding any reported related-party transactions.
14. Assess the independence of all external investment advisers engaged by NYSBA, including any conflicts of interest such adviser has or may have, as required by law.
15. Make provision for such financial training as Audit Committee members may deem appropriate to assist them in the effective and knowledgeable discharge of their duties and responsibilities.
16. Review this set of duties and responsibilities annually and propose any changes that may be warranted to the House of Delegates.
17. Perform such additional functions and have such additional powers as may be necessary or appropriate for the performance of its duties and responsibilities or as may be delegated from time to time by the House of Delegates to the Audit Committee.

Appendix B approved by
the House of Delegates
February 1, 2008, as
amended November 17, 2012
further amended June 21, 2014