



Staff Memorandum

ANNUAL MEETING Agenda Item #5

REQUESTED ACTION: Approval of proposed amendments to the Association Bylaws.

The Committee on Bylaws has reviewed provisions of the Association Bylaws that it believes would benefit from clarification and simplification. In addition, in response to recommendations from the Nominating Committee, the Bylaws Committee is proposing changes with respect to the position of member-at-large and eligibility to serve on the Nominating Committee while being considered as a candidate for certain offices.

The attached memorandum from the committee outlines the recommended amendments. 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. These amendments were subscribed to by a majority of the House at the November 7, 2015 meeting.

Article XVII of the Bylaws permits the consideration of further revisions that are germane to the substance of the amendments. In this regard, the Committee on Bylaws has modified the amendment to Article XI (B) relating to terms of office. As originally drafted and subscribed to, the amendment inadvertently eliminated the two-year term of members-at-large of the Executive Committee. As this was not the intention of the amendment, the committee has revised the amendment to make clear that the two-year term of the members-at-large remains in place.

The report will be presented at the January 29 meeting by Eileen E. Buholtz, Chair of the Committee on Bylaws.

COMMITTEE ON BYLAWS

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November 2, 2015

To: Members of the House of Delegates

Re: Report on Proposed Bylaws Amendments

INTRODUCTION

During the past several months, the Bylaws Committee has reviewed provisions of the Association Bylaws that the committee believes would benefit from clarification and simplification. In addition, the Nominating Committee has made several recommendations for proposed amendments, noted within this report.

For ease of reference, our proposed amendments are described in separate subsections of this report. 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.

ARTICLE V – HOUSE OF DELEGATES

We recommend the amendment of Article V, section 3(K) to clarify that members of the House must be “in good standing.” In addition, we recommend the amendment of Article V, section 3(L)(1) to refer to “Vice-President(s) in recognition of the fact that there are two Vice-Presidents for the First District.

ARTICLE VI – COMMITTEES

We recommend the amendment of Article VI, section 1(A) to clarify that committees of the House of Delegates do not have authority to amend or repeal any resolution of the House of Delegates or to take action that would bind the Association or the House of Delegates unless authorized by law, by the Bylaws, or in the resolution establishing the committee. In addition, we recommend the amendment of Article VI, section 1(B) to clarify that committees of the Association do not have authority to exercise powers of either the House or the Association and do not have the authority to bind the House or the Association. We also recommend an addition to Article VI, section 1(C) to provide that committees not specifically established in the Bylaws may be abolished by the Executive Committee. Finally, we recommend an amendment to Article VI, section 2(E) to provide that notice of meetings may be provided by mail, electronic means, or other means authorized by law.

VIII – NOMINATING COMMITTEE

We recommend the amendment of Article VIII, section 1(B) to allow a member of the Nominating Committee to remain eligible for nomination to the positions of Vice-President, section member-at-large of the Executive Committee, or young lawyer member-at-large of the Executive Committee. These amendments are

recommended in recognition of the fact that the Nominating Committee does not vote upon candidates for these positions. We also recommend the amendment of Article VIII, section 1(C) to clarify that the member-at-large of the Nominating Committee serves ex officio without election by the House.

Upon the recommendation of the Nominating Committee, we are recommending the amendment of Article VIII, section 1(C)(6) to make clear that the past president designated to fill a vacancy in the position of member-at-large of the Nominating Committee shall be designated as an alternate member-at-large. While the Model Rules of the Nominating Committee permit “alternates” to attend meetings of the Nominating Committee, the Bylaws currently are silent as to whether this past president is an “alternate” for purposes of meeting attendance.

Finally, we recommend the amendment of Article VIII, section 1(D) to clarify that the term limitations for service on the Nominating Committee do not apply to service as a member-at-large of the Nominating Committee.

ARTICLE XI – ELECTIONS AND TERMS

We recommend the amendment of Article XI, section to clarify the term of office for officers, elected delegates and member-at-large of the Executive Committee and to delete an outdated provision relating to the terms of member-at-large of the Executive Committee.

APPENDIX A

We recommend the addition of the title “Committees of the Association” to the list of committees.

CONCLUSION

We commend proposed Bylaws amendments to you for your consideration and subscription at the November 7, 2015 meeting of the House of Delegates. If subscribed, each grouping of amendments will be presented for discussion and adoption at the 2016 Annual Meeting.

Respectfully submitted,

COMMITTEE ON BYLAWS

Eileen E. Buholtz, Chair
Michael E. Getnick
LaMarr J. Jackson
A. Thomas Levin
Kathryn Grant Madigan
Eileen D. Millett
Anita D. Pelletier
Lesley Friedman Rosenthal
Jay G. Safer
Robert T. Schofield, IV
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Executive Committee liaison: Claire P. Gutekunst
Staff liaison: Kathleen R. Mulligan Baxter

Proposed Bylaws amendments for approval at Annual Meeting 2016

The Committee on Bylaws has prepared the proposed amendments appearing below for consideration by the membership at the 2016 Annual Meeting, the House of Delegates having subscribed to them at its November 7, 2015 meeting. The amendments are intended to clarify and simplify these provisions of the Bylaws and to address eligibility of members to serve on the Nominating Committee while being considered for certain offices. Additions are indicated by underlining; deletions are indicated by strikethrough.

ARTICLE V – HOUSE OF DELEGATES

Section 3. Composition.

K. Each member of the House of Delegates must ~~shall~~ be a member of the New York State Bar Association in good standing.

ARTICLE VI – COMMITTEES

Section 1. 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 members of 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:

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

6. The taking of any action which would be binding upon the Association or the House of Delegates, unless specifically authorized by law, in these Bylaws, or in the resolution establishing the committee.

B. 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 the Association, 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.

C. Any committee specifically established in these Bylaws may be abolished only by amendment to these Bylaws. Any other committee may be abolished by the Executive Committee.

Section 2. General Provisions.

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

VIII – NOMINATING COMMITTEE

Section 1. Nominating Committee.

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, provided, however, that a member of the Nominating Committee shall be eligible for nomination to the Executive Committee as a section member-at-large or a young lawyer member-at-large. 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 ~~elect name~~ a Nominating Committee consisting of members from each judicial district as provided herein. The ~~and~~ three at-large members and alternate at-large member shall serve ex officio as provided in these Bylaws, without election by the House.

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 most recently served as chair. The past President who would be the first eligible and available to fill an at-large vacancy shall be designated as an alternate member-at-large.

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. This paragraph shall not apply to service as a member-at-large of the Nominating Committee and such service as a member-at-large shall not be considered service on the Nominating Committee for the purpose of this paragraph.

ARTICLE XI – ELECTIONS AND TERMS.

B. Terms. The officers; and elected delegates ~~and member at large of the Executive Committee~~ elected at such meeting shall hold their offices for a one-year term commencing on from the next succeeding June 1st and the members-at-large of the Executive Committee elected at such meeting shall hold their offices for a two-year term commencing on the next succeeding June 1st. ~~through the next May 31st of the following year; 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.~~

APPENDIX A

Committees of the Association
