



Staff Memorandum

EXECUTIVE COMMITTEE

Agenda Item # 2(a) (Consent Calendar)

REQUESTED ACTION: Approval of amendments to the Bylaws of the Entertainment, Arts and Sports Law Section.

Attached are proposed amendments to the Bylaws of the Entertainment, Arts and Sports Law Section. The Section is proposing the following amendments:

- Article III, Section 1 would change the number and type of Section officers as follows: (1) change "Vice-Chair" to "First Vice-Chair"; (2) add a Second Vice-Chair; and (3) add an Assistant Treasurer.
- Article III, Section 2 would be amended to add the following to the Section's Executive Committee: Alternate Delegate(s) to the House of Delegates.
- Article III, Section 4 would be amended to state that the First Vice-Chair and Second Vice-Chair should be elected with a view to rotating the offices among the membership of the Section's Standing Committees.
- Article IV, Section 1 would be amended to include the First Vice-Chair, Second Vice-Chair, Assistant Treasurer, and Alternate Delegate(s) among those offices for which nominations should be made and reported by the Section's Nominating Committee.
- Article V, Section 2 would be amended to reflect that the duties of the Vice-Chair are now the duties of the First Vice-Chair instead.
- A new Article V, Section 3 would define the duties of the Second Vice-Chair.
- A new Article V, Section 7 would define the duties of the Assistant Treasurer.
- Article V, Section 7 would be amended to include the following offices among those for which the Section's Executive Committee could fill vacancies between Annual Meetings of the Section: (1) First Vice-Chair; (2) Second Vice-Chair; (3) Assistant Treasurer; (4) Delegate(s) to the House of Delegates; and (5) Alternate Delegate(s) to the House of Delegates. In the event of vacancies in the offices of Chair, First Vice-Chair, and Second Vice-Chair, the Section's Executive Committee would be able to fill a vacancy in the office of the Chair.

As with all section bylaws, your approval is required for these proposed amendments to take effect.

AMENDMENT TO BY-LAWS

of the

Entertainment, Arts and Sports Law Section of the New York State Bar Association

At its November 2011 meeting, the Executive Committee of the Entertainment, Arts and Sports Law Section ("EASL" or "Section") of the New York State Bar Association ("NYSBA") approved an amendment to the By-Laws governing the Section. In summary, the amendment expands the number of officers of the Section by two, adding Second Vice-Chair and Assistant Treasurer, and provides corrective language with regard to the election of Delegates and Alternate Delegates to the NYSBA House of Delegates.

Below is a copy of the EASL By-Laws which has been marked to show the amending language. Deletions are noted by ~~double strike through type~~ and additions are noted by **bold underscored type**.

NEW YORK STATE BAR ASSOCIATION BYLAWS OF THE ENTERTAINMENT, ARTS AND SPORTS LAW SECTION APPROVED April 1, 2005

ARTICLE I

Name and Purpose

Section 1. This Section shall be known as the Entertainment, Arts and Sports Law Section of the New York State Bar Association.

Section 2. The purpose of this Section shall be to bring together for furtherance of their mutual interests such members of the New York State Bar Association as are interested in Entertainment, Arts and Sports Law.

ARTICLE II

Membership

Section 1. Any member of the New York State Bar Association shall be eligible for membership in this Section and shall be enrolled as a member of the Section upon application to the Section Secretary and payment of such annual dues as shall be determined by the Executive Committee of this Section.

ARTICLE III Officers and Executive Committee

Section 1. The officers of this Section shall be a Chair, **First** Vice-Chair, **Second Vice-Chair**, Secretary, Assistant Secretary, ~~and~~ Treasurer, **and Assistant Treasurer** to be elected at the Annual Meeting of the Section which shall be held during the week in which the Annual Meeting of the New York State Bar Association is held.

Section 2. There shall be an Executive Committee of the Section consisting of the officers of the Section, Chair(s) of each Standing Committee as may be created pursuant to Article VI, Section 1, Delegate(s) **and Alternate Delegate(s)** to the House of Delegates, all past Chair(s), up to six (6) at-large members appointed by the Chair and at least one member from each Judicial District in the State.

Section 3. The Executive Committee may appoint such other officers and delegate such duties to them consistent herewith as the Executive Committee shall deem appropriate.

Section 4. All officers and District Representatives will hold office for a two-year term beginning February 1. No officer shall hold the same office for more than two successive terms and the Chair, **First Vice-Chair**, and **Second** Vice-Chair shall, to the extent practicable, be elected with a view to rotating those offices among the membership of the Standing Committees.

ARTICLE IV Nomination of the Executive Committee

Section 1. Prior to the election of those set forth in this Article at the annual meeting of the Section, a Nominating Committee consisting of all past Chairs of the Section desiring to so serve, and chaired by the Immediate Past Chair, shall make and report nominations to the Section for the offices of Chair, **First** Vice-Chair, **Second Vice-Chair**, Secretary, Assistant Secretary, Treasurer, **Assistant Treasurer**, Delegate(s) **and Alternate Delegate(s)** to the House of Delegates and District Representatives to be elected to the Executive Committee. Other nominations for the same offices may be made from the floor.

ARTICLE V Duties of the Officers and the Executive Committee

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

Section 2. **First** Vice-Chair: The **First** Vice-Chair shall assist the Chair in the performance of his/her duties when required to do so. On the death or resignation of the Chair, the **First** Vice-Chair shall perform the duties of the Chair for the remainder of the Chair's term. In the case of the Chair's disability, the **First** Vice-Chair shall perform such duties only for so much of the term as the disability continues.

Section 3. Second Vice-Chair: The Second Vice-Chair shall perform such duties as the Chair may prescribe. On the death or resignation of the First Vice-Chair, the Second Vice-Chair shall perform the duties of the First Vice-Chair for the remainder of the Vice-Chair's term. In the case of the Chair's disability, the Second Vice-Chair shall perform the duties of the First-Vice Chair only for so much of the term as the disability continues.

Section ~~3~~4. Secretary: The Secretary shall be the custodian of all books, papers, documents and other property of the Section, except money. He/She shall keep a true record of the proceedings of all meetings of the Section and the Executive Committee.

Section ~~4~~5. Assistant Secretary: The Assistant Secretary shall perform such duties as the Chair may prescribe.

Section ~~5~~6. Treasurer. The Treasurer shall be responsible for the financial affairs of the Section. The Treasurer shall act as the Section's representative in dealing with the Association on all financial matters affecting the Section, including the budgeting process. He/She shall also recommend to the Chair and the Executive Committee any changes in the financial policy of the Section.

Section 7. Assistant Treasurer: The Assistant Treasurer shall perform such duties as the Chair may prescribe.

Section ~~6~~8. The Executive Committee: The Executive Committee shall have general supervision and control of the affairs of the Section subject to the Bylaws of the New York State Bar Association and the Bylaws of this Section. It shall be responsible, consistent with financial policies issued by the Finance Committee of the New York State Bar Association, for the authorization of all commitments and contracts which shall entail the payment of money and for the expenditure of all monies collected by the Section or appropriated for the use and benefit of the Section.

Section ~~7~~9. The Executive Committee, during the interim between Annual Meetings of the Section, may fill vacancies in the offices of **First** Vice-Chair, **Second** Vice-Chair, Secretary, Assistant Secretary, Treasurer, **Assistant Treasurer, Delegate(s) and Alternate Delegate(s) to the House of Delegates** and District Representatives, or in the event of a vacancy in **each** of the offices of Chair, **First Vice-Chair**, and **Second** Vice-Chair, then in the office of Chair. The Executive Committee may also fill any vacancy arising in the Committee during the interim between Annual Meetings of the Section. A vacancy among the at-large members appointed by the Chair shall be filled by the Chair. Officers and committee members so elected shall serve for the unexpired balance of the term for the vacated office in accordance with Article III, Section 4.

ARTICLE VI Committees

Section 1. The Executive Committee of the Section shall create such Standing Committees or other committees in the Section as shall from time-to-time be determined to be necessary. The chairs and members of each Standing Committee shall be appointed by the

Section Chair. The Chair of the Section may fill any vacancy in the Chair of any Standing Committee. The Chair of any Standing Committee shall, in consultation with the Chair of the Section, fill any vacancy or make additional appointments to his or her Standing Committee during his or her term in office.

Section 2. The Chair of the Section may from time-to-time create such Special Committees as he or she may deem necessary or desirable and appoint chairs and members thereof to serve during his or her term in office.

Section 3. The Standing Committees shall make recommendations to the Section Chair or the Executive Committee for action as they may deem appropriate. No Standing Committee shall transmit their views as those of the Section unless approved by the Executive Committee of the Section.

ARTICLE VII Meetings

Section 1. The Annual Meeting of the Section shall be held during the week in which the Annual Meeting of the New York State Bar Association is held. Regional meetings may be held from time-to-time during the interim between Annual Meetings at such times and places as may be designated by the Executive Committee.

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

Section 3. All binding action of the Section shall be by majority vote of the members present.

ARTICLE VIII Miscellaneous Provisions

Section 1. Any action taken by this Section must be approved by the New York State Bar Association before the same is given publicity or becomes effective as the action of the New York State Bar Association.

Section 2. The Executive Committee shall fix dues for membership in the Section with the approval of the New York State Bar Association Finance Committee, and may make payment of such amount as is fixed for dues a condition precedent for membership in the Section.

Section 3. These Bylaws may be amended at any Annual Meeting of the Section by a majority vote of the members of the Section present, provided that no amendment shall be effective until approved by the Executive Committee of the New York State Bar Association.