

BY-LAWS OF THE NEW YORK WOMEN'S BAR ASSOCIATION

(2017 Amendments, redlined below, will be presented to the full NYWBA Membership for a vote at the Annual Meeting on 4/26/2017)

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ARTICLE I NAME AND PURPOSE

SECTION 1

The name of this Association shall be the New York Women's Bar Association. The Association shall be a chapter affiliated with the Women's Bar Association of the State of New York ("WBASNY") and will comply with all provisions of the By-Laws of that organization.

SECTION 2

The purposes of this Association shall be the same as, or consistent with, those set forth in the By-Laws of the Women's Bar Association of the State of New York. This Association may exercise all powers in furtherance of the purposes of the Association that are not prohibited by the By-Laws of the WBASNY.

SECTION 3

This Association shall elect members to serve on the Board of Directors of the WBASNY in accordance with Articles XIII and XVII of these By-Laws, the number of said directors to be determined pursuant to the By-Laws of the WBASNY.

ARTICLE II OFFICERS

SECTION 1

The officers of the Association shall be a President, First Vice-President, Second Vice-President and Third Vice-President, a Corresponding Secretary, a Recording Secretary, and a Treasurer. The officers of the Association shall be elected annually at the annual membership meeting ("annual meeting") in April by a plurality vote of the eligible members present and voting in person or by proxy and shall be inducted at ~~the a subsequent~~ meeting of the Association ~~to be held in May of each year~~ for a one year term commencing June 1.

SECTION 2

If, by reason of resignation or otherwise, a vacancy occurs in an officer position after the annual meeting and/or before the expiration of her term of office, the Board of Directors shall elect a successor who shall hold office until the next annual meeting. If the vacancy is in the office of President, a successor shall be chosen from (a) the Vice Presidents in the order named in Section 1 of this Article, or (b) the other officers or directors, unless all are unwilling or unable to serve as President, in which event the Board of Directors shall elect another member of the Association to so act.

SECTION 3

In the event the President shall become disabled or otherwise be temporarily unable to serve, the Board of Directors shall appoint one of the Vice Presidents in the order named in Section 1 of this Article to act in the place of the President with all of her power while such disability continues, unless all are unwilling to serve, in which event the Board of Directors shall appoint another member of the Association to so act.

SECTION 4

The officers shall perform such duties as may be assigned them from time to time by the Board of Directors, in addition to those set forth in these By-Laws.

ARTICLE III THE PRESIDENT

SECTION 1

The President shall be the chief executive officer of the Association and shall generally supervise and direct its affairs. The President shall preside at meetings of the Association and of the Board of Directors. The President shall preside at meetings of the Officers of the Association, which meetings shall be held from time to time at her discretion. The President shall appoint all committees and the chairpersons thereof, except with respect to the Committee on Nominations, which shall be constituted pursuant to Article XVII of these By-Laws. The President shall be ex-officio a member of all committees, and as such may participate without vote in the proceedings thereof, except that the President shall have a vote at meetings of the Committee on Nominations as hereinafter set forth.

SECTION 2

The President shall present to the annual meeting of the Association a report of its activities during the year, which shall include a summary of matters recommended for action. She may direct the printing and distribution of any committee reports in advance of any meeting and the reading of any such reports at any meeting.

SECTION 3

In the event that an officer is unable to perform or has failed to perform any duty imposed by these By-Laws, the President may perform or designate another officer to carry out said duty of the office until the next meeting of the Board of Directors, at which time the Board of Directors shall consider and pass upon any such designation or designate another to carry out said duty of office.

SECTION 4

The President may delegate any duty imposed on or power granted to the President by these By-Laws, except the appointment of committees and their chairpersons, the calling of special

meetings of the Association, voting at any meeting of the Committee on Nominations, and the assignment of duties to other officers of the Association.

SECTION 5

The President shall be a member of the Executive Committee and of the Board of Directors of the Women's Bar Association of the State of New York.

ARTICLE IV THE VICE-PRESIDENTS

SECTION 1

The Vice-Presidents shall perform such duties as may be delegated to them by the President or assigned to them by the Board of Directors. In addition, the President shall designate one Vice President who shall have oversight responsibility for membership of the Association and one Vice President who shall have oversight responsibility for the programs and events of the Association.

SECTION 2

One of the Vice-Presidents, in the order named in Article II, Section 1 of these By-Laws shall preside at meetings of the Association and of the Board of Directors in the absence of the President.

ARTICLE V THE SECRETARIES

SECTION 1

The Corresponding Secretary of the Association shall also be Corresponding Secretary of the Board of Directors. She shall give written notice of meetings of the Association and of the Board of Directors in accordance with the provisions of these By-Laws and perform such other duties as may be assigned by the President or the Board of Directors. The Corresponding Secretary shall also give written notice to the membership of the annual meeting of the Association not later than sixty (60) days prior to such annual meeting as required by Section 3 of Article XVII and the provisions of Section 10 of Article XVII of these By-Laws. Such notice may be included in the Association's February Newsletter or such other communication providing written notice to the membership of the date of the membership meeting in February.

SECTION 2

The Recording Secretary shall keep the records of the Association, keep the minutes of the meetings, and perform such other duties as may be assigned by the President and or the Board of Directors. She shall present a list of all members entitled to vote at each meeting of the Association at which an contested election is to be held.

**ARTICLE VI
THE TREASURER**

SECTION 1

The Treasurer shall have general charge of the funds of the Association, subject to the control of the Board of Directors and the provisions of Article XII of these By-Laws. She shall furnish such bonds as the Board of Directors may from time to time require.

SECTION 2

The Treasurer shall collect the dues and furnish to the Corresponding Secretary and Recording Secretary the names of all persons who are members of the Association and keep the accounts of the Association, deposit all funds received, invest its funds as directed by the Board of Directors, report at each regular meeting of the Board of Directors, and at membership meetings when requested by the President, and make an annual report at the annual meeting.

SECTION 3

The Treasurer shall pay all bills duly incurred by or on behalf of the Association.

SECTION 4

The accounts of the Treasurer shall be audited at such times and in such manner as the Board of Directors may direct.

SECTION 5

No later than ten days after January 31st of each year, the Treasurer shall submit to WBASNY a certified list of the names and addresses of each member admitted to the Bar and each member not so admitted who holds an LLB or JD degree whose dues have been received that year as required by the By-Laws of WBASNY.

SECTION 6

No later than ten days after May 31st of each year, the Treasurer shall submit to WBASNY a statement of assets, liabilities, income and expenditures as required by the By-Laws of WBASNY.

SECTION 7

Within ten days following the close of each fiscal period, the Treasurer shall submit to WBASNY the fiscal period report required by the By-Laws of WBASNY.

ARTICLE VII
THE BOARD OF DIRECTORS

SECTION 1

The Board of Directors shall consist of the officers of the Association and twenty-one (21) elected members.

SECTION 2

The twenty-one (21) elected members of the Board of Directors shall be divided into three (3) classes of equal numbers. Seven (7) members shall be elected at each annual meeting for a term of three (3) years. If, by reason of resignation or otherwise, a vacancy occurs after the annual meeting and/or during a director's term of office, the unexpired term thereof shall be filled by a successor director to be elected by the Board of Directors at its next regular meeting by a majority of the members present.

SECTION 3

The Board of Directors shall meet at least once in each month upon written notice, except in July and August. Eleven (11) members shall constitute a quorum. Except as otherwise stated in these by-laws, any motion shall be approved by a majority of the members present at the meeting. A special meeting of the Board of Directors may be called at any time by the President acting alone, or by the President at the written request of five (5) members of the Board of Directors.

SECTION 4

The Board of Directors shall have the general management of the affairs and annual budget of the Association and may authorize contracts to be made by or on behalf of the Association by one or more of the officers or by any standing or special committee. The authority of the Board pursuant to the preceding sentence shall be exercised subject to the provisions of Article XII of these By-Laws. The Board of Directors shall have power to make such rules and regulations and take such action not inconsistent with the Certificate of Incorporation of the Association and these By-Laws, as it may deem advisable. The Board of Directors shall have power to adopt a seal of the Association.

SECTION 5

The Board of Directors shall keep a record of its proceedings and report at the annual meeting or at any meeting of the Association on any matter that in its judgment requires action by the membership of the Association.

SECTION 6

The Board of Directors may from time to time adopt measures for coordinating the respective functions of the committees and shall be empowered to determine controversies between or among the several committees.

SECTION 7

The Board of Directors shall have control of the custody, investment, expenditure, and disposal of all property of the Association, other than the disposal of real estate.

SECTION 8

The Board of Directors may from time to time appoint or employ one or more persons who need not be members of the Association to perform such duties as may be assigned by the Board of Directors.

SECTION 9

In the event of the absence of an elected member of the Board of Directors from three successive regular meetings of the Board of Directors without reasonable excuse, the Board of Directors may in its discretion remove such elected member and declare a vacancy, and in such event such vacancy shall be filled pursuant to Section 2 of this Article.

**ARTICLE VIII
ADVISORY COUNCIL****SECTION 1**

The Advisory Council shall consist of each member in good standing who is not then an officer or elected member of the Board of Directors of the Association and: (a) who has served as President of the Association; (b) ~~or~~ who has served for at least fifteen (15) years as a member of the Board of Directors; or (c) who has been a member in good standing of the Association for more than ten (10) years and has been appointed to the Advisory Council by a majority vote of the Board of Directors.

SECTION 2

It shall be the duty of the Advisory Council to advise and to make recommendations to the Board of Directors as to matters that may come before it. Members of the Advisory Council may participate in the deliberations of the Board of Directors, but they shall not make motions for the consideration of the Board of Directors nor shall they vote on any matter before the Board of Directors.

SECTION 3

The members of the Advisory Council shall be given notice of all regular and special meetings of the Board of Directors.

SECTION 4

Nothing herein contained shall be deemed to bar a past President of the Association from being elected to serve as a regularly elected member of the Board of Directors as provided by Section 2 of Article VI of these By-Laws, with all of the rights and privileges of said office.

**ARTICLE IX
WOMEN'S BAR ASSOCIATION OF THE STATE OF NEW YORK**

SECTION 1

The Association shall be a chapter of the Women's Bar Association of the State of New York ("WBASNY")

SECTION 2

The President shall be a member of the Executive Committee and of the Board of Directors of WBASNY.

SECTION 3

The Association's members to serve on the Board of Directors of WBASNY shall be elected at the annual meeting by ballot by a plurality of vote of the primary members present and voting in person or by proxy. If, by reason of resignation or otherwise, a vacancy occurs after the annual meeting and/or during a director's term of office, the unexpired term thereof shall be filled by a successor director to be elected by the Association's Board of Directors at its next regular meeting by a majority of the members present.

**ARTICLE X
MEMBERSHIP**

SECTION 1

Membership in the Association shall be divided into five categories: sustaining, active, associate, pre-admission, and adjunct. Sustaining and active members shall designate the Association as their primary chapter for purposes of membership in WBASNY pursuant to Article IX, Section 7 of the By-Laws of WBASNY.

SECTION 2 **Sustaining Members**

Any member who is otherwise eligible for membership in the Association may elect to become a sustaining member by payment to the Association of dues for such membership category.

SECTION 3 **Active Members**

Any person admitted to practice before the Bar of the State of New York, in good standing, shall be eligible for active membership ("WBASNY Class I").

SECTION 4 **Associate Members**

Any person admitted to practice before any jurisdiction other than of the State of New York, in good standing, shall be eligible for associate membership (Class II). An associate member shall not have the right to hold office or chair any committee of the Association.

SECTION 5 Pre-Admission Members

Law school graduates not yet admitted to any Bar (**Class III**) and law school students (**Class IV**) shall be eligible for membership in the Pre-Admission Group of the Association. Members of the Pre-Admission Group shall be eligible to serve on any committee of the Association but shall not be eligible to vote on matters considered by such committee, nor shall they be eligible to vote on matters coming before the Association or to hold office or chair any committee of the Association. Membership in the Pre-Admission Group may not be continued for more than four years.

SECTION 6 Adjunct Members

Any person who at the time of application for membership in the Association is already a member of another chapter of WBASNY that she has designated as her "primary" chapter pursuant to Article IX, Section 7 of the By-Laws of WBASNY, shall be eligible for adjunct membership (**Class V**). An adjunct member shall not be eligible to hold office in the Association and shall be subject to such restrictions as are enumerated in Article IX, Section 3, Article XV, Section 6, and Article XVII, Section 1 (a) of these By-Laws, but shall have the rights to vote for officers and directors of the Association, to vote on proposed amendments to these By-Laws, and to chair any committee of the Association.

SECTION 7 Admission Procedures

All applicants for membership shall be entitled to membership upon paying the appropriate dues for the then current year accompanied by an application, in such form as may be determined by the Membership Committee. The application form shall require an affirmation by the applicant that the applicant adheres to the goals of the Association as may be articulated from time to time by the Board of Directors, and is a member in good standing of the Bar to which the applicant has been admitted, except in the case of the Pre-Admission members, who shall affirm that they are engaged in the study of law or are awaiting admission to the Bar.

SECTION 8

If at any time evidence arises that a member is ineligible for membership in the Association or for the class of membership to which such member belongs, the matter shall be referred to the Committee on Professional Ethics and Discipline, which shall take action in accordance with Section 4 of Article XIV of these By-Laws.

**ARTICLE XI
DUES****SECTION 1**

Annual dues for membership of sustaining members, active members, adjunct members, associate members, and pre-admission members shall be determined by the Board of Directors.

SECTION 2

The fiscal year of the Association shall be June 1 through May 31.

SECTION 3

In the event a new member joins the Association after January 1, she shall only be required to pay half of the annual dues then prevailing in the applicable class.

**ARTICLE XII
FINANCIAL AFFAIRS AND CONTRACTS**

SECTION 1

All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness in an amount equal to or greater than five thousand dollars (\$5,000.00) issued in the name of the Association shall be signed by any two of the following persons:

1. The President;
2. The Treasurer; and
3. Such other persons as may be designated by a majority of the Board of Directors.

All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness in an amount less than five thousand dollars (\$5,000.00) issued in the name of the Association shall be signed by any one of the persons named immediately above.

SECTION 2

Subject to section 3 of this Article and to such limitations as may be prescribed by the Board of Directors, contracts may be executed on behalf of the Association by the President or by the Treasurer. The President may authorize the execution of contracts by such officers, agents and employees as may be designated by the Board of Directors and with such limitations and restrictions as the Board may prescribe. Neither the President nor the Treasurer shall enter into any contracts on behalf of the Association nor incur any extraordinary or unusual expenses on its behalf without authorization from the Board of Directors.

SECTION 3

All contracts for (a) the purchase or lease of building space, (b) the purchase or lease of equipment or tangible assets in an amount equal to or greater than one thousand five hundred dollars (\$1,500.00), or (c) employment or consulting services in an amount equal to or greater than one thousand five hundred dollars (\$1,500.00), shall be approved by a majority of the Board of Directors. Contracts for any purpose that are executed in the ordinary course of business, which are to be signed for and on behalf of the Association and which either are in excess of two (2) years' duration or involve the expenditure of more than ten thousand dollars (\$10,000.00) shall be approved by a majority of the Board of Directors.

SECTION 4

All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 5

All officers and employees of the Association entrusted with the custody or possession of any funds of the Association shall, if required by the Board of Directors, give bond in such amount and with such sureties as the Board of Directors may determine. The premium on any such bond shall be paid by the Association.

**ARTICLE XIII
MEETINGS OF THE ASSOCIATION**

SECTION 1

There shall be a minimum of six membership meetings of the Association each year. One of these meetings shall occur during the month of January or February and one shall occur during the month of April. The other meetings shall be set in the discretion of the President.

SECTION 2

The annual meeting of the Association shall be held during April of each year, at which the order or business shall be as follows:

1. Reading of the minutes of the preceding meeting.
2. Report of the President, which shall include a review of the annual activities of both this Association and WBASNY.
3. Report of the Treasurer.
4. Reports of the standing committees as directed by the President.
5. Reports of special committees as directed by the President.
6. Consideration of any proposed amendments to the By-Laws.
7. Miscellaneous business.
8. Elections.

This order may be changed by a majority of the members present and voting.

SECTION 3

Special meetings of the Association may be called by the President at her discretion and shall be called by the President upon the written report of fifteen (15) members for the purpose specified in the request. Written notice of such meeting and of the purpose thereof shall be given by the

Corresponding Secretary to all members by mail at least three (3) days before the meeting and no business other than that specified in such written notice shall be transacted at such meeting.

SECTION 4

Robert's Rules of Parliamentary Order shall govern all meetings of the Association, unless otherwise provided for these By-Laws.

ARTICLE XIV ELECTIONS

SECTION 1

The Association shall hold its annual meeting and elections in April each year, as provided for in Article XIII, Section 2. Except as otherwise provided by Article X of these By-Laws, every member of the Association in good standing shall be entitled to vote at any election of the Association, provided that said member's dues for the current fiscal year have been received by the Association no later than midnight of January 31 preceding the election at which such member will vote. Dues remitted by mail will be deemed timely received if postmarked January 31 or earlier. A notice to the membership in December or January shall include the provisions of this Section, prominently featured.

SECTION 2

At any meeting at which an contested election is to be held, the Recording Secretary shall present a list of all members entitled to vote.

SECTION 3

The ballot shall list all candidates proposed by the Committee on Nominations adjacent to the positions for which they are nominated. In an election in which contesting nominations have been made, the ballot shall have a column at left entitled "Positions," a center column entitled "Nominations Committee Candidates" listing the nominated candidates, and a column on the right entitled "Petition Candidates" listing any contesting candidates ~~will be listed in a separate column headed "Petition Candidates" on the right hand side of the ballot next to the designation of the office for which they are running.~~

SECTION 4

At any meeting at which an election is to be held for which contesting nominations have been duly made, each slate shall appoint one teller, from among members of the Association who are entitled to vote and are not on the ballot, and who together with the Recording Secretary, shall conduct the balloting and count the votes. Immediately after tallying the votes, the tellers shall deliver the result to the presiding officer for announcement.

SECTION 5

When no contesting nominations have been made in accordance with these By-Laws, the election may be made by vote or the casting of a single ballot pursuant to the majority vote of the eligible members present and voting.

SECTION 6

Elections for the Committee on Nominations shall be held at the annual meeting pursuant to Article XVII.

**ARTICLE XV
QUORUM**

At all annual, state, or special meetings of the Association, except as herein otherwise provided, a quorum shall consist of fifteen (15) members, and in case a quorum shall not be present at such meeting, it may be adjourned by those present to a future date, of which notice shall be given to all members by the Corresponding Secretary.

**ARTICLE XVI
STANDING AND OTHER COMMITTEES**

SECTION 1

The standing committees of the Association shall be as follows:

1. Committee on By-Laws
2. Committee on Cooperation with Bar Associations
3. Committee on Employment and Equal Opportunities for Women
4. Committee on Judiciary
5. Committee on Legislation
6. Committee on Membership
7. Committee on Nominations
8. Committee on Press and Public Relations
9. Committee on Professional Ethics and Discipline
10. Committee on Programs and Arrangements

SECTION 2

The Committee on Nominations shall be governed solely by Article XVII of these By-Laws. The provisions of this Article shall not apply to said Committee.

SECTION 3

Special committees of the Association may be appointed by the Board of Directors, or by the President upon the resolution of the Board of Directors, or pursuant to resolutions adopted by members of the Association at any annual, stated, or special meeting of the Association.

SECTION 4

The President shall be ex-officio a member of all standing and special committees of the Association and shall be entitled to participate in the proceedings thereof as a member; but the attendance of the President as such ex-officio member shall be optional and voluntary on her part and shall not be deemed a part of her official duties as President.

SECTION 5

If any member of any standing committee is absent for two successive meetings without excuse presented to the committee, her place may be declared vacant by the committee. This provision shall be effective only if printed on all notices of committee meetings.

SECTION 6

All committee appointments, including the filling of vacancies, shall be made by the President, and only members in good standing with the Association shall be appointed. The President shall give first consideration to primary members of the Association in appointing committee chairs.

SECTION 7

The Chairperson of each standing and special committee upon the direction of the Board of Directors or the President shall report to the Board of Directors upon the proceedings of such committee and shall present to the Board of Directors for its action any recommendation that the committee may make for expenditures or otherwise. Each of the standing and special committees shall present its annual report in writing to the President on or before April 1st of each year.

SECTION 8

Except as stated herein, no committee shall contract for or make expenditures in excess of such appropriation as the Board of Directors shall authorize, subject to the provisions of Article XII of these By-Laws.

Each committee may charge the committee members an assessment that will cover the actual cost of the committee's meetings, if such assessment has been previously approved by either the President or Treasurer. The Association shall not be responsible for a committee's failure to pay bills that have not been previously authorized.

SECTION 9

The chairperson of any committee who shall resign or fail to act for any reason prior to the completion of her term as chairperson, shall upon the appointment of a successor, immediately turn over to such successor, all file and pertinent matter relating to the work done during her chairpersonship. The chairperson of each committee shall upon presenting her final report to the President turn over to the President all files and pertinent matter relating to the work done during her chairpersonship.

ARTICLE XVII COMMITTEE ON NOMINATIONS

SECTION 1

This committee shall consist of eight members, who shall be primary members of the Association and who shall be elected from nominations made from the floor pursuant to par. b of this Section, and the President.

Membership on the Committee shall be divided into two (2) classes of four members each, and the President. Each class shall be elected in alternate years for a term of two (2) years to succeed those whose terms expire. Any vacancy or vacancies in the other class shall also be filled at said meeting. The four candidates receiving the highest number of votes shall be elected for terms of two (2) years and of the remaining candidates, those receiving the highest number of votes shall be declared elected to fill any vacancies.

The election of the Committee on Nominations shall take place at the annual meeting of the Association, except that the first election of the Committee after the passage of the amendment to these by-laws to change the date of its election to the annual meeting shall be held at the first membership meeting after the passage of said amendment.

SECTION 2

Subsequent to the election of the Committee on Nominations, the Committee shall solicit suggestions and recommendations from members for the offices and directorships to be filled at the following annual meeting.

SECTION 3

The Committee on Nominations shall make nominations for the Association offices and directorships and for WBASNY directorships. The report of the Committee shall be forwarded not less than seventy-five (75) days prior to such annual meeting to the Corresponding Secretary, who shall ensure that a copy of such report shall be included in the Association's February Newsletter or such other communication providing notice to the membership in February.

SECTION 4

The Committee on Nominations shall not nominate any of its members for any office of the Association; however, a member of the Committee may be nominated for a directorship of the Association and/or of WBASNY.

SECTION 5

The Committee on Nominations shall meet within 60 days after taking office, and shall meet as often thereafter as the Committee deems necessary, for the purpose of determining its nominations.

SECTION 6

The chairperson of the Committee on Nominations shall be elected by the members of the Committee.

SECTION 7

At all meetings of the Committee on Nominations a quorum shall consist of six (6) members.

SECTION 8

Any member of the Committee on Nominations whose name has been placed in nomination for a directorship of the Association or of WBASNY shall not be present during the discussion relating to such position and shall not participate in the vote for the nomination for such position.

SECTION 9

Voting shall be by closed ballot.

SECTION 10

Any fifty (50) members of the Association, eligible to vote at the annual meeting, may by writing delivered to the Corresponding Secretary not less than forty (40) days prior to the annual meeting propose candidates for any or all of the offices, or directorships to be voted upon at such annual meeting, and the Corresponding Secretary shall give notice as provided in Section 1 of Article V of these By-Laws, to the members of the Association of such proposed candidates and the names of their proposers, together with the candidates nominated by the Committee on Nominations.

SECTION 11

In the event that a vacancy is created in the slate of nominees prior to the vote of the membership at the annual meeting, the Nominations Committee shall confer within twenty (20) days of the creation of the vacancy, and nominate an alternate nominee for the vacancy. If the vacancy is filled prior to publication of the notice of the annual meeting, notice of the vacancy and substitution shall be included in the annual notice. Notice shall also be given to the membership

of the association at the annual meeting that a vacancy occurred and the membership shall be informed of the replacement to the slate.

SECTION 12

In the event that a vacancy on the Committee of Nominations occurs before the Committee has reported its nominations, the unexpired term thereof shall be filled by a successor Committee member to be elected by the Board of Directors at a duly noticed meeting by a majority of the members present.

SECTION 13

In the event that a vacancy occurs in an NYWBA officer or director position, or in a WBASNY director position, after the annual meeting and/or before the expiration of the individual's term of office, the Nominations Committee shall confer within twenty (20) days of the notice of the vacancy, and shall nominate a successor to serve for the unexpired term. The Nominations Committee shall present such nominee to the Board of Directors for election pursuant to Article II, Sections 2 and 3; Article VII, Section 2; and Article IX, Section 3.

**ARTICLE XVIII
COMMITTEE ON BY-LAWS AND AMENDMENTS**

SECTION 1

This Committee shall keep a record of and take action on all suggestions and proposals relating to a modification or change in the By-Laws from time to time; and shall prepare and submit to the membership of the Association for its consideration any change or amendment to the By-Laws that it deems necessary or advisable, such amendment to be made in accordance with these By-Laws.

SECTION 2

The affirmative vote of two-thirds of the members of the Association present and voting upon a proposed amendment to the By-Laws shall be required for the adoption of such amendment. Such proposed amendment shall not be presented to the members of the Association until and unless the Board of Directors has approved the proposed amendment. Subsequent to the approval by the Board of Directors, the members of the Association shall be given fifteen (15) days written notice of the proposed amendment or amendments to the meeting at which the vote will be taken.

**ARTICLE XIX
COMMITTEE ON COOPERATION WITH OTHER BAR ASSOCIATIONS**

SECTION 1

The Committee shall be the representative of the Association on the Joint Committee of Bar Associations.

SECTION 2

It shall also be the duty of this Committee to take original action to cooperate with other associations of lawyers in the City of New York and in the United States in all matters of mutual interest.

ARTICLES XX
COMMITTEE ON EMPLOYMENT AND EQUAL OPPORTUNITIES FOR WOMEN

SECTION 1

This Committee shall accept information or notices regarding employment opportunities and publicize said opportunities for the membership at large.

SECTION 2

This Committee shall investigate and report to the Association on the social and economic status of women generally in government, business, and the professions and, when, in the opinion of the Committee, action by the Association is indicated, the Committee shall submit its recommendations to the Board of Directors.

SECTION 3

It shall be the duty of this Committee to obtain information as to the legal status of women in the City and State of New York and in the United States, and it shall examine into and report to the Board of Directors upon such conditions and shall recommend such changes or reforms as it may deem proper.

SECTION 4

It shall be the duty of this Committee to obtain information as to the situation and standing of women under the Civil Service laws and regulations of the City and State of New York and of the United States, and it shall examine into and report to the Board of Directors upon such conditions and recommend such changes or reforms as it may deem proper.

SECTION 5

The Committee shall conduct programs to enhance employment opportunities for the membership.

ARTICLE XXI
COMMITTEE ON THE JUDICIARY

SECTION 1

It shall be the duty of this Committee to consider and investigate any complaint that may be laid before it of misconduct in office upon the part of any judicial officer, and if, in the opinion of the Committee, the complaint is well founded, it shall report thereon to the Board of Directors for

action, and the Board of Directors shall thereupon take such action as in its judgment is proper and appropriate and is consistent with the By-Laws of WBASNY.

SECTION 2

The Committee shall also have power to consider complaints made against the clerks and other ministerial officers and attendants connected with courts and, if it finds such complaints well founded, to bring the matter before the Board of Directors for action.

SECTION 3

The Committee shall also have the power to consider the qualifications of candidates nominated or proposed to be nominated or appointed by a duly qualified body or officer having the power so to nominate or appoint for election or appointment to judicial office; and shall report thereon to the Board of Directors for action. During July and August, and until the first Board of Directors meeting thereafter, the Committee shall report directly to the President for action. All deliberations of the Committee shall be and remain confidential.

SECTION 4

This Committee shall consider and work to implement proposals for improvement and reform of the judiciary including methods of judicial selection.

**ARTICLE XXII
COMMITTEE ON LEGISLATION**

SECTION 1

The Committee on Legislation shall review, make proposals for and recommend action with respect to any legislation not falling within the proscription of the By-Laws of WBASNY, provided that such action has been submitted to and approved by the Board of Directors of the Association. With respect to all other legislation, this Committee shall cooperate fully with the Committee on Legislation of WBASNY and shall read and report on the activities of that Committee to the Board of Directors for any action consistent with the By-Laws of WBASNY.

The Chair of the Committee on Legislation shall be a member of the Committee on Legislation of WBASNY.

**ARTICLE XXIII
COMMITTEE ON MEMBERSHIP**

SECTION 1

It shall be the duty of this Committee to invite and welcome new members to the Association, actively solicit membership and undertake social and other functions as are appropriate to increase membership and active participation in the Association.

**ARTICLE XXIV
COMMITTEE ON PRESS AND PUBLIC RELATIONS**

SECTION 1

This Committee shall prepare on behalf of the Association, and release timely, all publicity releases to newspapers, periodicals, radio, television, or other media of communication.

SECTION 2

A release relating to policy of the Association of any kind shall not be issued without prior approval of the Board of Directors.

**ARTICLE XXV
COMMITTEE ON PROFESSIONAL ETHICS AND DISCIPLINE**

SECTION 1

It shall be the duty of this Committee to take original action, and to cooperate with other associations of lawyers in the United States, in all matters tending to the elevation of the standard of professional honor and conduct, and it shall also be the duty of this Committee to examine into and investigate any practice or method of procuring or transacting business by lawyers that may be regarded as prejudicial to the welfare of the profession, or of the community, and to report to the Board of Directors, who shall take such action thereon as it may deem proper.

SECTION 2

This Committee shall be empowered to prepare or cause to be prepared articles or treatises upon subjects relating to professional ethics.

SECTION 3

Complaints against members of the Association or other members of the Bar of misconduct in a professional relation shall be considered by this Committee, and if, in its opinion, after investigation, sufficient grounds therefore exist, a report upon such complaints shall be presented to the Board of Directors with the recommendation of the Committee. The Board of Directors may, after hearing upon written notice, by a vote of two-thirds of its members censure, suspend, or expel from membership in the Association, any member against whom such complaint shall have been made, and may also by a like vote cause charges to be presented to the appropriate Department of the Appellate Division of the Supreme Court of the State of New York for disbarment or suspension from practice of any member of the Bar against whom such complaint is made, or institute any other appropriate legal proceedings.

SECTION 4

Complaints against members of the Association of misconduct in their relations to the Association or of conduct prejudicial to the peace, goodwill, or welfare of the Association, shall be considered by this Committee. If the charges are deemed proved by the Committee, it may

recommend to the Board of Directors censure, suspension for a stated period, or expulsion from membership of the guilty member. The Board of Directors by a vote of two-thirds of its members may take such action on such recommendations as it may deem advisable.

SECTION 5

Any person against whom any complaint is made before this Committee shall be notified thereof, and shall be afforded an opportunity to examine all charges and evidence submitted to the Committee, and to make answers thereto. The Committee shall have power to make rules respecting hearings upon such proceedings. Proceedings before the Committee shall be disclosed only as the Board of Directors may order after the proceedings have been reported to it.

SECTION 6

The Board of Directors shall have full power and authority to call upon any members of the Association for professional services in connection with any of the aforesaid duties.

SECTION 7

This Committee shall have the power to employ counsel at such salary as the Board of Directors may provide and to maintain an office. Such counsel shall represent the Association in proceedings pursuant to this Article except as the Board of Directors may otherwise direct.

SECTION 8

This Committee shall have specific power to cooperate with and represent the Association in connection with any other association of lawyers of the State of New York, or the United States, either permanently or in particular instances, by authority of the Board of Directors.

ARTICLE XXVI COMMITTEE ON PROGRAMS AND ARRANGEMENTS

This Committee shall consist of the President, a Chairperson, and three members annually appointed by the President. It shall have charge of the programs to be presented at the meetings of the Association.

ARTICLE XXVII INDEMNIFICATION AND INSURANCE

SECTION 1

In its By-Laws, WBASNY defines the circumstances under which it will indemnify "Association Executives" (as defined in WBASNY By-Laws, Article XXVII) of WBASNY and its "Non-Profit Subsidiaries" (including the WBASNY's Foundation, the Chapters, and the Chapter Foundations), against any judgments, fines, amounts paid in settlement and expenses, including counsel fees and disbursements. That Article also provides that WBASNY may, to the fullest extent permitted by law, maintain insurance to cover potential claims and suits, including for the potential liability and indemnification of Association Executives and WBASNY's Non-Profit Subsidiaries.

SECTION 2

Upon receiving notice of a suit, proceeding, a threat of suit, or a claim against WBASNY, the Chapter, or other Non-Profit Subsidiaries or Association Executives, the Chapter shall promptly notify the WBASNY President and Recording Secretary in writing, and by email or other appropriate means, and forward any documentation received in connection therewith.

**ARTICLE XXVIII
INTERPRETATION OF BY-LAWS**

Wherever the word "she" or "her" is used herein, such word shall be construed to include "he" or "him" where appropriate.

**ARTICLE XXIXVIII
MISCELLANEOUS**

If any section of these By-Laws is renumbered, the remaining By-Laws shall be deemed renumbered accordingly. If any section of the By-Laws of WBASNY that is referred to in these By-Laws is changed or renumbered, these By-Laws shall be deemed amended accordingly.

[As amended through April [26], 2017 and effective on June 1, 2017 ~~September 14, 2009.~~]

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