

# NYWBA

## NEW YORK WOMEN'S BAR ASSOCIATION

### ANNUAL MEETING OF THE ASSOCIATION and Election of Officers and Directors

and  
program on

#### "MAKING THE MOST OF YOUR CAREER"

**Tuesday, April 10, 2012**

6:00 p.m. - Annual Meeting and Elections

6:30 - 8:00 p.m. - "Making the Most of Your Career"

**Real Estate Board of New York,**

570 Lexington Avenue (btw 50th & 51st Streets),  
Lower Level, Mendik Board Room, NYC

*No Charge. Light refreshments will be served.*

At the Annual Meeting, members will mingle, get updates on the Association, and vote on NYWBA and WBASNY Officers, Directors & Delegates for next year.

Following the meeting, a panel of preeminent attorneys will share their experiences on the ladder to success and will discuss issues that significantly affect women in the practice of law. Topics include navigating office politics, work-life balance, mentoring, rainmaking, transitioning in and out of firms, and going solo.

#### Panelists

Martha E. Gifford, Esq.

Julie Kane, Esq.

Lauren Blumenthal Kleiman, Esq.

Beth S. Rose, Esq.

#### Moderator

Lisa A. Sokoloff, Esq.

**For details & to RSVP: Go to [www.nywba.org](http://www.nywba.org)  
(left column) and click on the entry for  
the Annual Meeting & Career Forum.**

#### **Look inside for other events and announcements, including:**

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### PRESIDENT'S MESSAGE

#### ***Discrimination Against Women Continues***

APRIL 2012



Patricia Ann Grant

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Frequently, a question is raised about the continuing need for a women's bar association, since women have made great strides in the law and now constitute nearly half of all law students. Sometimes people forget that there is continuing discrimination against women. Think about Sandra Fluke, a young Georgetown law student, who was maliciously attacked by radio personality Rush Limbaugh for discussing an important women's issue. Think about the Congressional Hearing on women's health issues to which no women were invited either to attend or to speak.

I was reminded of all of this when I read the recently released best seller "Unorthodox" by Deborah Feldman. For complete transparency, I should say that Deborah is my client. I was riveted by her book and the unspeakable denigration that this young woman endured, until she had the courage to speak out and break free of all the horrible constraints she confronted in the community in which she lived.

It seems impossible in this day and age that any woman, particularly competent, intelligent women living in New York City, could possibility be subjected to the daily degradation about which Ms. Feldman writes concerning the role of women in the Satmar community. Simply put, their function is to produce babies and cook and clean for their husbands and children. They are not to be heard from or involved in the important decisions in their families' lives; those decisions are made by the men. Women are not permitted to obtain higher education. For the most part, their formal education ends without even a high school diploma. Their role is defined very concisely by the community, and it is humiliating and degrading.

This brave young woman, who was not permitted to bring English language books into her home and who received only one perfunctory English course during her entire academic education in the Satmar community, had to sneak out to the library to obtain books and then hide them under her mattress to escape punishment - punishment for reading books in English. Basically, she had to teach herself to read and write English; and did she ever!

Secretly, she managed obtain admission to Sarah Lawrence College and then, after leaving  
(Continued on Page 2)

**~ NOTICE TO MEMBERS ~  
ANNUAL MEETING & ELECTIONS**

The **Annual Membership Meeting** and elections will be held on **Tuesday, April 10, 2012 at 6:00 p.m.**, and will be followed by a program on **"Making the Most of Your Career"** (see announcement, page 1). Members in good standing whose 2011-12 dues were received by **January 31** may vote at the Annual Meeting. (NYWBA By-Laws, Art. XIV, Section 1.) Votes will be taken on the nominees for NYWBA and WBASNY Offices (listed below) and on amendments to WBASNY's By-Laws (see announcement on page 9).

**NYWBA NOMINATIONS COMMITTEE REPORT**

At its November 29, 2011 meeting, the *NYWBA Committee on Nominations* nominated the following candidates to serve for the terms stated below.

**OFFICERS (2012-2013)**

President: Hon. Jacqueline W. Silbermann  
 Vice Presidents: Julie Hyman  
 Amy Saltzman  
 Yacine Barry  
 Treasurer: Ann E. Gittleman  
 Recording Secretary: Jennifer P. Brown  
 Corresponding Secretary: Stephanie M. Adduci

**BOARD OF DIRECTORS  
Class of 2012-2015**

Leona Beane Patricia Ann Grant  
 Jo Ann Douglas Kay Marmorek  
 Catherine M. Foti Monique McClure  
 Amy B. Goldsmith

**Class of 2009-2012 (to fill an unexpired term)  
Bonnie R. Cohen-Gallet**

**COMMITTEE ON NOMINATIONS  
Class of 2012-2014**

Patricia Ann Grant Lisa A. Sokoloff  
 Hon. Kelly O'Neill Levy Andrea Vacca

**NYWBA MEMBERS OF WBASNY BOARD (2012-2013)**

Jennifer P. Brown Patricia Ann Grant  
 Elizabeth A. Bryson Julie Hyman  
 Dawn M. Cardi Marjorie Martin  
 Jo Ann Douglas Amy Saltzman  
 Hon. Betty Weinberg Ellerin Lisa A. Sokoloff

**WBASNY NOMINATIONS COMMITTEE REPORT**

President-Elect **Maureen E. Maney** (*Central New York*) will be installed as President at the WBASNY Convention on June 2, 2012. The WBASNY Nominations Committee nominated the following for other officer positions:

President-Elect: Donna E. Frosco (*Westchester*)  
 Vice Presidents: Andrea F. Composto (*Brooklyn*)  
 Jacqueline P. Flug (*Bronx*)  
 Irene V. Villaci (*Nassau*)  
 Treasurer: Maureen Crush (*Orange-Sullivan*)  
 Recording Secretary: Annette G. Hasapidis (*Westchester*)  
 Corresponding Secretary: Ann Baldwin Littman (*Rockland*)

*President's Message (Continued from Page 1)*

the Satmar community with her young son, wrote this amazing story about her experience. It is well worth reading, to remind all of us of the "role" of women in so many countries and societies, and of the many reasons we continue to need a women's bar association; and why we must be ever vigilant about the degrading treatment of women in our society, and throughout the world.

Speaking of violations against women, I am so pleased that the NYWBA Foundation will be presenting a breakfast program on "Stopping Sex Trafficking in New York City." I hope you will all consider attending this charity benefit.

I also hope members will join us at our Annual Meeting and Career Forum on April 10th. After the membership meeting and elections, a distinguished panel will speak about how to "Make the Most of Your Career" -- an important topic for all of us.



**NYWBA Foundation Breakfast Speaker Series**

**"The First Step is Awareness: Stopping Sex Trafficking in New York City"**

Featuring:

**Rachel Lloyd** -- Nationally recognized expert on sexual exploitation and domestic trafficking and author of "Girls Like Us."

and

**Pamela Chen, Esq.** -- Assistant U.S. Attorney for the Eastern District of New York and Chief of the Criminal Civil Rights Section, which investigates and prosecutes cases involving human trafficking

**Date:** Wednesday, April 18, 2012

**Time:** 8:00am - 9:30am

**Place:** The Cornell Club, 6 E. 44th St., NYC (just east of Fifth)

**Cost:** \$75 per person\* (in advance)  
 \$85 per person (at the door, subject to availability)

*The NYWBA Foundation is a 501(c)(3) charity. The fair market value of the breakfast is \$30; your donation in excess of this amount is tax deductible to the fullest extent allowed by law.*

**RSVP:** Seats are limited, so register ASAP. To RSVP, go to [www.nywba.org/calendar](http://www.nywba.org/calendar) and click on the entry for April 18, 2012.

**Info:** For additional information, contact Foundation President Karen Mitchell, Esq. at [kmm32@cornell.edu](mailto:kmm32@cornell.edu).

**Sponsors:** The NYWBA Foundation thanks **Baker Hofstetler LLP** for its contribution to help sponsor this event.

*\*Special Opportunity - Your purchase of additional Student Ticket(s) at the above price will give public high school students with a proven interest in law the opportunity to participate in a professional activity and excellent learning experience. Contributions for Student Tickets are also tax deductible to the fullest extent allowed by law.*

## WELCOME NEW MEMBERS

Erin Bansal  
 Katherine Betcher  
 Rachel E. Black-Maier  
 Barbara G. Brown  
 Sharon E. Burdicko  
 Cailin Madden Burke  
 Shubha Mathur Chandra  
 Riana A. Cohen  
 Lauren De Lotto  
 Katerina Duarte  
 Tiffany M. Evans  
 Lesley A. Friedland  
 Lawrence B. Goodman  
 Dari L. Horowitz  
 Pooja Jaitly  
 Erin P. Kandel  
 Alison Karmelek  
 Atossa Kia  
 Michelle Sabina King  
 Kimberly A. Klibert  
 Eliska Krausova  
 Amanda E. Laird  
 Tatiana Lazaro-Lopez  
 Lauren G. Lee  
 Christine A. Malik  
 Antonia J. Martinez  
 Janis L. McDonagh  
 Maya N. Menendez  
 Madalyn M. Miller  
 Vanessa M. Morales

Melissa J. Muscat  
 Carmel Mushin  
 Emilia Naccarato Roll  
 Alvin C. Vanessa Ogar  
 Rosalie Perrone  
 Pihra Hoff Pizzigrilli  
 Janice Powers  
 Emily Perks Quinlan  
 Leah Rabinowitz  
 Anita Sue Rho  
 Yesenia Milagros Rivera  
 Cori Scheiner  
 Deborah Share  
 Carol R. Sharpe  
 Dong Eun Shin  
 Milena Shtelmakher  
 Anne Strickland Squadron  
 Eva D. Stein  
 Maria D. Strohbehn  
 Victoria A. Turchetti  
 Angela R. Turner  
 Andrea Vazquez  
 Marea Lane Wachsmann  
 Katherine Ward  
 Meryl H. Waxman  
 Kelly M. Weiner  
 Rachel M. Weiss  
 Jessica Woodhouse  
 Lindsay Zahradka  
 Elena Zoniadis

## SUSTAINING MEMBERS

With their generous contributions, our sustaining members make it possible for us to accomplish so much more. We thank these new Sustaining Members for their support.

Alton L. Abramowitz	Timothy W. James
Lauren De Lotto	Nancy M. Loudon
Myrna Felder	Diane Meyers
Lisa Fischel-Wolovick	Claire F. Rush
Catherine M. Foti	Randy L. Shapiro
Myra L. Freed	Michele D. Tortorelli

## Report from Ali Kunen, NYWBA's Foundation Fellow

This summer I interned for Sanctuary for Families, Inc., a non-profit organization that provides representation for domestic violence victims in cases involving divorce, immigration, child custody/visitation, and prosecution of batterers in criminal matters. I was interested in interning at Sanctuary for Families based on my interest in pursuing a career in family law.

During my first few months at Cardozo Law, I became involved with the Cardozo Advocates for Battered Women's Uncontested Divorce Program, which was run by the attorneys at Sanctuary for Families. In aiding my client in obtaining a divorce, I conducted several interviews with her and educated her about her legal rights and remedies. Through my participation with the Program, I was able to gain practical experience in the area of family law, learning the entire procedure required for attaining an uncontested divorce. Having completed the final paperwork, my efforts not only liberated a woman in need but also provided me with one of the most rewarding experiences I have had to date. My involvement with the Uncontested Divorce Program at Cardozo both opened my eyes to, and focused my interest in, the many areas of family law.

Having had such a positive experience working with Sanctuary for Families through the Uncontested Divorce Program, I decided to continue working with this amazing organization over the summer. Unlike my experience with Sanctuary for Families in the fall, this summer I was able to focus on contested divorces. My daily responsibilities included drafting subpoenas, conducting legal research, and writing responses to appellate briefs. On several occasions, I was given motions to file in court. I also accompanied my supervising attorney to court and sat in on client interviews. Lastly, I was responsible for re-vamping the manual used in the Uncontested Divorce Program trainings.

I would highly recommend that any student interested in family law consider interning at Sanctuary for Families. All of the attorneys at Sanctuary for Families are deeply interested in aiding each intern's growth as both a student and an aspiring law student. I believe that interning at Sanctuary for Families has provided me with the opportunity to build upon the skills I have already acquired as well as provide the necessary experience and exposure to further my career in family law. I would like to thank the New York Women's Bar Association Foundation for the opportunity to participate in this fellowship.

## COMMITTEE NOTES

The **Matrimonial and Family Law Committee** is an active committee that meets the third Tuesday of every month. The next meeting will be held on April 17th and will provide a forum on Parent Coordinators. Next meeting date: May 15th. Committee meetings are held at the offices of Blank Rome, LLP (The Chrysler Bldg., 405 Lexington Avenue, NYC). Meetings start at 6 pm, and no one will be admitted after 6:30 pm. Committee members should RSVP to [MFRsvp@nywba.org](mailto:MFRsvp@nywba.org) to confirm their attendance prior to the meeting date. Committee Co-Chairs Virginia LoPreto, Michele Tortorelli, and Hon. Lori Sattler can be contacted via email at [MF@nywba.org](mailto:MF@nywba.org).

The **Students & New Lawyers Committee** will hold its next meeting on April 21st. It is a Saturday meeting to be held at a location to be determined. The meeting promises to be both unique and informative. For more information, to join the committee, or to RSVP to the meeting please email Committee Chair Stephanie M. Adduci at [SNL@nywba.org](mailto:SNL@nywba.org).



## NYWBA's Judiciary Reception a Huge Success

On February 2, 2012, the NYWBA held its Annual Judicial Reception honoring the newly elected, re-elected, and newly appointed Judges of New York County at the Yale Club. The event was a success with a record number of attendees present for the event.

After welcoming remarks and acknowledgment of the event's sponsors by Judiciary Reception Chair Jennifer P. Brown, NYWBA President Patricia Ann Grant greeted the crowd and personally acknowledged each of the honorees in attendance.

Guests mingled and networked over appetizers and wine, allowing everyone the opportunity to socialize with and congratulate the honorees.

Many thanks to our sponsors: BST Valuation & Litigation Advisors; Gair, Gair, Conason, Steigman, Mackauf, Bloom & Rubowitz; Jackson Lewis LLP; Klein Liebman & Gresen, LLC; Printing House Press; Hon. Betty Weinberg Ellerin; Ephron-Mandel & Howard, L.L.P; and Eileen S. King. Their generosity made the night possible. Thanks also to all of the committee members who worked so hard to make this a successful and fun event.



## NYWBA's Judiciary Reception (con't)



### 2012 WBASNY Convention - June 1-3, 2012

The Convention is a great place to network with members from across NYS, get CLE credits, and pay tribute to WBASNY's honorees, which this year includes NYWBA member *Hon. Carmen Beauchamp Ciparick*, New York Court of Appeals, who will receive the *Hon. Judith S. Kaye Access to Justice Award*.

For details and to RSVP, go to [www.wbasny.org](http://www.wbasny.org) and click on the Convention icon (lower right corner of the home page).

**RSVP Now! - Early Bird Discount (\$50 off)  
ends April 13, 2012**

## A Report from Sally Shinkel, NYWBA Foundation's InMotion Fellow

Thanks to a fellowship funded by the New York Women's Bar Association Foundation, I had the opportunity to work at inMotion Inc. during the spring semester of my second year at NYU Law. I had hoped to use this as a chance to gain experience interacting with low-income female clients and to learn about family and immigration law. With the guidance of inMotion's talented and dedicated staff, I accomplished that and more. I reinforced a commitment that I formed upon choosing the legal profession: to use what I have learned in law school and empower those less fortunate.

I was especially excited to work at inMotion because it is well known for assisting low-income women with family, matrimonial, and immigration law issues. During my internship at inMotion, I assisted callers on an intake hotline and, under the supervision of inMotion staff member Anna Ognibene, I also assisted in-house clients with immigration and divorce matters. Moreover, I took advantage of various CLE training seminars organized by inMotion, which provided the base of knowledge necessary for my client work.

Running the telephone intake hotline is one of the most basic forms of the assistance inMotion provides. inMotion staff and interns attempt to put callers on the right track by connecting them with advice and counsel for pro se assistance or, in some cases, pro bono representation. Answering the intake hotline required me to understand legal issues that just days before were new to me, and while it was a challenging experience at first, I soon came to enjoy being a first contact to callers in need of direction because I helped empower low-income women by giving them the tools to start toward the legal recovery they needed.

In addition to my work on the intake hotline, my other significant contribution was preparing an application for permanent residency status for a client who was the victim of domestic violence. Under the Violence Against Women Act (VAWA), victims of domestic violence at the hands of United States citizen or permanent resident spouses can file for permanent residency without the having to obtain the usual supporting documents or corroborating statements from their abusers. Instead, a domestic violence victim must prepare an affidavit and supporting documents showing, among other things, that he or she was married in a valid, good faith marriage to an abusive US citizen or permanent resident. Preparing the VAWA petition can be a daunting task for many non-citizen low-income women who, because of their immigration status, are often unable to work to earn money to pay for legal advice. inMotion's free legal services are precious to these women.

I met with my VAWA client on multiple occasions to hear about her experience. Our many meetings were intense and emotionally trying. I was forced to ask difficult questions because my goal was to retell my client's story in a complete, consistent, and compelling way for the immigration authorities. I reached out to her family and friends for supporting statements, and I collected documentation whenever possible. Along the way, I was impressed by the strength and composure of my client, and I was guided by the well-reasoned advice of my supervisor. I felt the importance of my work, and I poured substantial effort into its successful completion. At the end of my internship, I had completed my client's affidavit and supporting affidavits for her VAWA petition. My client was very

grateful for the work I put into her case, hugging me goodbye on my last day with tears in her eyes. It was one of the most rewarding professional experiences I have ever had. It reminded me of why I wanted to be a lawyer in the first place and reinforced my commitment to providing pro bono legal services to those less fortunate in the future.

By the semester's end, I had fulfilled my goal of learning about immigration law and interacting with clients through my work on the VAWA petition. I had also learned about family and matrimonial law by assisting in multiple uncontested divorces throughout the summer. Without a doubt, however, the most fulfilling part of the semester was the feeling I received when helping my clients to regain control of their lives. This is the invaluable work that the inMotion staff accomplishes everyday and I was so happy to have had the opportunity to share in it thanks to the NYWBA Foundation.

### Judges and Lawyers Breast Cancer Alert Annual Dinner

**Monday, May 7, 2012**

*6 pm - Cocktail Reception & Silent Auction  
7 pm - Awards & Installation Dinner*

*Hon. Jennifer G. Schecter*

and *Edward S. Kornreich, Esq.*

will be installed as JALBCA Co-Presidents,  
and awards will be presented to *Hon. Gail Prudenti*,  
*New York Chief Administrative Judge*,  
and *Sullivan & Cromwell, LLP*.

For details and to RSVP, go to

[www.nywba.org/calendar](http://www.nywba.org/calendar)

and click on the entry for May 7, 2012.

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# Women, You've Come a Long Way but the Journey Isn't Over

by Michael Salmon



March was Women's History Month, and since women began officially celebrating their political, economic, and social achievements over a century ago, they have made significant strides in these areas. Though women have overcome many obstacles, they still face some unique financial and lifestyle challenges. Here are four tips for women to help overcome these challenges when working toward their financial goals.

**1. Plan to live longer on your retirement savings.** On average, women live longer than men. Living to an old age is a blessing, but it can also mean facing greater healthcare costs and the challenge to make retirement savings last. To avoid the future burden of long-term care costs on yourself and your family, consider including a long term care policy into your financial plans for retirement. Do your research beforehand, and keep in mind that these policies are typically more affordable to purchase while you're relatively young and healthy.

**2. Consider the financial impact of time out of the workforce.** Taking on the role of caregiver for children or aging family members is admirable, but may place limits on one's earning power and savings goals. Exiting the workforce for any period of time means leaving behind a paycheck, and often the ability to contribute to an employer-sponsored retirement plan. To off-set any loss of income from time spent out of the workforce, be sure to plan for the effect it may have your long-term financial goals and save more while you're able.

**3. Practice salary negotiation at work.** When it comes to equal pay, women have done a lot of catching up, however their salaries still tend to be less on average - about 75 percent of what men earn - and that can add up over time. One of the factors that may contribute to this discrepancy in income is that women tend to impair their ability to earn more by hesitating to

ask for and negotiate promotion or higher salary. Recognizing your worth and proactively seeking a salary increase can make a difference in your earning power, and your retirement savings.

**4. Review your investment portfolio with a critical eye.** Women tend to take a more conservative approach than men when investing their money. Though this isn't always negative, defining and taking the appropriate amount of risk with your investment portfolio can be beneficial. Like with any important personal relationship, an emotionally balanced approach to your investment portfolio can produce healthier exchanges and opportunities.

Women have made achievements that generations ago seemed impossible, and now have the ability - and sometimes even an advantage - when it comes to financial independence. For instance, women now hold public office, occupy high-ranking positions in some of the largest global companies, and run their own businesses. Recognizing your own financial personality, and planning for both the expected and unexpected events that life may throw your way is the first step in taking control of your finances. Whether you're a man or woman, you're likely busy with multiple obligations, and you may find yourself struggling to find time to spend with your finances. Consider working with a professional financial advisor who can help you evaluate your current financial situation and help better prepare for your long-term financial goals.



Michael Salmon is a Senior Financial Advisor with Ameriprise Financial in Midtown Manhattan. Michael specializes in Financial Planning, Investment Portfolio Management, Retirement Planning Strategies, Estate Planning Strategies, and Saving for Education. Michael is an active public speaker and financial columnist. You can reach Michael at (646) 964-9470 or [michael.b.salmon@ampf.com](mailto:michael.b.salmon@ampf.com).

Michael is licensed and registered to conduct business in NY. Based on licenses and registrations he holds, he may also conduct business in MI, MA, OR, FL, PA, NM, NC, CA, RI, CT, KY, NJ, and LA.

Source for statistics: Women's statistics from the U.S. Department of Commerce Economics and Statistics Administration for the White House Council on Women and Girls, March 2011.

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~ R E M I N D E R ~

Don't forget to RENEW your membership for 2011-2012!

*It's easy ...*

If you haven't renewed already, go to [www.nywba.org](http://www.nywba.org) and click on "Membership" to access our secure online membership form or contact our Executive Director ([ED@nywba.org](mailto:ED@nywba.org) or 212-490-8202) to have a renewal form sent to you.

A D V E R T I S E M E N T



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**- NOTICE TO MEMBERS -  
VOTE ON RATIFICATION OF PROPOSED WBASNY BY-LAWS AMENDMENTS**

NYWBA is a founding Chapter of the Women's Bar Association of the State of New York (WBASNY). As such, NYWBA members are also members of WBASNY. At its January 28, 2012 meeting, the WBASNY Board (which includes the NYWBA President and 10 NYWBA Delegates), voted to amend WBASNY's By-Laws to expand the circumstances and procedures for indemnifying and defending officers, directors and other "Association Executives" of WBASNY, its Chapters (including the NYWBA), and the Foundations when such persons are sued or threatened with suit.

**At the NYWBA's Annual Membership Meeting on Tuesday, April 10, 2012, NYWBA members will be asked to ratify the enactment of the proposed amendments.** The text of the proposed amendments is recited below for your convenience. (The existing By-Laws text that will be replaced is shown with strikeouts; the replacement text follows.)

**WBASNY By-Laws - Proposed Amendments to Article XXVII - "INDEMNIFICATION"**

~~The Association may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that she was an Officer or Director of the Association, against any judgments, fines, amounts paid in settlement and the expenses, including counsel fees and disbursements, incurred in connection with any such claim, action, proceeding or payment, except where such claim is based upon, in whole or in part, such Officer's or Director's willful misconduct or fraud.~~

**Section 1.**

To the extent that a "non-profit executive liability insurance policy" (hereinafter "Executive Liability Policy") covering the Association and its non-profit subsidiaries and/or affiliates is in force, the Association shall, to the fullest extent permitted by law and subject to the limits, limitations and exclusions of such policy, defend and indemnify any person who is named, or threatened to be named, as a party to any action or proceeding by reason of the fact that such person is or was an "Association Executive" (as defined in Section 3 of this Article), against any judgments, fines, amounts paid in settlement and related expenses, including counsel fees and disbursements reasonably incurred by, on behalf of, or imposed upon such person; provided however that no such indemnification shall be provided for any such person with respect to any matter (a) if such person has failed to cooperate in the defense of the matter, including providing testimony and documentation as requested; and/or (b) as to which such person shall have been finally adjudicated (i) to have acted outside the scope of her/his authority as an Association Executive and/or (ii) to have committed an intentional tort or crime, to have gained a financial profit or other advantage to which they were not entitled, or otherwise not to have acted in good faith in the reasonable belief that such action was in the best interests of the Association and/or its subsidiaries or affiliates; and further provided that any compromise or settlement payment shall be approved by a majority vote of the Board of Directors. Association Executives who are named in a proceeding and/or have been threatened to be named, shall not be prohibited from participating in the Board vote on whether to approve a settlement or compromise, but there must be a quorum of directors who are not parties to the proceeding at any meeting when such votes are held.

**Section 2.**

To the extent that an Executive Liability Policy is not in force or does not cover the claim, the Association may vote to defend and indemnify any person who is named, or threatened to be named, as a party to any action or proceeding by reason of the fact that such person is or was an Association Executive (as defined in Section 3 of this Article), against any judgments, fines, amounts paid in settlement and related expenses, including counsel fees and disbursements reasonably incurred by, on behalf of, or imposed upon such person; provided however that no such indemnification shall be provided for any such person with respect to any matter (a) if such person has failed to cooperate in the defense of the matter, including providing testimony and documentation as requested; and/or (b) as to which such person shall have been finally adjudicated (i) to have acted outside the scope of her/his authority as an Association Executive and/or (ii) to have committed an intentional tort or crime, to have gained a financial profit or other advantage to which they were not entitled, or otherwise not to have acted in good faith in the reasonable belief that such action was in the best interests of the Association and/or its subsidiaries or affiliates; and further provided that any compromise or settlement payment shall be approved by a majori-

ty vote of the Board of Directors. Association Executives who are named in a proceeding and/or have been threatened to be named, shall not be prohibited from participating in the Board vote on whether the Association will defend and indemnify them and/or whether to approve a settlement or compromise, but there must be a quorum of directors who are not parties to the proceeding at any meeting when such votes are held.

**Section 3.**

The Board of Directors may, in its discretion, authorize the Association to purchase and maintain an "Executive Liability Policy" to defend and indemnify the Association, its not-for-profit subsidiaries and affiliates (i.e., WBASNY Foundation, Chapters, and Chapters' Foundations), and any persons authorized to act on behalf of the Association, its subsidiaries or affiliates (i.e., officers, directors, executive board members, committee chairs, trustees, and other duly authorized persons, whether paid or unpaid, of the Association, its subsidiaries and/or affiliates; herein "Association Executive(s)"), against any judgments, fines, amounts paid in settlement and related expenses, including counsel fees and disbursements reasonably incurred by, on behalf of, or imposed upon such person based on their capacity with and/or conduct on behalf of the Association, its subsidiaries and/or affiliates, to the fullest extent permitted by law and subject to the terms, limits, limitations and exclusions of such Executive Liability Policy.

**Section 4.**

To the extent permitted by law and subject to the limits, limitations, exclusions and terms of any Executive Liability Policy maintained by the Association, the indemnification and advancement of expenses provided in this Article (a) shall be available with respect to events occurring prior to the adoption of this Article; (b) shall continue to exist after any rescission or restrictive amendment of this Article with respect to events occurring prior to such rescission or amendment; (c) shall apply to any Association subsidiaries or affiliates established after the adoption of this Article and to their Association Executives; (d) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding; and (e) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Association and the Indemnitee were parties to a separate written agreement. Any indemnification provided under this Article shall also inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right to defense and indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

**Section 5.**

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

**Section 6.**

In the event this Article or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable and the remainder of this Article shall remain fully enforceable.

## NYWBA Membership Information

We thank our current members for their continued support and involvement, and we look forward to welcoming new and renewing members. Take advantage of our many member benefits - join committees, network, participate in mentoring circles, attend our signature events, and get CLE credits at our innovative and compelling programs at a significantly reduced cost. It's easy to join or renew - go to [www.nywba.org/Membership](http://www.nywba.org/Membership) to access our secure online membership form.

Current members should send updated address and contact information to [ED@nywba.org](mailto:ED@nywba.org). This will help us keep you informed about our programs, events and other benefits of membership.

## Newsletter and Advertising Information

Submissions must be sent to the Newsletter Committee by the **10th** of the month for publication in the following month's Newsletter. Please submit articles, announcements, upcoming event programming, photos, committee news, member news and ads to [newsletter@nywba.org](mailto:newsletter@nywba.org). Submissions should be proofed and cite-checked, and NYWBA retains the usual editorial discretion to omit or edit all contributions. Please send an email to [newsletter@nywba.org](mailto:newsletter@nywba.org) if you have questions or are interested in joining the Newsletter Committee.

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