

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

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ARTICLE I

NAME, STATUS AS WBASNY CHAPTER, AND PURPOSES

Section 1. Name.

The name of this organization (hereinafter referred to as the “Chapter”) shall be: “The Western New York Chapter of the Women’s Bar Association of the State of New York.”

Section 2. Status as WBASNY Chapter.

(a) The Chapter is a Member Chapter of The Women’s Bar Association of the State of New York (hereinafter referred to as “WBASNY”) and is chartered by WBASNY. The geographical jurisdiction of the Chapter, unless and until changed by WBASNY, is the Eighth Judicial District of the State of New York.

(b) The Chapter shall follow and abide by WBASNY’s organizational documents, including, but not limited to, its by-laws, and shall pay those dues to WBASNY which are established from time to time by WBASNY in accordance with its by-laws, and shall otherwise operate in conformity with those mandates properly placed upon the Chapter by WBASNY.

(c) Any provision of these by-laws which is inconsistent with WBASNY’s by-laws is hereby declared null and void and of no effect; provided, however, that notwithstanding the existence of any such inconsistency, the remainder of these by-laws shall continue in full force and effect.

Section 3. Purposes.

The purposes of the Chapter are:

(a) to cooperate with WBASNY and with the various chapters and affiliates of WBASNY in formulating, acting upon, and advancing the purposes of WBASNY, as declared in its by-laws, mission statement and other official pronouncements;

(b) to promote justice for all, regardless of gender, in all phases of the study, practice and application of law;

(c) to ascertain and advance the social, economic and legal status of women through law;

(d) to expand advancement and educational opportunities for women in the field of law; and

(e) to raise the level of competence and integrity in the legal profession.

ARTICLE II

OFFICERS AND STATE REPRESENTATIVES TO WBASNY

Section 1. Officers.

The officers of the Chapter shall consist of a President, a Vice President & President-Elect, a Secretary, a Treasurer, and a Deputy Treasurer.

Section 2. State Representatives to WBASNY.

(a) The Chapter shall select one or more of its Class I members, the precise number to be determined according to the provisions of the by-laws of WBASNY, who shall act as the Chapter's delegates to the Board of Directors of WBASNY (hereinafter referred to as the "State Representatives") and who shall represent the Chapter at meetings of the Board of Directors of WBASNY.

(b) If any State Representative is unable to attend any meeting of the Board of Directors of WBASNY, the Chapter President shall designate an alternate to attend in the State Representative's place. Any such alternate shall, where practical, be chosen from among the members of the Board of Directors and/or committee Chairs, or, where not practical, then from among the Class I members. Unless restricted by the WBASNY by-laws, any such alternate shall have the same powers and duties at such meeting of the Board of Directors of WBASNY as the State Representative for whom the person is an alternate.

Section 3. Election and Terms.

(a) With the exception of the President, all of the officers and State Representatives shall be chosen through annual elections, by ballots, by a majority vote of those members entitled to vote in such elections, and who are present, whether in person by proxy, at the Annual Meeting of the Chapter to be held in April each year, pursuant to the provisions of Article XI of these by-laws.

(b) Terms of office for all officers and State Representatives shall commence on June 1st of the year in which they are elected and shall continue through the following May 31st and until their successors in office have been duly elected or appointed pursuant to the provisions of these by-laws.

(c) The office of President shall be filled each year by elevation to the office of President of the member just concluding their term as the Vice President & President-Elect of the Chapter. In the event such member is unwilling or unable to serve as President, the office of President shall be filled by the nomination and election procedures described in Article XI of these by-laws and in subsection (a) of this Section 3 above. The nomination and election procedures may be used to re-nominate and re-elect the current President to a second term of office as President, if the current President is willing to so serve and the circumstances are otherwise appropriate.

(d) No person may serve in more than one officer position at the same time, but any person may serve as both an officer and as a State Representative at the same time.

Section 4. Vacancies.

(a) If a vacancy shall occur in the office of President before the expiration of the President's term of office, the Vice President & President-Elect shall assume the office of President for the duration of the unexpired term. A Vice President & President-Elect who has been elevated to the President pursuant to the preceding sentence shall, upon completion of the unexpired term of office, serve a full term as President. In the event the former Vice President & President-Elect is unable or unwilling to continue their service as President for the remainder of the unexpired term, a new President shall be chosen pursuant to the nomination and election procedures described in Article X of these by-laws and the foregoing provisions of this Article II.

(b) If any vacancy shall occur in an elected officer or State Representative position other than the presidency before the expiration of the applicable term, including a vacancy in the office of Vice President & President-Elect, the Board of Directors shall elect, from among the Class I members, a successor to fill that office or State Representative position for the duration of the unexpired term.

(c) If the office of Vice President & President-Elect becomes vacant for any reason, the member designated by the Board of Directors to serve as Vice President & President-Elect for the duration of the unexpired term shall not thereafter serve a new term as President or Vice President & President-Elect unless so elected to such position on conclusion of the unexpired term pursuant to the nomination and election procedures described in Article X of these by-laws and the foregoing provisions of this Article II.

(d) A vacancy in any elected officer or State Representative position shall occur by reason of death, disability, resignation, termination of membership, removal (as defined in Section 11 of Article VII of these by-laws), chronic absence (which occurs when three (3) consecutive meetings of the Chapter's Board of Directors are missed without excuse), or discontinuance by an officer or State Representative of both the State Representative's residence and business location in the geographic area served by the Chapter.

Section 5. Duties.

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

(b) Where an officer or State Representative is suspended from their position (pursuant to the provisions of Section 11 of Article VII hereof), the State Representative's duties during the period of suspension shall be delegated to one or more members of the Board of Directors, by vote of a majority of the disinterested Board members.

ARTICLE III

THE PRESIDENT

Section 1. In General.

The President shall be the chief executive officer of the Chapter and shall generally supervise and direct its affairs. The President shall preside at meetings of the Chapter and of the Board of Directors. The President shall be an ex-officio member of all committees, and as such, may participate but not vote in the proceedings thereof, except that the President may vote in committee proceedings if necessary to break a tie.

Section 2. Chapter Reports.

The President shall present to the Annual Meeting of the Chapter a report of its activities during the year, including a summary of the matters recommended for action. The President may direct distribution of any committee reports in advance of any meeting and direct the reading of any such reports at any meeting.

Section 3. WBASNY Reports.

The President shall be responsible for the preparation and submission of the reports required of Chapters by WBASNY's by-laws. For these purposes, the President shall be authorized to delegate to the appropriate officers or committee Chairs the performance of any function in connection with such reports other than the exercise of final responsibility.

Section 4. Delegation.

The President may delegate any of the functions or authority held by this position to the Vice President & President-Elect.

ARTICLE IV

THE VICE PRESIDENT & PRESIDENT-ELECT

Section 1. Duties Generally.

(a) In the absence of the President or in the event of the President's inability or refusal to act, the Vice President & President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

(b) The Vice President & President-Elect shall perform such duties as may from time to time be delegated or assigned to the Vice President and President-Elect by the President or the Board of Directors.

(c) Upon the conclusion of her term as Vice President & President-Elect, the member holding the office of Vice President & President-Elect shall serve the Chapter as President for a

one-year term, pursuant to the provisions of these by-laws. Further service, in either a second term as Chapter President or in some other Chapter office or position, shall be permitted upon due nomination and election, in accordance with the procedures described in these by-laws.

ARTICLE V

THE SECRETARY

Section 1. Duties Generally.

The Secretary of the Chapter shall also be the Secretary of the Board of Directors. The Secretary shall give written notice of meetings of the Chapter and of the Board of Directors in accordance with the provisions of these by-laws and perform such other related duties as may be assigned to the Secretary from time to time by the President or the Board of Directors.

Section 2. Recordkeeping.

The Secretary shall keep the records of the Chapter and minutes of the meetings of the Board of Directors.

ARTICLE VI

THE TREASURER

Section 1. Duties Generally.

(a) The Treasurer shall have general charge of the funds of the Chapter, subject to the direction and control of the Board of Directors. The Treasurer shall comply with the reporting requirements of WBASNY as may be required from time to time.

(b) The Treasurer shall collect the member dues, keep the accounts of the Chapter, deposit all funds received in a bank or banks or trust company approved by the Board of Directors, invest such funds as directed by the Board of Directors, and provide a written report of the Chapter's accounts at the Chapter's Annual Meeting and as requested by a member of the Board of Directors at any regular meeting of the Board of Directors. In conjunction with the Membership Committee, the Treasurer shall keep a register of the post office address and electronic mail address of each member furnished by such member to the Chapter.

(c) The Treasurer shall pay all bills incurred on behalf of the Chapter, evidenced by written voucher or other written statement of account, upon authorization to the Treasurer by the Board of Directors with the approval of the President.

(d) The Treasurer shall make an annual report at the Chapter's Annual Meeting, and shall have such other duties as may, from time to time, be assigned to the Treasurer by the President or the Board of Directors.

(e) The accounts of the Treasurer shall be audited at such times and in such manner as may be directed by the Board of Directors from time to time.

ARTICLE VII

THE BOARD OF DIRECTORS

Section 1. Composition.

(a) The Board of Directors of the Chapter (sometimes referred to herein as the “Board”) shall be the governing body of the Chapter and shall consist of (i) the officers of the Chapter, (ii) the Chapter’s immediate past president, (iii) the State Representatives to the Board of Directors of WBASNY, and (iv) six (6) members elected from among the Class I members who shall serve as directors-at-large to the Chapter’s Board of Directors. In the event that any State Representative is also an officer of the Chapter, an additional member shall be elected from the Chapter’s Class I members and shall serve as an additional director-at-large to the Chapter’s Board of Directors.

(b) The Board of Directors may also, within its discretion and from time to time, select up to two (2) Class II, III, IV or V members to serve as honorary members of the Board of Directors. Such honorary directors shall be entitled to notice of and to attend and participate in all meetings of the Board of Directors, but shall not be counted for purposes of determining a quorum at such meetings and shall not be entitled to vote on any actions to be taken by the directors at such meetings.

Section 2. Terms.

(a) Each of the six (6) directors-at-large elected pursuant to Section 1 (a) (iv) above shall serve for a one (1)-year term.

(b) Each of the honorary directors elected pursuant to Section 1(b) above shall serve for such terms as the Board of Directors shall designate from time to time.

Section 3. Vacancy.

(a) If any vacancy shall occur in a directorship-at-large before the expiration of that director’s term of office, the Board of Directors shall, by a majority vote of those directors present and voting at a duly called and convened meeting of the Board of Directors, elect a successor from among the Chapter’s Class I members to serve as a director-at-large for the duration of the unexpired term.

(b) A vacancy occurs by reason of disability, death, resignation, termination of membership, chronic absence, removal from office for cause (as further defined in Section 11 of Article VII of these by-laws), or a discontinuance of both residence and business location in the geographic areas served by the Chapter. For purposes of this Section, chronic absence shall be defined as absence by the director, without advanced notice to the President and just cause or excuse, from three (3) consecutive Board meetings, or one-third the total number of Board meetings during the Fiscal Year.

Section 4. Meetings: Quorum; Action.

(a) The Board of Directors shall meet at least six (6) times per year at such times and at such places as may be determined by action of the Board of Directors or in the absence of such action by any two directors, or the President resident pursuant to such notice as required by Section 5 of this Article VII.

(b) The presence of one-third (1/3) of the directors shall constitute a quorum for the transaction of business at any meeting of the Board unless a greater quorum is required by law or these by-laws, provided that if less than one-third (1/3) of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Notwithstanding the preceding provision, in the event that the number of directors serving on the Board of Directors of the Chapter increases to a number in excess of fifteen (15), then for so long as the number of directors remains in excess of fifteen (15), a quorum for purposes of these by-laws shall consist of five (5) directors plus one (1) additional director for every ten (10) members in excess of fifteen (15).

(c) The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number of directors is required by law or these by-laws.

(d) A special meeting of the Board may be called at any time by the President acting alone and must be called by the President upon the written request of one-third (1/3) or more of the directors.

Section 5. Notice.

(a) Regular meetings of the Board of Directors may be held without notice if the time and place of such meetings are fixed in advance by the Board of Directors.

(b) Special meetings of the Board of Directors shall be held upon notice as hereafter provided.

(c) Where required, notice of any meeting of the Board of Directors shall be given at least ten (10) days prior thereto by written notice delivered personally, electronic mail, via facsimile with confirmation of the transmission thereof, or sent via first class mail in a sealed envelope with postage prepaid, in each case to the director at the address, electronic mail address or facsimile number shown by the records of the Chapter. Such written notice shall be deemed delivered at the time of personal delivery, receipt of the confirmation of transmission via electronic mail or facsimile, or deposit in the United States mail.

(d) Any director may waive notice of any meeting of the Board of Directors. The attendance of any director at a meeting of the Board shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(e) The business to be transacted at any meeting of the Board Directors need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these by-laws or the WBASNY by-laws.

Section 6. Action Without a Meeting: Telephone Conference.

(a) When, in the judgment of the President, an action must be taken or decision made quickly, and a timely meeting of the Board of Directors would be impractical or inconvenient, such action may be taken or decision made by a conference call or telephone poll of the directors. The affirmative vote by conference call, video conference or telephone poll of a majority of the directors shall be required in such event unless a greater number is required by law or in these by-laws, and a good faith effort shall be made in such event to reach all of the directors to secure their input and vote. The Secretary shall make a written record of the action taken and the vote thereon which shall include the names of the directors participating in the conference call or telephone poll and shall be entered in the minutes of the Board of Directors.

(b) Any one or more directors may also participate in any meeting of the Board of Directors by means of a conference by telephone or similar communications equipment which allows all participants to hear each other at the same time.

(c) Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all directors consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. Any such consent shall be filed with the other records of the Board of Directors.

Section 7. Powers and Duties.

(a) The Board of Directors shall have responsibility for the general management of the affairs of the Chapter.

(b) The Board of Directors may authorize contracts to be made by or on behalf of the Chapter and to be executed by one or more officers of the Chapter.

(c) The Board of Directors shall have the power to make such rules and regulations and take such action, not inconsistent with these by-laws or WBASNY's by-laws, as may be necessary to carry out its powers and duties under these by-laws.

(d) The Board of Directors may, from time to time, adopt measures for coordinating the respective functions of any Chapter committees and shall be empowered to resolve controversies involving or among the several committees.

(e) The Board of Directors shall have control of the custody, investment, expenditure and disposal of all property of the Chapter other than the disposal of any real estate which the Chapter may hold.

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

Section 8. Committees of the Board of Directors.

(a) The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees of the Board of Directors, each of which shall consist of three or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Chapter, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of responsibility imposed on it or her by law.

(b) Each committee of the Board of Directors is to serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority does not alone relieve any director of her duty to the Chapter.

(c) Committees other than committees of the Board of Directors shall be committees of the Chapter. Such committees of the Chapter shall be elected or appointed in the same manner as officers of the Chapter, but no such committee shall have the authority to bind the Board of Directors.

Section 9. Records and Reports.

The Board shall keep a record of its proceedings and report at the Annual Meeting or any other meeting of the Chapter on any matter which in its judgment requires action by the Chapter.

Section 10. Cooperative Arrangements with Other WBASNY Chapters.

The Board of Directors may enter into cooperative arrangements with other Chapters and affiliates of WBASNY. The Board may further authorize any Chapter officer, committee Chair, State Representative or director to perform any function necessary or appropriate for the creation or carrying out of such cooperative arrangements.

Section 11. Suspension and Removal Powers.

The Board of Directors is empowered to remove or, alternatively, suspend, a person as a Chapter (i) director, (ii) officer, (iii) committee member or Chair, (iv) State Representative, or (v) member, by a three-fourths (3/4) vote of the disinterested directors. Removal or suspension may only be effected for neglect of duty, for conduct detrimental to the Chapter or to WBASNY, or for conduct which violates the Code of Professional Responsibility. No such removal shall be made except upon written notice sent by registered mail to the person under charges at her last recorded address at least fifteen (15) days before the final action is to be taken and said notice shall state the alleged neglect, detrimental conduct or violation. No removal shall be effected until an opportunity for a full and fair hearing by and before the disinterested members of the Board has been provided. Removal of any director, officer, committee member or Chair, or State Representative from such position or positions does not automatically remove that person from membership in the Chapter; however, removal of any person from membership in the Chapter shall automatically remove that person from any and all other positions held by such member in the Chapter, including but not limited to, director, officer, committee member and Chair, and State Representative.

ARTICLE VIII
COMMITTEES

Section 1. **In General.**

(a) In addition to the authority given the Board of Directors in Article VII of these by-laws regarding the creation of committees of the Board of Directors, the Board may, by resolution adopted by a majority of the directors present at a meeting at which a quorum is present, create or continue the existence of such committees of the Chapter as may be helpful or appropriate to advance the purposes of the Chapter or WBASNY.

(b) Except as otherwise provided in such resolution, the President shall designate one or more Chairs of each such committee. Any member so expressing an interest shall be entitled to serve on any committee of the Chapter, and the Chairs of each committee shall compile a list of the names of all committee members.

(c) It shall not be necessary for the Board to adopt a resolution each year specifically continuing the existence of any committee established by the Board.

(d) The Board is specifically empowered to discontinue the existence or operation of any committee by two-thirds (2/3) vote of the entire number of directors then comprising the Board.

Section 2. **Committee Action.**

Unless otherwise provided by resolution of the Board of Directors, the affirmative vote of a majority of the committee members present at the committee meeting shall be the act of the committee on any matter on which the committee is authorized to take action.

Section 3. **Rules.**

Subject to the approval of the Board of Directors, each committee may adopt rules for its own governance not inconsistent with these by-laws.

Section 4. **WBASNY Committees.**

Where a committee of the Chapter has the same title or function as a committee of WBASNY, and where the Chapter is permitted or required to appoint a delegate, and if applicable, an alternate for such delegate, to serve on such WBASNY committee, upon the request of the Chapter Board of Directors, each Chair shall serve as such delegate and may select as necessary an alternate from among the other members of such committee of the Chapter. In such cases, the committee of the Chapter shall, to the extent practical, coordinate its activities with those of the WBASNY Committee.

Section 5. Participation by President.

The President of the Chapter shall have those powers with respect to committees of the Chapter as provided in Section 1 of Article III of these by-laws.

Section 6. Absences.

If any member of any committee of the Chapter is absent for three (3) consecutive meetings of such committee without excuse presented to the committee Chair(s), the committee member's place may be declared vacant by the committee Chair(s).

Section 7. Reports.

The Chairs of each committee shall make such reports to the Board as the President shall require and shall present to the Board for action any recommendations which the committee may make for expenditure or other action to be taken by or on behalf of the Chapter.

Section 8. Limitations.

(a) No committee of the Chapter shall contract for or make expenditures in excess of such appropriation as the Board shall authorize.

(b) In no event shall any committee of the Chapter, Chair of such committee or member of any such committee take action on behalf of the Chapter, make representations or other statements or take positions on behalf of the Chapter, make expenditures on behalf of the Chapter, or otherwise act in the Chapter's name or as its agent, without the prior approval of the Board of Directors, or if an expenditure of one hundred dollars (\$100) or less, then of the Board of Directors or the President, as to each such instance.

Section 9. Surrender of Materials.

The Chair of any committee who resigns or fails to act for any reason prior to the completion of their term as Chair, shall, upon the appointment of the committee Chair's successor by the President, immediately turn over to the succeeding Chair all files and other materials pertinent to the committee and to the work done during the succeeding Chair's term.

Section 10. Committees of the Chapter.

The Chapter shall have the following Committees:

(a) AWARDS: Responds to solicitations for consideration of our members for various community and bar association awards.

(b) BY-LAWS: Reviews various guidelines with respect to Association's activities; recommends amendment where appropriate.

(c) DIVERSITY: Explores ways for our organization to understand and appreciate differences (in terms of abilities, races, cultures, sexual orientations and experiences) amongst our members.

(d) DOMESTIC VIOLENCE: Works with community-based programs to increase access to information and legal services for women in abusive situations. Increases public's awareness generally of issues involved.

(e) FINANCE: Tracks relevant issues for Chapter; works with State organization on related matters.

(f) JALBCA: Coordinates annual "Judges and Lawyers Breast Cancer Alert" each October.

(g) JUDICIARY: Rates the judicial candidates for office in four categories: judicial temperament, reasoning ability and communication skills, legal experience and background for position sought, and sensitivity to community and women's issues.

(h) LEGISLATIVE: Reviews pending state legislation which it believes to have particular impact on women. Sends comments, support or opposition, and suggestions for redrafting to the Legislature, in the form of a memorandum approved by the State WBASNY Board of Directors. There are four subcommittees focusing on matrimonial law, economic discrimination, civil law, and criminal law.

(i) LONG-RANGE PLANNING: Reviews where the Chapter has been, what its future goals are, and formulates plans to ensure that those goals are met.

(j) MEMBERSHIP: Recruits new members and works to retain current members.

(k) NEWSLETTER: Gathers information concerning Chapter and State activities and publishes a Chapter Newsletter.

(l) NOMINATIONS: Formulates a slate of officers and directors for submission to the Chapter for approval.

(m) PRO BONO: Reviews, evaluates, and initiates pro bono projects and encourages voluntary pro bono service by members.

(n) PROGRAMS/CLE: Establishes programs, including receptions, speakers, forums, panels, and seminars to educate the community and our members.

(o) WORKING PARENTS: Ensures the Chapter is providing convenient and relevant programming, activities and opportunities to members who are working parents. Supports working parents through collaborative networking programs, family friendly events, and by promoting community education to help working parents have fulfilling family lives and careers.

(p) U.B. LAW LIAISON: Links women law students with women practitioners. Fosters programming and services to women law students.

Notwithstanding the foregoing, it is acknowledged that the activity level of each such Committee of the Chapter may vary from time to time, within the discretion of the President upon conferring with the Board.

ARTICLE IX

NOMINATIONS COMMITTEE AND ELECTIONS

Section 1. Nominations Committee and Elections.

(a) During the month of February in each year, the Board of Directors shall appoint a Nominations Committee of five (5) Class I members, including the immediate past Chapter President, who shall serve as the Chair. If the immediate past Chapter President is unwilling or unable to Chair the Nominations Committee, then the Board of Directors may designate any other past President of the Chapter or any other Class I member of the Chapter to serve as such Chair. The duty of the Nominations Committee shall be to nominate candidates for the positions of Chapter officers, directors and State Representatives to be considered for election at the next annual meeting of the Chapter.

(b) Any member of the Chapter may, by writing delivered at the office of the Secretary of the Chapter no later than February 1 of each year, make suggestions of members to serve as members of the Nominations Committee. For purposes of this Section, self-nomination is acceptable. The Board of Directors shall contact each member whose name has been submitted to determine if such member would be willing to serve on such Nominations Committee. In determining the members of the Nominations Committee, the Board shall give due consideration to those members whose names have been submitted and who have indicated a willingness to so serve.

Section 2. Nominations.

(a) The Nominations Committee shall prepare nominations for the positions of officer, director and State Representative, to be elected at the next Annual Meeting of the Chapter. The Nominations Committee shall notify the Secretary of the Chapter at least twenty (20) days prior to the date of such Annual Meeting of the names of such candidates and, upon receipt thereof by the Secretary, except as otherwise herein provided, the Secretary shall mail a copy thereof to the last recorded address of each member simultaneously with the mailing of the notice of the Annual Meeting.

(b) To be eligible for election as an officer, director (other than an honorary director) or State Representative of the Chapter, the candidate must be a Class I member in good standing of the Chapter.

Section 3. Elections.

Each director, officer and State Representative position to be filled at an Annual Meeting of the Chapter shall be elected by popular vote by written ballot of Chapter members eligible to vote pursuant to Section 4 below. Votes may be cast either in person or by proxy (as provided in Section 7 of Article XI of these by-laws). The Secretary shall include with the notice of Annual Meeting and list of candidates as provided in Section 2 above, a form of proxy which may be completed, signed by the member and returned no later than the date of the Annual Meeting. All proxies which are so returned shall be verified and counted by the Nominations Committee and the Secretary as of the date of the Annual Meeting with the results thereof provided to the President who shall then certify such results and report them to the membership.

Section 4. Eligibility to Vote.

Except as provided otherwise by these by-laws, every Class A member of the Chapter in good standing shall be entitled to vote at any election of directors, officers and State Representatives, provided that dues for the current fiscal year shall have been received by the Chapter from such member no later than the date of the Annual Meeting of the Chapter.

ARTICLE X

MEMBERSHIP AND DUES

Section 1. Class I Members.

Any persons admitted to practice before the Bar of the State of New York in good standing may be members of this Chapter and WBASNY upon payment of appropriate Chapter dues. If this is their primary Chapter, these attorneys shall be “Class I” members and may vote in all elections and general membership votes of this Chapter and WBASNY.

Section 2. Class II, III and IV Members.

Any persons who are: (a) admitted to the Bar of a jurisdiction other than the New York and in good standing (“Class II” members), (b) law school graduates preparing to take the bar exam or awaiting admission to the Bar (“Class III” members), or (c) law students (“Class IV” members), may be voting members of this Chapter and non-voting members of WBASNY upon payment of appropriate Chapter dues.

Section 3. Class V Members.

Any person who is a member in good standing of another WBASNY Chapter may also become an “adjunct member” of this Chapter (“Class V” members) upon payment of appropriate Chapter dues.

Section 4. WBASNY List of Members.

Pursuant to WBASNY’s By-Laws, guidelines and procedures, the Chapter will periodically submit to WBASNY a list of its members and their addresses, and other contact and demographic information, along with any required “per capita” dues owed to WBASNY based on such members’ Class status.

Section 5. Dues.

(a) The amount of membership dues to be paid by each class of membership shall be set by the Board of Directors. For each member, such amount must at least be equal to the dues required to be submitted by the Chapter to WBASNY on such member’s behalf.

(b) Dues required by the Chapter shall be uniform and consistent with respect to all members similarly situated. The Chapter is expressly empowered to establish a dues schedule which varies dependent upon those factors enumerated in Section 7 of Article IX of WBASNY’s by-laws.

(c) Dues shall be payable on June 1st of each year, which shall be the first day of the Chapter’s fiscal year. During the first week in September, the Secretary or Treasurer, in conjunction with the Membership Committee, shall send out dues notices to all members whose dues for the then-current fiscal year have not been received. Such notices shall advise the members that timely payment of dues is required in order to preserve membership rights and privileges. Such notices may be sent to members via postal mail or electronic mail. Members whose dues are not received by January 31st of the then-current fiscal year shall no longer be considered as members in good standing of the Chapter.

ARTICLE XI

MEETINGS AND PROGRAMS OF THE CHAPTER MEMBERSHIP

Section 1. In General.

The Chapter shall conduct meetings or programs for its membership at least six (6) times per year. The Board of Directors shall determine the dates of these meetings or programs and regular meetings may be held without notice if the time and place of such meetings are fixed in advance by the Board.

Section 2. Notice.

Where required, written or printed notice stating the place, date and hour of any meeting of the members shall be delivered, either personally or by mail, including electronic mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In the case of a special meeting or when required by statute or by these by-laws or the WBASNY by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed

to be delivered when deposited in the United States mail or sent via electronic mail addressed to the member at the member's postal or electronic address as it appears on the records of the Chapter, with postage thereon prepaid.

Section 3. Annual Meeting.

The Annual Meeting of the membership of the Chapter shall be held during the month of April of each year, at a date determined by the Board of Directors and announced to the members pursuant to the provisions of Section 2 of this Article XI above and, to the extent applicable, pursuant to the provisions of the WBASNY by-laws.

The order of business at the Annual Meeting shall be as follows:

- (a) Reading the minutes of the secretary of the preceding meeting, if requested;
- (b) Report of the President;
- (c) Report of the Treasurer;
- (d) Reports of Committees of the Chapter as directed by the President;
- (e) Reports of Committees of the Board of Directors as directed by the President;
- (f) Other business; and
- (g) Elections.

This order may be changed as directed by the President or by a majority vote of the members present.

Section 4. Other Meetings.

The order of business at each meeting other than the Annual Meeting shall be determined by the President or other person presiding at the meeting.

Section 5. Special Meetings.

Special meetings of the Chapter membership may be called by the President at the President's discretion and must be called by the President upon the written request of ten percent (10%) of the Chapter's members in good standing, or of a majority of the Chapter's Board of Directors, for the purpose specified in the request. Written notice of such meeting and of the object thereof shall be given by the Secretary to all members of the Chapter as required by these by-laws. No business other than that specified in the request shall be transacted at such special meeting.

Section 6. Quorum: Action at Meetings.

(a) At all annual, special or other meetings of the Chapter membership, except as herein provided, a quorum shall consist of the lesser of one hundred (100) votes or five percent (5%) of the total number of votes entitled to be cast. For purposes of establishing a quorum, the Secretary may include those votes present by proxy.

(b) In the case of a meeting in which a quorum shall not be present, the meeting may be adjourned by a majority of the members present, and if so adjourned to a future date, notice shall be given to all members by the Secretary.

(c) Where a quorum is present at a meeting, all questions shall be decided by a majority vote of those members entitled to vote thereon who are in attendance at the meeting, whether in person or by proxy, unless otherwise required by statute or by these by-laws.

Section 7. Proxy.

Every person entitled to vote for officers, directors and State Representatives may do so either in person or by proxy executed in writing by the member. A proxy shall be revocable and is suspended when the person executing the proxy is present at the Chapter meeting and elects to vote in person. In no event shall a proxy remain valid for more than two (2) months from the date of its execution, unless the proxy expressly provides otherwise.

ARTICLE XII

FISCAL YEAR

Section 1. Fiscal Year.

The fiscal year of the Chapter shall commence on June 1 of each year and end on the following May 31.

ARTICLE XIII

INDEMNIFICATION

Section 1. Indemnification and Insurance.

In its By-Laws, WBASNY defines the circumstances under which it may indemnify “Association Executives” and “Non-Profit Subsidiaries” (as defined in WBASNY By-Laws, Article XXVII, and including the WBASNY Foundation, the Chapters, and Chapter Foundations, and those duly acting on their behalf), 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 such Non-Profit Subsidiaries.

Section 2. Notice of Suit.

Upon receiving notice of a suit, proceeding, a threat of suit, or a claim against WBASNY; the Chapter; Chapter Officers, Directors, Delegates, or others authorized to act on behalf of the Chapter (or other Non-Profit Subsidiaries or Association Executives); the Secretary (or in her absence the President) shall promptly notify WBASNY’s President and Recording Secretary in writing, and by email or other appropriate means, and forward any documentation received in connection therewith.

ARTICLE XIV

AMENDMENT TO BY-LAWS

Section 1. Recommendation and Board Approval.

The By-laws Committee shall present any proposed amendment to the by-laws to the Board of Directors for its consideration and vote. In the event that at least two-thirds (2/3) of the entire number of directors then in office approve such amendment, such amendment shall be presented by the Board to the membership for its consideration and approval. The vote of at least a majority of the members present, whether in person or by proxy, shall thereafter be required to approve such amendment.

Section 2. Effect.

Any amendment to the by-laws which is approved pursuant to the provisions of Section 1 above shall become effective on the date the amendment is approved by the membership, unless such amendment expressly provides a later date for its effectiveness.

ARTICLE XV

INTERPRETATION OF BY-LAWS

Section 1. General.

Wherever the word “she” or “her” is used in these by-laws, such word shall be construed to include or mean “he” or “him,” respectively, where appropriate.

Revised June 8, 2005

Amended April 24, 2007

Amended April 12, 2017

Amended April 16, 2023