

Relevant Sections of the By-Laws

THE WOMEN'S BAR ASSOCIATION OF THE STATE OF NEW YORK

BY-LAWS

ARTICLE II

OFFICERS

SECTION 1.

The Officers of the Association shall be President, President-Elect, three (3) Vice Presidents, Recording Secretary, Corresponding Secretary and Treasurer. The Officers of the Association shall be elected annually as provided in these By-Laws and shall take office on June 1. No more than one (1) of the three (3) Vice Presidents may be members of the same Chapter. No person may serve in more than one office at the same time.

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 appoint all committees and the Chairs thereof except with respect to the Committee on Nominations, which shall be constituted pursuant to Article XV of these By-Laws, and the Committee on Professional Ethics and Discipline, which shall be appointed by the Board of Directors. The President shall be an ex-officio member of all committees, except the Committee on Nominations, and as such may participate without vote in the proceedings thereof except she may vote to break a tie.

SECTION 4.

The Term of the President shall be one (1) year.

ARTICLE IV

THE PRESIDENT-ELECT AND THE VICE PRESIDENTS

SECTION 1.

The President-Elect shall automatically succeed to the President upon the expiration of the President's term.

SECTION 2.

The term of the President-Elect shall be one (1) year.

SECTION 3.

The President-Elect shall perform such duties as may be designated or assigned to her by the President or the Board of Directors.

SECTION 4.

The President-Elect shall preside at meetings of the Association and of the Board of Directors in the absence of the President. If the President-Elect is unable to preside, the President shall designate one of the Vice Presidents to preside.

SECTION 5.

The Vice Presidents shall perform such duties as may be designated or assigned to them by the President or by the Board of Directors.

SECTION 6.

The term of each Vice President shall be one (1) year. No person may serve as a Vice President for more than two (2) consecutive terms.

ARTICLE V

THE SECRETARIES

A. RECORDING SECRETARY

SECTION 1.

The Recording Secretary of the Association shall also be 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. She shall also give notice to the Chapters and the Association membership of the actions of the Board of Directors, Executive Committee, and/or Nominations Committee as mandated by Article II, Section 3(b)(iii); Article II, Section 4; Article XV, Sections 5 and 10; Article XXIV, Section 1; and as otherwise provided in the By-Laws.

SECTION 2.

The Recording Secretary shall keep the records of the Association, be the custodian of its seal, keep the minutes of the meetings, and perform such other duties as may be assigned by the President or by the Board of Directors.

SECTION 3.

The term of the Recording Secretary shall be one (1) year. No person may serve as Recording Secretary for more than two (2) consecutive terms.

B. CORRESPONDING SECRETARY

SECTION 1.

The Corresponding Secretary of the Association shall be responsible for internal communications of the Association as directed by the President, except as otherwise provided in Article III, Section 3; Article V(A); Article VII Sections 5(b) and 11(b); Article XIII, Section 6; Article XV, Section (10); Article XXIV, Section 1; and for the external communications of the Association. "Communications" shall include all forms of communications, including but not limited to correspondence, electronic communications, press releases, web site content and others as directed by the President.

SECTION 2.

The term of the Corresponding Secretary shall be one (1) year. No person may serve as Corresponding Secretary for more than (2) terms.

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. By March of each year she shall give written certification to the President of each Chapter of the number of Association Directors such Chapter will be entitled to elect that year.

SECTION 2.

The Treasurer shall collect the per capita remittance due from each Chapter and shall collect the dues of the at-large members. She shall 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 make an annual report to the Association membership.

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 reviewed at least annually by the Board of Directors and at such other times and in such manner as the Board of Directors may elect.

SECTION 5.

The term of the Treasurer shall be one (1) year. No person may serve as Treasurer for more than two (2) consecutive terms.

ARTICLE XIII

ELECTIONS

SECTION 1.

Officers of the Association shall be elected annually, pursuant to these By-Laws, by popular statewide vote of members eligible to vote pursuant to Section 3 of this Article, casting their votes in person, or by mail ballot obtained on written request from the Chapters' Secretaries, at Chapter meetings to be held no later than April 30, provided, however, that members-at-large shall cast their votes by mail, pursuant to Article X, Section 2 of these By-Laws.

SECTION 2.

Directors of the Association to which each Chapter is entitled pursuant to Section 2 of Article VII shall be elected annually by each Chapter at the same meeting at which votes are cast for Association Officers. Said Directors shall be elected by vote of the members eligible to vote pursuant to Section 3 of this Article, casting their votes in person, or by mail ballot obtained on written request from the Chapter's Secretary.

SECTION 3.

Except as otherwise provided by Article XI of these By-Laws, every member of the Association in good standing shall be entitled to vote at any election for Officers of the Association, provided that dues for the current fiscal year have been received by her Chapter, or in the case of a member-at-large, by the Association, from such member no later than March 15.

SECTION 4.

At any meeting at which an election of Officers of the Association is to be held, the Secretary of the Chapter shall present a list of all members entitled to vote, and the votes shall be cast in person, or by mail ballot as provided in Section 1 of this Article.

SECTION 5.

The ballot shall be in such form that all candidates proposed by the Committee on Nominations or pursuant to Article XV, Section 10 of these By-Laws shall be listed in separate columns under the designation of the office for which they are nominated.

SECTION 6.

At any meeting at which an election for Officers of the Association is to be held for which contested nominations have been made, the presiding Officer shall appoint two (2) tellers, who, together with the Secretary, shall conduct the balloting and canvass of the votes including the mail ballots. Immediately after canvass of the votes, the tellers shall deliver the result to the presiding Officer for announcement, and a written report thereof certified by the President or Secretary of the Chapter shall promptly be transmitted to the Recording Secretary of the Association.

SECTION 7.

To be eligible for election as an Officer of the Association, the candidate must be a member in good standing of the Association. In order to be eligible to be a Director of the Association, a candidate must be a member in good standing of her Chapter.

ARTICLE XV

COMMITTEE ON NOMINATIONS

SECTION 1.

- (a) The Committee on Nominations shall consist of one delegate and one alternate from each Chapter. The delegate and alternate shall be appointed by the Chapter President with the prior approval of the Chapter's Board of Directors no later than August 30.
- (b) Each Chapter delegate and alternate may attend all Committee meetings.

SECTION 2.

The number of votes to which each Chapter is entitled shall be based upon the number of certified members as shown in the Chapter's reports of membership for the period ending January 31 of that fiscal year pursuant to Article I Section 7 (c) of these By-Laws with timely remittance of per capita charges. Each Chapter shall be entitled to one (1) vote plus one (1) additional vote for up to fifty (50) certified members, plus one (1) additional vote for the next fifty (50) certified members of the Chapter, plus one (1) vote for each one hundred (100) certified members of the Chapter after the first one hundred (100) certified members.

SECTION 3.

The Committee shall hold its first meeting no later than September 30 of each year.

SECTION 4.

The Committee shall solicit and receive suggestions and recommendations for the offices to be filled.

SECTION 5.

The Committee on Nominations shall make nominations for the offices to be filled at the forthcoming annual election of the Association and shall give written notice of such nomination to the President of the Association by March 10. No later than five (5) business days after the Committee on Nominations has tendered its report to the President, the Recording Secretary shall give written notice to the Chapter Presidents and all members of the Association of the slate of nominated candidates and the provisions of Article XV, Section 10 of these By-Laws.

SECTION 6.

The Committee on Nominations shall not nominate any of its members for any office of the Association.

SECTION 7.

The Chair or Co-Chairs of the Committee on Nominations shall be elected by the members of the Committee.

SECTION 8.

At all meetings of the Committee on Nominations a quorum shall consist of a majority of the Committee.

SECTION 9.

Voting shall be by closed ballot. In case of a tie vote that the Committee on Nominations has been unable to break, the immediate past President of the Association shall vote to break the tie.

SECTION 10.

Voting members of the Association comprising at least five percent (5%) of the voting membership as of December 31, and representing at least one-third (1/3) of the Chapters, may by a writing delivered to the Recording Secretary of the Association not later than March 31, propose candidates for any or all of the offices to be voted upon at the annual election. Upon receipt of such petition, the Recording Secretary shall give notice to the Chapter Presidents and all members of the Association of such proposed candidates and the name of their proposers, together with the candidates nominated by the Committee on Nominations

SECTION 11.

In the event that pursuant to Section 10 of this Article there are contested elections for Officers of the Association, the President of the Association shall appoint an Election Committee consisting of not less than five (5) nor more than nine (9) members, which Committee shall conduct the election of Officers in accordance with the procedures set forth herein. Any person who is nominated as a candidate in the said contested nomination shall not be appointed to the Election committee. If the President of the Association is one of the nominated candidates, then a Vice President of the Association who is not a candidate in the contested nominations shall appoint the Election Committee.

- (a) The Election Committee shall prepare a ballot containing the names of all candidates and the office for which each is running; the ballot shall also contain instructions for voting by secret ballot.
- (b) The ballots should be mailed to all voting members of the Association as defined in Article XI, Section 2 of these By-Laws, in good standing as of January 31 of the year in which the election is to be held.
- (c) The ballots shall be mailed with sufficient time allowed for their return prior to April 30 of the year in which the election is to be held.
- (d) Each candidate may have one piece of campaign literature mailed with the ballot, without charge to the candidate.
- (e) The returned ballots shall be verified and counted by the Election Committee on or about April 30 of the year in which the election is to be held; candidates and or their observers are entitled to be present at that time. The results shall be certified to the President immediately thereafter.

SECTION 12.

If officer vacancy (ies) during the fiscal year, the Nominations Committee shall convene pursuant to Article II, Sections 3(b) or Article II, Section 4(c)(ii) for the purpose of identifying and recommending candidates to fill such vacancy (ies).

- (a) If the vacancy (ies) occur before the Nominations Committee has convened and/or elected its chair(s) for the year, the Nomination Committee chair(s) and Committee members from the prior fiscal year shall be asked to serve on the Nominations Committee until such time as the vacancy (ies) are filled.
- (b) In fulfilling its role in recommending successor candidate(s) for possible election to officer position(s), the Nominations Committee shall be governed by the terms of Article XV, Sections 1 through 9, except that:
 - (i) The timing of its meetings and activities, and the timing and method of its communications and notifications, shall be governed by Article II, Section 3 (rather than as provided for in Article XV, Sections 1(a), 3 or 5).
 - (ii) The number of votes to which each Chapter is entitled shall be based on the number of certified members shown in the Chapter's reports of membership for the period ending on the *prior* January 31st (which may be January 31st of the prior fiscal year, rather than January 31st of the current fiscal year as provided for in Article XV, Section 2).
 - (iii) The meetings of, and voting by, the Nominations Committee may be held in person or by conference call. The Committee may also conduct interviews of potential candidates, which interviews may also take place in person or by conference call.
 - (iv) The outcome of the Nominations Committee's deliberations with respect to candidate(s) to fill officer vacancy(ies) shall be in the form of recommendations to the Board of Directors (or Executive Committee between Board meetings), which shall have the sole power to elect successor officer(s) to serve for the balance of unexpired terms under Article II, Section 3, rather than as nominations for election by the Association membership under Article XV.
- (c) To the extent possible, the Nominations Committee shall utilize its standard protocols and procedures to identify prospects to fill officer vacancy(ies), to secure relevant information about their credentials and experience, to confirm their ability and willingness to serve, to review their suitability for particular offices, and to recommend particular candidate(s) for election by the Board of Directors (or Executive Committee) to specific officer position(s). If necessary, however, the Nominations Committee may modify such protocols to accommodate the expedited timeframes mandated by Article II, Section 3. Nothing in these By-Laws shall be interpreted to prohibit the Nominations Committee from considering incumbent officers as candidates for open officer positions, from expediting the review of the credentials of officers or others whom the Committee interviewed or who submitted responses to candidate questionnaires in the immediately prior round of Nominations Committee deliberations, or from recommending that incumbent officers be elected to different officer positions if that is in the best interests of the Association.