



WOMEN'S BAR ASSOCIATION OF THE STATE OF NEW YORK

- *A proposed amendment to the WBASNY By-Laws, Article XXVII (27), was adopted by a vote of WBASNY's Board of Directors at its Board Meeting on January 28, 2017. (A **redlined** edition of amendment appears below.)*
- *Each Chapter of WBASNY must present the proposed amendment to its members for a ratification vote at its general membership meeting in April 2017. A simple majority of those voting is all that is required for a Chapter to ratify the amendment. The Recording Secretary of each Chapter must send a notice to WBASNY by April 30, 2017 with the results of the Chapter's votes.*
- *If two-thirds or more of the voting Chapters ratify the amendment, it will automatically become effective as of June 1, 2017.*

[Full Text of Article XXVII \(Article 27\) of WBASNY By-Laws, with Amended Language Redlined](#)

ARTICLE XXVII

INDEMNIFICATION **AND INSURANCE**

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 is in force, the Association shall, to the fullest extent permitted by law and subject to the limitations and exclusions of such policy, 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 (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 as to which he or she shall have been finally adjudicated not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; 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, the Association may vote to 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 (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 as to which he or she shall have been finally adjudicated not to have acted in good faith in the reasonable belief that such action was in the best interests of the Association; 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 the Association will 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 indemnify the Association, its wholly owned not-for-profit subsidiaries (i.e.,

WBASNY Foundation, Chapters, and Chapters' Foundations), and any persons authorized to act on behalf of the Association or its subsidiaries (i.e., officers, directors, executive board members, committee chairs, trustees, and other duly authorized persons, whether paid or unpaid; 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, to the fullest extent permitted by law and subject to the terms, limitations and exclusions of such Executive Liability Policy.

Section 4

To the extent permitted by law and subject to the terms of any Executive Liability Policy maintained by the Association, the rights of indemnification and advancement of expenses provided in Section 1 of this Article 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 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 (d) 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 of 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

Upon receiving notice of a suit or proceeding, a threat of suit, or a claim against the Association, or against any of its Non-Profit Subsidiaries or Association Executive(s) (as defined in Section 3 of this Article), the person(s) or entity(ies) receiving such notice shall promptly notify WBASNY's President and Recording Secretary, and forward any documentation received in connection therewith.

Section 56

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 67

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.

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Any questions concerning WBASNY's By-Laws or this amendment should be directed to the WBASNY By-Laws Committee (bylaws@wbasny.org).