

THE BRONX WOMEN'S BAR ASSOCIATION
A CHAPTER OF THE WOMEN'S BAR ASSOCIATION OF
THE STATE OF NEW YORK

BY-LAWS

Article 1. Name and Jurisdiction

1.1 The name of this organization shall be The Bronx Women’s Bar Association, an official Chapter of the Women’s Bar Association of the State of New York (hereinafter referred to as “WBASNY”).

1.2 The jurisdiction of the Chapter is Bronx County.

Article 2. Purpose

2.1 The purpose of this Chapter will be in accordance with that of WBASNY and shall be

(a) to establish and direct policies and issue policy statements on issues of local significance, especially those relating to women lawyers, women judiciary, and women generally, including but not limited to legislation and judicial policy, and to bring such issues to the attention of WBASNY for further endorsement and action;

(b) to cooperate with, aid, and support organizations and causes which advance the status and progress of women in the society;

(c) to encourage the continuing education of lawyers;

(d) to promote the fair and equal administration of justice; and

(e) to inform members and disseminate information to them.

2.2 The Chapter will act consistently with the By-Laws of WBASNY and will:

(a) Report to and consult with WBASNY and

(b) Have delegates represent this chapter’s concerns, views and policies at WBASNY meetings.

Article 3. Membership

3.1 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.

3.2 Any persons who are: (a) admitted to the Bar of a jurisdiction other than New York and are 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.

3.3 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.

3.4 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.

Article 4. Membership Meetings

4.1 The Chapter shall hold at least six (6) membership meetings a year. One of these six meetings shall be the Annual Membership Meeting, which shall be held in April each year. Using any communication means allowed under the New York Not-For-Profit Laws (“appropriate means”), the Secretary of the Chapter will notify the membership of all regularly scheduled meetings at least ten (10) days in advance, and she shall notify the

membership of the date of the Annual Membership Meeting at least thirty (30) days in advance. She shall also send or facilitate the sending of notice(s) (by appropriate means) to the membership concerning the nominations for Chapter positions and scheduling of elections, as provided for in Article 9 of these By-Laws.

4.2 Special meetings may be called at the discretion of the President or a majority of the members of the Board of Directors or upon the written request of ten percent of the Chapter's voting membership. The Secretary of the Chapter will notify the membership of the special meeting using appropriate means at least three days in advance of said special meeting. The notice of the special meeting shall include the purpose of the meeting.

4.3 Ten percent (10%) of the Chapter's voting membership shall constitute a quorum at membership meetings. If a quorum is not present, the meeting may be adjourned by a majority of the members present.

4.4 All members may attend the Annual Membership Meeting, but only members authorized to vote under the provisions of Article 3 may vote at such meeting. If unable to attend a membership meeting in person, voting members may vote by a duly signed proxy or absentee ballot. If the location supports remote participation (e.g., by teleconference or videoconference), votes may also be taken telephonically or electronically.

4.5 Proxies and absentee ballots shall count toward the establishment of a quorum, as shall any voting conducted via telephone, videoconference or other electronic means.

4.6 Once a quorum is established, all questions shall be decided by a majority of votes cast, unless otherwise required by the Chapter By-Laws or WBASNY By-Laws.

4.7 Except as otherwise provided by these By-Laws or by applicable law, all meetings shall be conducted in conformity with Robert's Rules of Order.

Article 5. Chapter Officers

5.1 The Officers of the Chapter shall be President, Vice-President, Secretary, Treasurer, and Immediate Past President who shall serve as "Chair of the Board." These Officers shall comprise the Executive Committee of the Chapter.

(a) The Officers shall perform such duties as enumerated herein, and as may be assigned to them from time to time by the President and Board of Directors;

(b) The Officers, except for Chair of the Board, shall be elected annually as provided in these By-Laws;

(c) No Officer shall serve more than two (2) consecutive terms in the same office;

(d) No person shall hold more than one office at the same time;

(e) In the event of the death or resignation of an officer before the expiration of the term, the Board of Directors shall elect a successor who shall hold office for the unexpired term. If the vacancy is in the office of President, then the Vice-President shall complete the unexpired term. If the Vice-President is unwilling to serve as President, the Board of Directors shall elect another officer or member of the Board to so act.

5.2 President

5.2.1 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 the Board. The President shall appoint all Committee Chairs. The President

shall be *ex-officio* a member of all committees and, as such, may participate without vote in the proceedings thereof, except to vote to break a tie.

5.2.2 The President shall present at the Chapter's Annual Membership Meeting a report of the activities of the Chapter during the past year. The President may direct the distribution of any committee reports in advance of any meeting and may waive the reading of any such reports at any meeting.

5.2.3 The President may delegate to another Officer any duty imposed on, or power granted to the President by these By-Laws, except the appointment of committee chairpersons, the calling of special meetings of the Association and the assignment of duties to other Officers.

5.2.4 In the event the President is disabled or otherwise unable to perform any duty imposed by these By-Laws, the Board of Directors shall consider whether to appoint the Vice-President to act in the President's place, or if the Vice-President is unwilling to act, to elect one of themselves to so act. If the Board, by a two-thirds (2/3) vote, decides to take such action, it shall within three (3) days serve written notice of such decision upon the President by Certified Mail, Return Receipt Requested and by regular mail to the address designated in the records of the Association.

5.3 Vice-President

The Vice-President shall preside at meetings of the Association or of the Board of Directors in the absence of the President. The Vice-President shall perform such duties as may be designated or assigned by the President or by the Board of Directors.

5.4 Secretary

5.4.1 The Secretary of the Association shall also be the Secretary of the Board of Directors. The Secretary shall give written notice of meetings of the Association and of the Board of Directors in accordance with the provisions of these By-Laws.

5.4.2 The Secretary shall keep the records of the Association, keep the minutes of the meetings, and perform such other duties as may be assigned by the President or by the Board of Directors. The Secretary shall assist the President as requested in producing written communications from the President or the Board of Directors.

5.4.3 The Secretary shall also provide (a) notices to the membership in accordance with Article 4 and 9 of these By-Laws, (b) notices to WBASNY concerning the outcome of all Chapter elections, elections of WBASNY Officers, and of any membership votes on other topics, such as the ratifications of amendments to the By-Laws of the Chapter or WBASNY (Section 9.6); and (c) notices to WBASNY concerning any suits, proceeding or claim against the Chapter or other affiliated entities or persons (Section 11.2).

5.5 The Treasurer

5.5.1 The Treasurer shall have general charge of the funds of the Chapter, subject to the control of the Board of Directors.

5.5.2 All Chapter funds shall be deposited to the credit of the Chapter in such banks, trust companies, or other depositories as the Board of Directors may select. At least once per year, the Treasurer and Board shall review the signatories on the Chapter's account(s) and determine whether such signatories should be changed, in which case the Board shall pass any required resolutions to effectuate such change.

5.5.3 The Treasurer shall collect Chapter dues from each member, payments for events and programs, and other monies received on behalf of the Chapter. She shall keep the accounts of the Chapter, deposit all funds received, invest its funds as directed by the Board of Directors, report on the Chapter's finances at each regular meeting of the Board of Directors, and make a report to the Chapter membership at the Annual Meeting on the overall state of the Chapter's finances. The Treasurer shall pay all bills duly incurred by or on behalf of the Chapter. She shall comply with all WBASNY reporting and accounting requirements, including submitting reports on Chapter membership, providing information required for WBASNY accounting and tax returns, and remitting to WBASNY "per capita" dues and other payments owed to WBASNY by the Chapter.

5.5.4 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.

Article 6. The Advisory Council

6.1 The Advisory Council shall consist of past Presidents of the Chapter, provided they are in good standing and have maintained paid-up membership since their presidency and for at least the last three consecutive years, .

6.2 Any past President of WBASNY who is a member in good standing and has maintained paid-up membership in the Bronx Women's Bar Association since her presidency, without interruption, shall be a member of the Advisory Council.

6.3 The members of the Advisory Council of the Chapter shall be notified of the dates of meetings of the Board of Directors but shall not have voting rights.

Article 7. The Board of Directors

7.1 The Board of Directors shall consist of members elected pursuant to Article (9) of these By-Laws and shall include the Officers of the Chapter, the Directors, and the “Chair of the Board.” be .

7.2 There shall be ten Directors, five (5) elected in even years and five (5) elected in odd years. Each Director shall serve a two year term unless there is a vacancy. In the case of a vacancy, a Director may be elected to and serve a one year term. The term for Directors shall commence on June 1 following their election.

7.3 The Board of Directors shall direct the general management of the affairs of the Chapter. The Board shall authorize contracts to be executed by or on behalf of the Chapter by the President or Treasurer. No party shall enter into any contracts on behalf of the Chapter, nor incur any extraordinary or unusual expenses on its behalf, without express authorization from the Board of Directors.

7.4 No later than April 1 of each year, the Board of Directors shall establish or confirm the dues to be paid by Chapter members for the succeeding fiscal year.

7.5 The Board of Directors shall meet at least six (6) times annually. A majority of the Board of Directors shall constitute a quorum.

7.6 For the purpose of Board of Directors meetings, in-person participation is expected of Board members, but should a Board member be unable to attend, such member shall be allowed to participate and cast any votes electronically or telephonically, provided that the meeting venue supports participation in a manner that allows all Board members to hear the

full Board's discussions. Participation by telephone, videoconference or other electronic means shall count toward the establishment of a quorum.

7.7 If any Officer other than the President, or any Director becomes disabled or is otherwise unable to perform or has failed to perform any duty imposed by or pursuant to these By-Laws, the Board of Directors may consider removal of such person in the manner prescribed in Article 5 section 5.2.4. If any other vacancy occurs, the Board may appoint a successor for the unexpired term in consultation with the Nominations Committee.

Article 8 Chapter Representatives on the WBASNY Board of Directors

8.1 Under WBASNY's By-Laws, the Chapter President shall be a member of the WBASNY Executive Committee and of the Board of Directors of WBASNY. If the President cannot attend a meeting of the WBASNY Executive Committee or Board upon notice to WBASNY she may designate an Officer or Board member to attend in her place.

8.2.1 Pursuant to WBASNY's By-Laws, each Chapter is entitled to one or more additional representatives ("Delegates"), who serve as members of the WBASNY Board of Directors and attend and vote at WBASNY Board meetings

8.2.2 The number of Chapter Delegates is set forth in the WBASNY By-Laws and is calculated based on the number of members the Chapter certifies by January 31st of the prior fiscal year who are (i) attorneys admitted to the Bar in the State of New York and in good standing. (ii) attorneys admitted to the Bar of other jurisdictions who are in good standing, or (iii) law school graduates studying for the bar or awaiting admission.

8.2.3 Chapter Delegates to the WBASNY Board are nominated and elected by the voting members of the Chapter in the same manner and timing as Chapter Officers and Directors.

8.2.4 In the event that a Chapter Delegate cannot attend a WBASNY Board meeting, the President may designate an Officer, Director or Chapter member to attend in place of the Delegate upon notice to WBASNY.

8.3 To the extent possible, the President should also designate members to represent the Chapter on WBASNY's Committees. At a minimum, she shall prioritize having representation on the following WBASNY Committees:

- Nominations (two representatives per Chapter; one delegate and one alternate) - interviews candidates and votes to select the members from across the state who will be nominated to serve as WBASNY Officers for the following fiscal year;
- Legislation (one representative per Chapter) - reviews legislation and makes recommendation on WBASNY's legislative priorities and advocacy efforts;
- Awards (one representative per Chapter) - participates in the consideration of candidates for WBASNY's annual awards, and assists the President in preparing and submitting nominations for Chapter members to be considered for such awards;
- Judicial Screening (two representatives per Chapter; one delegate and one alternate) – interviews and reviews the qualifications of candidates to fill periodic judicial vacancies on the New York Court of Appeals;
- Plus any of the other WBASNY Committees that address substantive topics, policies or other matters that are of concern to the Chapter or its membership.

8.4 The President shall notify Chapter Delegates to the WBASNY Board and its representatives to WBASNY's Committees by appropriate means of the dates and times of WBASNY's periodic Board and Committee meetings, and she shall instruct such representatives to notify her and WBASNY whether they will be attending such meetings, so that: (a) the President can designate alternate attendees, if required; and (b) WBASNY knows in advance who will be present on behalf of the Chapter.

Article 9 Chapter Elections and Vacancies

9.1 The Chapter shall hold its Annual Membership Meeting and elections in April each year.

9.2 Article 10 of these By-Laws sets forth the process for nominating candidates for Chapter Officer, Director, and Delegate position(s), as well as the process for providing timely notification to the membership of the slate of such candidates. To the extent that the nominated slate that was distributed to the membership in advance of the Annual Membership Meeting pursuant to Section 10.1, et seq., is uncontested, the election for such positions may be held on a voice vote of voting members present at the Annual Meeting.

9.3 If written notice was received pursuant to Section 10.1.3 of these By-Laws advising the Board that all or a portion of the slate of nominees is being contested, the election of members to fill any positions that have been contested shall be conducted by secret ballot.

9.3.1 The ballot shall have a column at left with the title "Positions," a center column entitled "Nominations Committee Candidates" listing the candidates nominated by the Chapter Nominations Committee next to the office for which they were nominated, and a column at

right entitled "Petition Candidates" listing the names of any contesting candidate(s) next to the designation of the office(s) for which they are running. Said ballot shall be distributed to members who are authorized to vote pursuant to Article 3 of these By-Laws.

9.3.2 The Treasurer shall present a list of members eligible to vote. Members are eligible to vote if they are in good standing by payment of their dues no later than the close of nominations for the said election. An equal number of designees appointed by the President and the contesting candidates shall serve as election tellers to record the votes, with no person running for office serving as teller. Such tellers shall count the votes and announce the results of the votes.

9.3.3 Election shall be by a majority of

(a) voting members in attendance at the meeting, and

(b) voting members who executed a signed proxy allowing another voting member in good standing who is in attendance at the meeting to vote for the absent member. Any voting member who cannot attend the voting meeting in person may vote by absentee ballot, provided the member's absentee ballot is received at or prior to the meeting. Completed proxies and/or absentee ballots shall count towards the establishment of a quorum.

9.3.4

9.4 Candidates need not be present at the election meeting

9.5 The Secretary shall record the proceedings and the results of all votes in the meeting minutes.

9.6 At the Annual Membership Meeting, the Chapter shall also take a vote on the ratification of the slate of candidates nominated to serve as WBASNY Officers for the following fiscal year. Only voting members of the Chapter who are eligible (i.e., attorneys admitted to the Bar in New York State and in good standing) may vote on the WBASNY Officer slate. Such votes shall be taken in the same manner as the votes for Chapter Officer, Director and Delegate positions (as provided for in Sections 9.2 and 9.3 by voice vote if there is no contest; or by secret ballot, proxy or absentee ballot and in compliance with any mandates contained in WBASNY's By-Laws if there is a contested election).

9.7 By no later than April 30 each year; the Secretary shall notify WBASNY, by appropriate means, of the results of the elections or other votes taken at the Chapter Annual Membership Meeting, including the names, positions and terms of the elected Chapter Officers, Directors and Delegates; the ratification of WBASNY Officer nominees for the following fiscal year; and any votes on By-Laws amendments or other substantive matters.

9.8 The annual term of Chapter Officers, and Delegates shall commence June 1 and shall end on May 31 the following year. The term of Chapter Directors shall be two (2) years and shall be staggered such that approximately one-half of such Directors' terms expire each year beginning on June 1 and end 2 years later on May 31

9.9 Any Chapter Officer, Director, or Delegate may be removed if she has failed to satisfactorily perform her duties or has more than two successive absences without a

reasonable excuse. The Board of Directors may in its discretion remove such Officer, Director, or Delegate by a two-thirds (2/3) vote of the remaining Board members, but only after written notification to said Officer, Director, or Delegate and after affording such person an opportunity to be heard by the Board of Directors.

9.10 If (by reason of death, resignation, removal or otherwise) a vacancy in the position of Chapter Officer, Director or Delegate occurs before the expiration of her term (including after the elections at the Annual Meeting but before she officially takes office), the Board of Directors shall consult with the Nominations Committee and then, at its next regular meeting or at a special meeting called for such purpose, elect a successor from among the voting membership who shall hold such office for the unexpired term. However, if the vacancy is in the office of President, the Vice President shall automatically succeed to the Presidency, and the Board shall elect a successor to the Vice President's position pursuant to the above procedure.

Article 10 Chapter Committees

10.1.1 Nominations Committee - The Chapter Nominations Committee shall be comprised of: (a) Chairperson appointed by the President, who shall serve a one-year term; (b) one member nominated by the Board of Director, who shall serve a two-year term; and (c) one member nominated by the Nominations Committee, who shall serve a two-year term that will alternate with the two year term of the member nominated by the Board. The members of the Nominations Committee who are nominated by the Board and by the Nominations Committee shall be elected to their positions in the same manner as specified in these By-Laws for the election of Officers, Directors, and Delegates. The Nominations Committee

shall not nominate any of its current members to any Officer position (such potential Officer nominee must resign from the Committee and not participate in deliberations concerning nominations). Members of the Nominations Committee are not barred from serving as, or being nominated to be, Directors or Delegates.

10.1.2 By no later than the end of February each year, the Nominations Committee shall select a slate of candidates for all Officer, Director, and Delegate positions. The Nominations Committee Chair shall notify the Board of the names and proposed positions for all nominees, but the Board of Directors does not vote on the slate of candidates nominated by the Nominations Committee.

10.1.3. At least 30 days prior to the Annual Membership Meeting in April, the Secretary shall provide notice to the membership, by appropriate means, of (a) the date of the Annual Membership Meeting and Elections, and (b) the names and proposed positions of all nominees for Officer, Director, and Delegate positions, and for open Nominations Committee positions (not including the Nominations Chair position appointed by the President). Such notice shall also state that any persons wishing to contest any of the candidates on the proposed slate and/or nominate others for any of the positions must state such intention in writing and in such manner to ensure that it is received by the President and Secretary no later than 15 days prior to the Annual Membership Meeting.

10.2 Committee on Membership and Programs - The President shall appoint the Chairperson of the Chapter Committee on Membership and Programs to a one-year term of office. The Committee's duties shall be to actively promote and solicit Chapter membership, including inviting prospective members to join and encourage past members to renew, to

advise the President and Board on appropriate membership categories; to undertake social and other functions to increase membership and active participation in the Chapter; and to assist with planning programs to be presented at the meetings of the Chapter membership, under the direction of the President and/or her designee(s). If feasible, the Chairperson (or a designee of the President or the Chairperson) shall represent the Chapter at the meetings of the WBASNY Chapters-Membership Committee.

10.3 Judicial Screening Committee – The Chapter may establish a Judicial Screening Committee, which shall be comprised of members whose appointment is ratified annually by the Board of Directors. The Judicial Screening Committee shall interview and rate candidates for judicial office within the Chapter’s jurisdiction, subject to the provisions in the WBASNY By-Laws with respect to Chapters who share the geographic jurisdictions of courts in their area. Written judicial screening protocols and the rating system and criteria must be established and approved by the Board of Directors prior to any judicial screenings being conducted. All discussions and votes of the Judicial Screening Committee, and any information or material obtained during the course of the Judicial Screening Committee’s consideration of a candidate shall be confidential, and no judicial ratings may be disclosed until the Board reviews such rating(s) and the President officially publishes them.

10.4 Any other Committees shall be established by the Board of Directors. Each such Committee shall have a Chairperson appointed by the President who will report to the Board of Directors. The Committee Chairpersons shall each have one one-year term of office but may be reappointed at the discretion of the next President. Members may volunteer to serve on any committee, and such members may serve on more than one committee at any given

time, but no member may be the Chairperson of more than one committee during the same term.

Article 11 Indemnification and Insurance

11.1 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.

11.2 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 12 Fiscal Year

12.1 The fiscal year of the Chapter shall commence on June 1 in accordance with WBASNY’s By-Laws

Article 13 Amendments to Chapter By-Laws

13.1 A proposed amendment to the Chapter By-Laws shall not be presented to the membership for vote unless and until the proposed amendment has been reviewed and approved by WBASNY's By-Law Committee approved by the Chapter By-Laws Committee (if such Committee has been established), and approved by a two-thirds (2/3) vote of the Chapter Board of Directors.

13.2 The members of the Chapter shall be given at least fifteen (15) days written notice of any proposed amendment(s) prior to the membership meeting at which a vote on such amendment will be taken. The affirmative vote of two-thirds (2/3) of the voting members present at such membership meeting, once a quorum exists, shall be required for the ratification and adoption of any amendment to the Chapter By-Laws.

13.3 Upon enactment of amendments to the Chapter By-Laws, a conformed copy of the new By-Laws, with revisions incorporated, shall be provided to the Chapter President and Secretary, as well as to the WBASNY President and WBASNY By -Laws Committee Chair(s), and notice of the enactment shall be provided to the Chapter membership.

13.4 The Chapter's current By-Laws shall also be posted on the Chapter website (if any) or on the Chapter page or WBASNYs' website.

Article 14 Conflict with WBASNY By-Laws

14.1 In the event of a conflict between the Chapter By-Laws and WBASNYs' By-Laws, WBASNYs' By-Laws shall control.

Article 15 Interpretation of By-Laws

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

Amended as of April XX, 2017 and effective June 1, 2017