

**BY-LAWS OF  
THE WESTCHESTER WOMEN’S BAR ASSOCIATION  
A Chapter of the Women’s Bar Association  
of the State of New York**

Table of Contents

Art. I Purposes .....	3
Section 1 - Name.....	3
Section 2 - Purposes.....	3
Art. II Interpretation of By-Laws.....	3
Art. III Membership .....	3
Section 1 - Active Members .....	3
Section 2 - Associate Members.....	4
Section 3 - Pre-Admission Members.....	4
Section 4 - Adjunct Members .....	4
Section 5 - Admission Procedure.....	4
Art. IV Dues.....	5
Section 1 - Membership levels; Dues .....	5
Section 2 - Amounts and When Due.....	5
Art. V Board of Directors .....	6
Section 1 - Composition.....	6
Section 2 - Elected Members .....	6
Section 3 - Meetings .....	6
Section 4 - Voting .....	7
Section 5 - Powers and Duties .....	7
Section 6 - Executive Committee .....	7
Section 7 - Advisory Council.....	8
Section 8 - Removal from Office.....	8
Art. VI Officers.....	8
Section 1 - Composition, Election and Term of Office .....	8
Section 2 - Vacancy .....	9
Section 3 - The President .....	9
Section 4 - The President-Elect and the Vice Presidents.....	10
Section 5 - The Secretaries .....	10
Section 6 - The Treasurer.....	10
Art. VII Meetings of the Chapter.....	11
Section 1 - General Membership Meetings .....	11
Section 2 - Notice of Meetings .....	11
Section 3 - Annual Meetings.....	11
Section 4 - Voting.....	11
Section 5 - Rules of Order .....	11
Section 6 - Special Meetings.....	11
Section 7 - Quorum.....	11
Art. VIII Standing & Ad Hoc Committees .....	12
Section 1 - Standing Committees.....	12

Section 2 - Ad Hoc Committees .....	12
Section 3 - Vacancy .....	12
Section 4 - Operation of Committees.....	13
Section 5 - Resignation or Removal from Office of a Chairperson, Vacancy.....	13
Section 6 - Function of Standing Committees .....	13
Art. IX Committee on Nominations.....	16
Section 1 - Purpose of Committee .....	16
Section 2 - Composition of Committee .....	17
Section 3 - Meetings of Committee and Quorum .....	17
Section 4 - Nominations Process for Officers and Directors.....	18
Art. X Amendment of These By-Laws .....	18
Section 1 - Proposal of Amendment .....	18
Section 2 - Adoption of Amendment .....	19
Art. XI Censure, Suspension and Expulsion from Membership.....	19
Section 1 - Suspensions or Disbarments.....	19
Section 2 - Removal from Office.....	19
Art. XII Notices .....	20
Art. XIII Fiscal Year / Term Year .....	20
Art. XIV Indemnification and Insurance .....	20

## ARTICLE I

### Purposes

#### **Section 1 - Name: Westchester Women's Bar Association**

The name of the organization shall be the Westchester Women's Bar Association, hereafter referred to as the Chapter. The organization is a chapter of the Women's Bar Association of the State of New York, hereinafter referred to as the State Association.

#### **Section 2 - Purposes**

The purposes of the Chapter are (1) to promote justice for all, regardless of sex, in all phases of the study, practice and application of the law; (2) to ascertain and advance the social, economic and legal status for women through the law; (3) to expand opportunities for women for advancement in the field of law; (4) to raise the level of competence and integrity in the legal profession; and (5) to carry out, within the geographical area it serves, the purposes of the State Association and to adopt policies not inconsistent therewith, and to carry out those purposes on the local level

## ARTICLE II

### Interpretation of By-Laws

Wherever the word "she" or "her" is used herein, such word shall be construed to include "they", "them", "he" or "him" where appropriate.

## ARTICLE III

### Membership

#### **Section 1 - Active Members (Class I)**

Any member in good standing of the Bar of the State of New York who is interested in furthering the purposes of the Chapter, as set forth above, shall be eligible for active membership in the Chapter and may vote in Chapter elections. This category of membership also includes members who are retired under OCA Rules, Sect, 118.1(g) and active and retired judges.

## **Section 2 - Associate Members (Class II)**

Any person admitted to practice in any jurisdiction other than the State of New York, in good standing before that jurisdiction, who is interested in furthering the purposes of the Chapter, shall be eligible for associate membership. An associate member shall have the right to vote in Chapter elections and to hold office or chair any committee of the Chapter; however, she shall not be entitled to vote for State Association officers or directors or to vote with respect to State Association By-Laws.

## **Section 3 - Pre-Admission Members (Classes III and IV)**

Law students or law school graduates awaiting admission to any Bar who are interested in furthering the purpose of the Chapter, may be eligible for pre-admission membership. Membership in the pre-admission group may not be continued for more than five years.

A. Law School Graduates: A law school graduate who is a pre-admission member shall have the right to vote in Chapter elections and to hold office or chair any committee of the Chapter; however, she shall not be entitled to vote for State Association officers or directors or to vote with respect to State Association By-Laws. (Class III)

B. Law Students: A law student who is a pre-admission member shall not have the right to vote in Chapter elections nor shall she have the right to hold office or chair any committee of the Chapter except such committees as may be formed expressly with respect to law students and their interests; in addition, she shall not be entitled to vote for State Association officers or directors or to vote with respect to State Association By-Laws. (Class IV)

## **Section 4 - Adjunct Members (Class V)**

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

## **Section 5 - Admission Procedure**

All persons desiring membership in the Chapter shall fill out an application, in such form as may be determined by the Board of Directors. The application form shall require the applicant to affirm that she is a member in good standing of the Bar to which she has been admitted, except in the case of a pre-admission or non-voting member who shall affirm that she is engaged in the study of law or is awaiting admission to the Bar. All applicants meeting the criteria set forth in this Article shall be admitted to membership upon paying the appropriate dues for the then current year.

## ARTICLE IV

### Dues

#### **Section 1 - Membership Levels: Dues**

For purposes of establishing the amount of membership dues, the members shall be divided into the following levels:

1. Law Students
2. Law School Graduates Awaiting Admission
3. Active members admitted for fewer than two years
4. Active members admitted for two to five years
5. Active members admitted for five to ten years
6. Active members admitted for eleven years or more
7. Retired (per OCA Rules)
8. Sustaining members. Any person eligible for membership in any of the above categories who elects to pay dues in the amount set by the Board of Directors for this class of members may be a sustaining member. Any person may cease to be a sustaining member for any fiscal year and may pay dues for the fiscal year in the category for which she is otherwise eligible.
9. Adjunct members.

The Board of Directors is authorized to establish additional levels of membership or revising existing levels by majority vote.

#### **Section 2 - Amounts and When Due**

A. The Board of Directors shall have the power, by majority vote, to establish the amount of dues for each membership category. Dues shall be due and payable on June 1<sup>st</sup> of each year, the first day of the fiscal year. The Treasurer shall cause dues notices to be sent to all members.

B. The Treasurer shall cause a second dues notice to be sent to all members whose dues for the then current fiscal year have not been received by September 1. Members so notified shall not be entitled to vote or to the services offered by the chapter until their current dues and any delinquent dues are paid. If a member has not paid her dues by September 30 of that fiscal year, that member may be removed from the list of members.

## ARTICLE V

### Board of Directors

#### **Section 1 - Composition**

The Board of Directors shall be the governing body of the Chapter and shall consist of the officers of the chapter as hereinafter defined in Article VI, elected local directors, elected state directors, chairs and co-chairs of the committees, the immediate past President of the Chapter and the President of the Westchester Women's Bar Association Foundation or her delegate. The Board of Directors shall all be members in good standing of the Chapter.

#### **Section 2 - Elected Members**

A. Except as herein specified, the elected members of the Board shall be elected for a one-year term at the Annual Meeting of the Chapter.

B. Directors elected to serve on the State Board shall be elected for a one-year term at the Annual Meeting of the Chapter.

C. The term of office of an elected Board member and an elected State Board member shall commence on their date of installation which shall not be later than July 1<sup>st</sup> of the year in which she is elected. No elected Board member or elected State Board Member shall serve for more than four consecutive terms in that position.

D. If any vacancy shall occur in an elective directorship, whether Chapter or State, before the expiration of that director's term of office, the Board of Directors, by a majority of those present and voting, shall elect a successor who shall hold office for the duration of the unexpired term.

E. A vacancy in any elective directorship occurs by reason of disability, death, resignation, termination of membership, or removal from office of that elected director. A determination of disability shall be made by a two-thirds vote of the Board of Directors in accordance with commonly accepted medical criteria of disability.

#### **Section 3 - Meetings**

The Board shall meet in person and/or virtually at least once in each of ten (10) months during the fiscal year upon written notice to the members of the Board, but notwithstanding the preceding, a monthly meeting of the Board may be cancelled for good cause by the President, or in her absence by the President-Elect or Vice President who is designated by the President, or the Board, to act in the President's stead. A special meeting of the Board may be called at any time by the President acting alone or by the President at the written request of three (3) members of the Board.

## **Section 4 - Voting**

- A. Each member of the Board of Directors shall have one vote.
- B. Each committee chair and, if applicable, co-chairs shall have one vote, notwithstanding that the committee may be chaired by more than one person.
- C. If any member of the Board sits in two or more capacities, she shall nonetheless have only one vote.

## **Section 5 - Powers and Duties**

- A. The Board shall be responsible for the general management of the affairs of the Chapter. The Board may authorize contracts to be made on behalf of the Chapter by one or more of the officers. The Board shall have the power to make such rules and regulations and take such action, not inconsistent with the Chapter and By-Laws of the Chapter, or the Constitution and By-Laws of the State Association, as may be necessary to carry out its powers and duties under this Section.
- B. The Board shall be responsible for and have control of the custody, investments expenditure and disposal of all property of the Chapter, other than the disposal of its real estate.
- C. The Board may from time to time appoint or retain one or more persons, who need not be members of the Chapter, to perform such administrative duties as may be assigned by the President or the Board of Directors.

## **Section 6 - Executive Committee**

- A. The Board shall have an Executive Committee composed of the officers of the Chapter, the immediate past President of the Chapter and such other Chapter members as the President deems appropriate.
- B. The Executive Committee shall meet or confer upon the call of the President, and shall be authorized to exercise all the powers of the Board of Directors between the regular meetings of the Board for such decisions as must be made before the next regular meeting of the Board.
- C. If an officer of the Chapter is unavailable, the President shall have the option of inviting an elected Board member to sit on the Executive Committee in her place and stead.
- D. A committee chairperson whose expertise matches that required for the matter at hand before the Executive Committee shall be invited by the President to sit on the Executive Committee at the time the President calls a meeting of the Executive Committee.
- E. A full report of all actions taken by the Executive Committee shall be made at or before the first meeting of the Board of Directors held after a meeting of the Executive Committee.

F. The Executive Committee may be convened upon one day's oral or written notice, including by email, being given by the President. A majority of the Committee shall constitute a quorum for the transaction of business.

### **Section 7 - Advisory Council**

The Board of Directors may in its discretion establish an Advisory Council, the composition of which may include but not be limited to members of the Chapter who are past Presidents and members of the judiciary who reside or work in Westchester. Its purposes shall be to advise the Board of Directors as to any issue or matter of interest to or affecting the Chapter. To this end, the Advisory Council may be convened at the discretion of the Board of Directors at unstated intervals. Members of the Advisory Council shall not have the right to vote at Directors' meetings nor shall their attendance be counted in determining the presence of a quorum.

### **Section 8 - Removal from Office**

A. The Board shall have the power by a two-thirds (2/3) vote to remove a member of the Board for neglect of duty, for conduct which violates the Code of Professional Responsibility, or for conduct which the Board in its discretion concludes is detrimental to the Chapter. No such removal shall be made except on written notice to the members of the Board stating the alleged neglect, alleged violation or alleged detrimental conduct and after an opportunity for a full and fair hearing by and before the other members of the Board. Such removal of a Director does not automatically remove that person from membership in the Chapter. Removal from membership in the Association shall be made only in accordance with the provision of Article XI, Section 1 of these By-Laws.

B. Any Board member who does not attend three consecutive meetings without reasonable excuse may at the discretion of the Board cease to be a member of the Board and be removed from office.

## **ARTICLE VI**

### **Officers**

#### **Section 1 - Composition, Election and Term of Office**

A. The officers of the Chapter shall be a President, a President-Elect, three Vice Presidents, a Corresponding Secretary, a Recording Secretary, and a Treasurer. They shall be elected annually by a majority vote of the members present and voting at each annual meeting. Their terms of office shall commence on June 1<sup>st</sup>.

B. The President and President-Elect of the Chapter shall not be eligible for election to a second successive term of office.

C. Except as provided in the following sentence, all other officers of the Chapter



shall not be eligible for election to the same office for more than two (2) successive terms. The Vice Presidents of the Chapter shall not serve for more than three (3) successive terms.

## **Section 2 - Vacancy**

A. If a vacancy shall occur in the office of President before the expiration of the term of office, the President-Elect shall act as President for the duration of the unexpired term or until the disability is resolved, whichever is sooner.

B. If a vacancy shall occur in an elected office other than the Presidency, before the expiration of the term of office, the Board of Directors shall elect a successor to fill that office for the duration of the unexpired term

C. A vacancy in an elective office occurs by reason of the disability, death, resignation, termination of membership, or removal from office of an officer. A determination of disability shall be made by a two-thirds vote of the Board of Directors in accordance with commonly accepted medical criteria of disability.

## **Section 3 - The President**

A. The President shall be the Chief Executive Officer of the Chapter and shall generally supervise and direct its affairs and assign such functions as may be necessary. The President shall preside at meetings of the Chapter and of the Board of Directors. The President shall appoint the chairpersons of all committees except the Committee on Nominations. The President shall be ex-officio a member of all committees, and, as such, may participate but not vote in the proceedings thereof, except that the President shall have a vote at the Judicial Screening Committee meetings as hereinafter set forth. If the President is unable to serve as ex-officio member of any committee, she may designate another officer to act in her place and stead.

B. The President may present to the membership at any general membership meeting of the Chapter a report of its activities during the year, including a summary of matters recommended for action.

C. The President may from time to time adopt measures for coordinating the respective functions of the committees and shall be empowered to determine controversies between or among the several committees.

D. The President shall be responsible for the preparation and submission of the reports required of Chapters by the State Association. For these purposes she shall be authorized in her discretion to delegate to the appropriate officers or committee chairpersons the performance of any function in connection with such reports other than the exercise of final responsibility.

#### **Section 4 - The President-Elect and the Vice Presidents**

- A. The President-Elect shall automatically succeed to the Presidency upon the expiration of the President's term.
- B. The President-Elect shall perform such duties as may be designated or assigned to her by the President or the Board of Directors.
- C. The President-Elect shall preside at meetings of the membership 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.
- D. The Vice Presidents shall perform such duties as may be delegated to them by the President or assigned to them by the Board of Directors.

#### **Section 5 - The Secretaries**

- A. The Corresponding Secretary of the Chapter shall also be Corresponding Secretary of the Board of Directors. She and/or the Executive Director shall cause notice of meetings of the Chapter to all members, shall cause notice of meetings of the Board of Directors to be given to the members of the Board, and shall perform such other related duties as may be assigned by the President or the Board of Directors.
- B. The Recording Secretary of the Chapter shall also be the Recording Secretary of the Board. She shall keep the records of the Chapter, keep the minutes of the membership and Board of Director's meetings and perform such other related duties as may be assigned by the President or Board of Directors.

#### **Section 6 - The Treasurer**

- A. The Treasurer shall have general charge of the funds of the Chapter, subject to the control of the Board of Directors. She shall furnish such bonds as the Board may from time to time require.
- B. The Treasurer and/or the Executive Director under the direct supervision of the Treasurer and/or President shall collect the dues and keep the accounts of the Chapter, deposit all funds received, and invest such funds as directed by the Board of Directors, report at each regular meeting of the Board and at general membership meetings when requested by the President.
- C. The Treasurer shall pay all bills incurred on behalf of the Chapter, as authorized by the Board of Directors and approved by the President. The Executive Director may pay expenses authorized by the President and/or Treasurer.
- D. The accounts of the Treasurer shall be audited at such times and in such manner as the Board may direct.
- E. The Treasurer shall render all reports and other documentation required to be

submitted to WBASNY.

## **ARTICLE VII**

### **Meetings of the Chapter**

#### **Section 1 - General Membership Meetings**

The Chapter shall have at least four general membership meetings in each fiscal year, which shall include the annual membership meeting (“Annual Meeting”) as the fourth general membership meeting in March or April. The Executive Committee shall set the dates of the general membership meetings.

#### **Section 2 - Notice of Meetings**

Written notice of all general membership meetings shall be given to the membership of the Chapter at least one week in advance.

#### **Section 3 - Annual Meetings**

The Annual Meeting of the Chapter shall be held in March or April in each year. Elections shall be held at the Annual Meeting.

#### **Section 4 - Voting**

Voting shall occur in person or through a virtual platform except at any meeting at which a contested election is to be held, the vote shall be by secret ballot and the presiding officer shall appoint two tellers, who, together with the Recording Secretary shall conduct the balloting and canvass the votes. Immediately after canvass of the votes the tellers shall deliver the result to the presiding officer for announcement.

#### **Section 5 - Rules of Order**

Unless otherwise provided, Robert’s Rules of Parliamentary Order shall govern all meetings of the Chapter or the membership.

#### **Section 6 - Special Meetings**

Special meetings of the Chapter may be called by the President at her discretion and must be called by the President upon written request of seven (7) members for the purpose specified in the request. The Corresponding Secretary and/or Executive Director shall cause written notice, or oral notice confirmed in writing, of such meeting to be given to all the members of the Chapter. Such notice shall be made by any method authorized by law. Only business specified in the written notice, or oral notice confirmed in writing, shall be transacted at such meeting.

#### **Section 7 - Quorum**

At all meetings of the Chapter, except as herein otherwise provided, a quorum shall

consist of fifteen (15) members in attendance in person or virtually, and in case a quorum shall not be present at such meeting, it may be adjourned by the presiding chairperson of the meeting. If the meeting is adjourned to a future date, the Corresponding Secretary shall cause notice of the new date to be given to all members consistent with Article VII, Section 6.

## **ARTICLE VIII**

### **Standing & Ad Hoc Committees**

#### **Section 1 - Standing Committees**

The Standing Committees of the Chapter shall be as follows:

- A. Committee on By-Laws
- B. Committee on Corporation and Commercial Law
- C. Committee on Criminal Law
- D. Committee on Families, Children and the Courts
- E. Committee on Grievance & Ethics
- F. Committee on Judicial Screening
- G. Committee on Judiciary
- H. Committee on Legislation and Government
- I. Committee on Matrimonial Law
- J. Committee on Membership
- K. Committee on Networking
- L. Committee on New Lawyers
- M. Committee on Nominations
- N. Committee on Professional Development
- O. Committee on Programs
- P. Committee on Public Relations
- Q. Committee on Real Property
- R. Committee on Sponsorship
- S. Committee on Taxation
- T. Committee on Trusts and Estates

#### **Section 2 - Ad Hoc Committees**

Ad hoc committees of the Chapter may be created or discontinued by the President subject to the approval of the Board.

#### **Section 3 – Vacancy**

Any vacancy in the chairperson(s) of any committee may be filled by the President for the remainder of the term.

## **Section 4 - Operation of Committees**

Each committee may adopt rules not inconsistent with these By-Laws for its operation. Such rules shall be subject to approval by the Board of Directors.

## **Section 5 - Resignation or Removal from Office of a Chairperson, Vacancy**

The chairperson of any committee who shall resign or is removed from office for any reason prior to the completion of her term as chairperson, shall upon the appointment of her successor immediately turn over to her successor all files relating to the committee in her possession.

## **Section 6 - Function of Standing Committees**

### **A. Committee on By-Laws**

See Article X.

### **B. Committee on Corporate and Commercial Law**

This committee shall endeavor to further knowledge of the fields of corporate and commercial law among members of the Chapter; it shall arrange programs for the development of knowledge and special information on this subject, and shall engage in the study, revision and interchange of ideas concerning corporate and commercial law.

### **C. Committee on Criminal Law**

This committee shall endeavor to further knowledge of the field of criminal law among members of the Chapter; it shall arrange programs for the development of knowledge and special information on this subject, and shall engage in the study revision and interchange of ideas concerning criminal law.

### **D. Committee on Families, Children and the Courts**

This committee shall endeavor to further knowledge of the law and procedure applicable in the Family Court among members of the Chapter; it shall arrange programs for the development of knowledge and special information on this subject, and shall engage in the study, revision and interchange of ideas concerning the Family Court.

In addition, this committee shall endeavor to further knowledge of the laws pertaining to children and children's rights among members of the Chapter; it shall promote, as appropriate, the legal rights of children; it shall arrange programs for the development of knowledge and special information on this subject; and engage in the study, revision and interchange of ideas concerning the legal rights of children.

### **E. Committee on Grievance & Ethics**

(1) This committee shall advise members on subjects of professional ethics and the standards of conduct appropriate for attorneys.

(2) This committee shall in addition develop procedures for handling inquiries or complaints regarding the conduct of members inconsistent with the Code of Professional Responsibility.

F. Committee on Judicial Screening

(1) This committee shall interview and consider the qualifications of candidates for county-wide judicial office those proposed candidates for Supreme Court in the Ninth Judicial District, County Court, Family Court and Surrogate's Court.

(2) This committee shall prepare and adopt rules subject to approval by the Board of Directors for the consideration of proposed candidates for the said judicial offices.

(3) The discussions and votes at meetings of the committee pertaining to the qualifications of candidates considered by the committee and any material obtained in the course of the committee's investigation shall be kept confidential, subject to the review of the Board of Directors, which shall approve publication by the President of the Chapter's final ratings.

G. Committee on Judiciary

(1) This committee shall arrange programs designed to further the knowledge of members of the Chapter on the nature and responsibilities of the judiciary.

(2) The committee shall also endeavor to promote and advance the Mission of the Chapter .

(3) This committee shall be responsible for observing the procedure of the courts in Westchester County for the purpose of improving the administration of justice therein.

H. Committee on Legislation and Government

This committee shall review proposed legislation and make recommendations concerning such legislation to the Board of Directors, the membership, and the State Board.

I. Committee on Matrimonial Law

This committee shall endeavor to further knowledge of the field of matrimonial law among members of the Chapter; it shall arrange programs for the development of knowledge and special information on this subject, and shall engage in the study, revision and interchange of ideas concerning matrimonial law.

J. Committee on Membership

(1) It shall be the duty of this committee to maintain a list of members of this Chapter and also a list, as nearly accurate as may be, of all women eligible for membership in the geographic area served by the Chapter.

(2) It shall also be the duty of this committee to invite and welcome new members to the Chapter.

K. Committee on Networking

This committee shall provide members with an opportunity to meet other attorneys in an informal atmosphere in order to expand professional contacts, discuss legal problems with attorneys who have dealt with similar problems, and discuss topics of special interest to women attorneys.

L. Committee on New Lawyers

This committee shall arrange programs of interest to newly admitted lawyers.

M. Committee on Nominations

See Article IX.

N. Committee on Professional Development

(1) This committee shall obtain listings of opportunities for employment for members and shall publicize such opportunities to members of the Chapter.

(2) The committee shall endeavor to develop opportunities for women in the legal profession.

(3) No fee shall be charged for this service; however, the service is available only to members who are current in their dues and those members who are not required to pay dues.

O. Committee on Programs

This committee shall be responsible for arranging programs to be presented at the general membership meetings of the Chapter.

P. Committee on Public Relations

(1) This committee shall prepare the Chapter's television or other media of communication.

(2) In addition, this committee shall promote within the community a better

understanding of the role of the lawyer.

(3) No policy release of any kind shall be issued without prior approval of the Board of Directors.

Q. Committee on Real Property

This committee shall endeavor to further knowledge of the field of real estate law among members of the Chapter; it shall arrange programs for the development of knowledge and special information on this subject, and shall engage in the study, revision and interchange of ideas concerning real estate law.

R. Committee on Sponsorship

This committee is responsible for creating and growing funding sources to help the WWBA to effectively fulfill its mission and serve its membership. It works to promote within our community a better understanding of the WWBA and the legal profession. In doing so, it identifies potential sponsorship partners and fundraising opportunities, secures those fundraising relationships at various levels of support, communicates with existing donors and sponsors on a regular basis, and ensures that they are provided value for their commitment to the WWBA through such means as exposure and promotion within the WWBA organization and community, at WWBA events, on the WWBA website, in the WWBA newsletter, through social medial and other outlets available to the WWBA.

S. Committee on Taxation

This committee shall endeavor to further knowledge of the field of taxation law among members of the Chapter; it shall arrange programs for the development of knowledge and special information on this subject and shall engage in a study, revision and interchange of ideas concerning taxation law.

T. Committee on Trusts and Estates

This Committee shall endeavor to further knowledge of the law of trusts and estates among members of the Chapter; it shall arrange programs for the development of knowledge and special information on this subject; and shall engage in the study, revision and the interchange of ideas concerning trusts and estates.

## ARTICLE IX

### Committee on Nominations

#### Section 1 - Purpose of Committee

The Committee on Nominations shall make nominations to the Board of Directors for the officers, local directorships for the Chapter and state directorships for the State Association to be voted on by the Board of Directors and membership at the Chapter's fourth general



membership/annual meeting held in March/April and to take office commencing on June 1<sup>st</sup>. The Committee shall solicit and be open to suggestions and recommendations from the membership prior to making such nominations

## **Section 2 – Composition of Committee**

The Nominations Committee shall consist of:

- a. the President, ex officio;
- b. the President- Elect;
- c. the two most immediate Past Presidents of the Chapter who are able and willing to serve a one year term on the committee, and
- d. two other members of the Chapter, who shall be nominated by the President and elected by the Board of Directors for staggered terms of two years at the September general membership meeting. Any Chapter member may seek to be nominated and/or make recommendations for another member to be nominated to this Committee by doing so in writing delivered to the President of the Chapter not later than August 15<sup>th</sup>. Should a vacancy occur during the term of these elected committee members, the President shall appoint another member in good standing to serve the remainder of the term.
- e. No member of the Committee shall serve for more than two consecutive terms on the Committee, except insofar as the President and President-Elect may serve for not more than five years.

A Chairperson of the Nominations Committee will also be nominated and selected by the Board of Directors at the September general membership meeting, after the members of the Committee are elected.

## **Section 3 – Meetings of the Committee and Quorum**

The Committee shall meet in person or virtually on or before January 15<sup>th</sup> for the purpose of voting on the slate of officers and directors to be recommended by the Committee to the Board of Directors for a vote at the March/April fourth general membership meeting.

The Committee shall meet at other times in person or virtually at its discretion and/or as directed by the President. The Committee, in its discretion, may solicit resumes, cover letters, interviews and/or other information from any candidates who are recommended or under consideration for officer and director positions.

At all meetings of the Committee on Nominations, a quorum shall consist of three (3) members not including the President. A vote will pass by a majority of those present. The President shall not have a vote.

## **Section 4 - Nominations Process for Officers and Directors**

Not later than October 1<sup>st</sup> the Committee shall solicit recommendations from the membership by written notice or email sent to all members by the Committee, Executive Director and/or Corresponding Secretary for all officers except President, all local directors and all state directors. Any member of the Chapter may propose candidates for the positions, by writing delivered to the Chairperson of the Committee, Corresponding Secretary and/or Executive Director of the Chapter not later than December 1<sup>st</sup> of each year. Members of the Committee may also propose candidates for each position.

At a meeting of the Committee to be held in person or virtually no later than January 15<sup>th</sup> the Committee shall consider the candidates recommended for each officer and director position and vote on the slate of officers and directors to be recommended to the Board of Directors at the February meeting. No member of the Committee may be nominated for an officership or a directorship except the President-Elect. Voting by the committee shall be by closed ballot in any contested nomination.

Following the Committee's vote, the Committee Chairperson shall then send written notice to each candidate selected for nomination of the slate of officers and directors and receive written confirmation from the candidate of her willingness and ability to accept the position for which she is nominated.

The Committee will submit its recommendations for nominations to the President and Board of Directors at the Chapter's February Board meeting and a vote will be taken by the Board of Directors. The approved slate of nominees will be presented to the general membership for a vote at the Chapter's fourth general membership meeting in March/April.

As soon as possible after the February Board meeting, the Committee shall cause the Executive Director and/or Corresponding Secretary to provide written notice of the slate of nominations to the Chapter's membership at least two times before the fourth general membership/annual meeting .

The Chairperson or her delegate will present a resolution for approval of nominated slate of officers, local directors and state directors at the Chapter's general membership/annual meeting in March or April. The Chairperson or her delegate will also present a resolution for approval of the State Association's nominated slate of officers at this meeting.

## **ARTICLE X**

### **Amendment of These By-Laws**

#### **Section 1 - Proposal of Amendment**

The By-Laws Committee shall have responsibility for the review of Chapter By-Laws and the drafting of proposed amendments. Any member may propose an amendment to these By-Laws. Such proposed amendment shall be submitted in writing to the Board of Directors. Upon such submission, the Board of Directors or any member thereof to whom the Board may delegate the function, shall examine the proposed amendment for the sole purpose of determining whether

it is consistent with the By-Laws of the State Association. If the proposed amendment is inconsistent with those by-laws, the Board of Directors shall confer with the member or members proposing the amendment for the purpose of bringing it into conformity with the By-Laws of the State Association.

## **Section 2 - Adoption of Amendment**

Any proposed amendment consistent with the By-Laws of the State Association of the State of New York shall be circulated to the membership in the next available notice of a general membership meeting, and the proposed amendment shall be placed on the agenda for discussion at that meeting. During any such discussion it shall be appropriate to propose and adopt amendments to the proposed amendment. The proposed amendment shall be voted on at the meeting, by a show of hands, or, at the discretion of the Board of Directors, by written ballot circulated with the notice or e-mail of that meeting and returned by email or mail to the Corresponding Secretary so as to be received before the meeting. Mail ballots shall be counted by the Corresponding Secretary, and the results announced at the meeting. The number of mail or e-mail ballots shall be included for the purpose of ascertaining the presence of a quorum at the meeting. A majority of those voting in the presence of a quorum shall be sufficient to adopt an amendment. Amendments shall be effective immediately unless another effective date is stated in the text thereof.

Notwithstanding anything herein contained, if, in the judgment of the Board of Directors, a vote on an amendment is necessary and cannot be had at a regular membership meeting, the President may call a special meeting for the purpose of such vote, or with the concurrence of the Board of Directors, may direct that a mail or an e-mail ballot be circulated to the membership, to be returned by such date as the Board of Directors may determine.

## **ARTICLE XI**

### **Censure, Suspension and Expulsion from Membership**

#### **Section 1 - Suspensions or Disbarments**

Upon any final decision by a court or by the disciplinary body of the Appellate Division suspending or disbaring a member from practice, such person shall cease to be a member of the Chapter. A suspended person, upon application, may be restored to membership only by a majority vote of the entire Board of Directors after the period of suspension has expired.

#### **Section 2 - Removal from Office**

Any officer or member of the Board of Directors, who shall be suspended or expelled from membership for any cause, or who shall cease to be a member, shall cease to occupy that office or continue as a member of any committee which said member chairs, and the vacancy in that office or committee shall be filled in the manner provided by these By-Laws.

## **ARTICLE XII**

### Notices

Unless otherwise indicated, all written notices required hereunder shall be deemed given to a member when mailed to the address indicated for the member in the Chapter directory, when emailed to the address indicated for that member in the Chapter directory, or by any other method authorized by law.

## **ARTICLE XIII**

### Fiscal Year / Term Year

Each fiscal year and term year shall commence June 1 and end May 31.

## **ARTICLE XIV**

### 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.

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.

(last amended June 1, 2017)

Amended as of April 14, 2021 and effective June 1, 2021