

BY-LAWS OF THE NASSAU COUNTY
WOMEN'S BAR ASSOCIATION

Adopted April 16, 1985 as
Amended through ~~June 17, 2009~~ April 17, 2017

ARTICLE I NAME AND PURPOSE

SECTION 1. The name of this Association (the "Association") shall be the Nassau County Women's Bar Association. (SECTION 1 amended May 24, 1990)

SECTION 2. This Association is a Chapter of the Women's Bar Association of the State of New York.

SECTION 3. The purpose of the Association shall be:

a) to establish and direct policies and issue policy statements on issues of significance, especially those relating to women lawyers and women generally;

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

c) to encourage the education of lawyers;

d) to promote improvement in the administration of justice;

e) for the purpose set forth in subdivisions a - d, to solicit, receive, duly consider, and act upon ideas and opinions of members relating to all issues and actions of significance to its members;

f) to inform its members and disseminate information to them through a publication and such other means as may be appropriate; and

g) to provide an atmosphere of professional cooperation among its members.

ARTICLE II OFFICERS

SECTION 1. The officers of the Association shall be the President, President-Elect, two Vice-Presidents, a Treasurer, Recording Secretary, and Corresponding Secretary. The officers of the Association shall be elected annually as provided in these By-Laws and shall take office on June 1. (SECTION 1 amended June 17, 2009)

SECTION 2. In the event of a vacancy in an office, the Board of Directors shall elect a successor who shall hold that office for the unexpired term.

SECTION 3. The officers shall perform such duties as may be assigned to them from time to time by the President, in addition to those set forth in these By-Laws.

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. She shall preside at meetings of the Association, the Executive Committee and the Board of Directors. The President shall appoint the Chairpersons of all committees, except the budget committee. Except for the Committee on Nominations, the President shall be ex-officio a member of all committees.

SECTION 2. The President shall present at the annual meeting of the members a report of the activities of the Association during the year.

SECTION 3. The President may delegate any duty imposed on or power granted to her by these By-Laws, except the appointment of committee chairs, the calling of special meetings of the Association, and the assignment of duties to other officers of the Association.

SECTION 4. The President shall perform such duties as are imposed upon her by the By-Laws of the WBASNY.

SECTION 5. The President shall appoint the President Elect to act in her stead if she is unable to perform any of her duties. (SECTION 5 amended June 17, 2009)

ARTICLE IV THE VICE-PRESIDENTS

SECTION 1. The Vice-Presidents shall perform such duties as may be delegated to them by the President or by the Board of Directors.

SECTION 2. The Vice-Presidents shall supervise and coordinate the activities of such committees as the President shall delegate and as otherwise provided for in these By-Laws.

ARTICLE V 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.

SECTION 2. The Treasurer shall collect the dues and keep the accounts of the Association, deposit or invest its funds as directed by the Board of Directors, and make an annual report at the annual meeting of the Association.

SECTION 3. The Treasurer shall pay bills as authorized in the approved annual budget. The Treasurer shall also pay such bills as approved by majority vote of the Board of Directors. The President shall have authority to direct the Treasurer to pay bills without such authorization not in excess of \$200.00, or such amount as determined by the Board of Directors. (SECTION 3 amended June 17, 2009)

SECTION 4. The Treasurer shall submit to the WBASNY the membership and financial reports and remit the per capita charges as required by the By-Laws of the WBASNY.

SECTION 5. The Treasurer shall serve as Chair of the Budget Committee.

ARTICLE VI THE RECORDING SECRETARY

SECTION 1. The Recording Secretary shall keep the records of the Association. She shall take and keep minutes of the Association, the Executive Committee, and the Board of Directors and perform such other duties as may be assigned by the Board of Directors and the President.

SECTION 2. If the Recording Secretary is unable to attend any meeting, it shall be her duty to obtain a replacement.

ARTICLE VII THE CORRESPONDING SECRETARY

SECTION 1. The Corresponding Secretary shall give written notice of meetings of the Association, the Executive Committee and the Board of Directors and perform such other duties as may be assigned by the Board of Directors or the President.

SECTION 2. No later than five (5) days after the Committee on Nominations has rendered its report to the Board of Directors, the Corresponding Secretary shall give such written notice to all members of the Association as required by these By-Laws.

SECTION 3. No later than ten (10) days before the annual meeting the Corresponding Secretary shall give such notice as required by the Articles on Nominations.

ARTICLE VIII DELEGATES

SECTION 1. All Delegates to the WBASNY shall be elected annually and shall take office on June 1.

SECTION 2. All Delegates shall be members of the Board of Directors of this Association.

ARTICLE IX THE BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall consist of the elected officers of the Association, the Past-Presidents in good standing, eight elected Directors, Delegates and alternates to the WBASNY and committee chairs.

SECTION 2. The eight elected Directors shall be divided into two classes of equal numbers. At the first annual election held immediately after the adoption of this section, one class of four directors shall be elected for a two-year term, and one director shall be elected to fill the one-year term of the other class. At each annual meeting thereafter four directors shall be elected for a term of two years. If a vacancy occurs during the year, a successor shall be chosen by the Board to serve for the remainder of the unexpired term. (SECTIONS 1 & 2 AMENDED February 27, 1990)

SECTION 3. The Board of Directors shall meet at least bi-monthly beginning in September, except during the summer. A special meeting may be called by the President or upon written request of three (3) members of the Board.

SECTION 4. The Board of Directors shall adopt policies, manage the activities of the Association and authorize contracts to be made on behalf of the Association by one or more of the officers or by any committee. The Board shall have the power to make such rules and regulations and take such actions as it may deem advisable if not inconsistent with the Charter of the Association and these By-Laws.

SECTION 5. The Board shall keep a record of its proceedings and report at any meeting of the Association any matter which in its judgment requires action by the Association.

SECTION 6. In the event of the absence of an elected member of the Board from three (3) successive regular Board meetings without reasonable excuse, the Board in its discretion, upon notice, may remove such elected member and declare a vacancy.

SECTION 7. The Board shall in its discretion remove any Chair whose committee is not functioning.

SECTION 8. Each of the eight elected Directors shall be directly responsible for the supervision of committees as designated by the President. (amended November 8, 1991)

SECTION 9. The absence of a past-president from three (3) successive regular Board meetings, without prior notification to the President, shall result in automatic removal of said past-president from the Board for that year only. The following year said past-president would be automatically reinstated.

ARTICLE X THE EXECUTIVE COMMITTEE

SECTION 1. The Executive Committee of the Board of Directors shall consist of the elected officers and directors of the Association.

SECTION 2. The Executive Committee shall meet at least once a month. Special meetings of the Executive Committee may be called by the President. A quorum shall consist of not less than five (5).

SECTION 3. The Executive Committee may act on behalf of the Board of Directors between meetings thereof with respect to the routine business of the Association with the same effect as if the Board of Directors had acted. Actions of the Executive Committee shall be reported to the Board of Directors at its meeting for ratification. Changes in the general policy of the Association shall not be considered "routine."

SECTION 4. If the Executive Committee determines that a decision needs to be made or an action taken by the Association prior to the next meeting of the Board of Directors with respect to matters other than routine affairs and business of the Association, the President shall call a special meeting of the Board of Directors, or if such meeting shall not be reasonably practicable, the President shall take such action as may then be provided in or not prohibited by the New York Not-For-Profit Corporation Law. (SECTION 4 amended June 17, 2009)

ARTICLE XI MEMBERSHIP

SECTION 1. The membership of the Association shall consist of the following classes: Active, Associates, ~~and~~ Auxiliary, ~~and honorary~~.

ACTIVE - Any member of the New York Bar in good standing; who resides or works in Nassau County shall be eligible for active membership. (amended November 18, 1991)

ASSOCIATE - Any person admitted in another state or jurisdiction, any law student or law school graduate waiting admission shall be eligible for Associate membership.

AUXILIARY - Persons who elect to pay dues to WBASNY through another chapter who are members of the New York Bar in good standing and neither reside nor work in Nassau County shall be eligible for Auxiliary membership. (amended November 18, 1991)

~~HONORARY - Such person(s) distinguished for public service or eminence in the law as the Board shall from time to time propose, may be elected honorary member(s) of the Association at a meeting duly called for that purpose. An honorary member may, if otherwise qualified, be an active member.~~

(SECTION 1 amended through April 17, 2017)

SECTION 2. Dues - Annual dues and the budget shall be recommended by a two-thirds vote of the Board of Directors present and voting at the March Board meeting, and shall be submitted for approval of the membership at the annual meeting of the Association. ACTIVE and ASSOCIATE members shall be billed for both the Association dues and the per capita remittance due to the WBASNY. AUXILIARY members shall pay only the Association dues. ~~HONORARY members shall have no obligation to pay dues, but shall be given the opportunity to do so, if otherwise qualified for membership, and shall be sent an annual bill.~~
(SECTION 1 amended through April 17, 2017)

SECTION 3. Applications for membership shall include an affirmation by the applicant that she or he qualifies for the class to which she or he seeks membership. All eligible applicants shall be entitled to membership upon paying the appropriate dues for the then current fiscal year. All applications for membership shall be reviewed by the membership committee for determination that the applicant meets the eligibility requirements.

ARTICLE XII FISCAL YEAR/MEMBERSHIP STATUS

The fiscal year shall be from June 1 through May 31. To be a member in good standing dues shall be paid in full by January 31.

ARTICLE XIII MEETINGS OF THE ASSOCIATION

SECTION 1. The Annual meeting of the Association shall be held on the third Tuesday of April each year, or such other day as designated by the President, at which time the following business shall be considered:

- a) reading of the minutes of the preceding meeting;
- b) president's annual report;
- c) report of the Treasurer, approval of the annual dues and approval of annual budget; (amended November 18, 1991)
- d) reports of the committees as directed by the President;
- e) old and new business; and
- f) elections of Officers and Delegates.

(SECTION 1 amended through June 17, 2009)

SECTION 2. There shall be meetings of the Association on the third Tuesday of each month, or such other day as designated by the President, except June, July and August, unless otherwise decided by the Board of Directors or a majority vote of the members in good standing in person or by proxy. (SECTION 2 amended through June 17, 2009)

SECTION 3. Robert's Rules of Parliamentary Order shall govern all meetings of the Association, unless otherwise provided for by these By-Laws.

ARTICLE XV ELECTIONS

SECTION 1. Officers of the Association, Directors of the Association, and Delegates to the WBASNY; shall be elected at the annual meeting, pursuant to these By-Laws, by a majority of the members eligible to vote, casting their vote in person or by proxy.

SECTION 2. Any member in good standing and eligible to vote may carry no more than three (3) proxies. It shall be ascertained prior to voting that a member voting by proxy is eligible to vote.

SECTION 3. The form of the proxy shall be prescribed by the Board of Directors in accordance with the Laws of the State of New York.

SECTION 4. At any meeting at which an election of the Association is to be held, the Recording Secretary shall present a list of all members entitled to vote, and the votes shall be cast in person, or by proxy as provided in Section 2 of this Article.

SECTION 5. At any meeting at which an election 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 Recording Secretary, shall conduct the balloting and canvass of the votes, including the proxies, immediately after canvass of the votes the tellers shall deliver the results to the presiding officer for announcement, and a written report thereof certified by the President or Recording Secretary of the Chapter shall promptly be transmitted to the Secretary of WBASNY.

SECTION 6. To be eligible for election as an officer or director of the Association or delegate to the WBASNY, the candidate must be an active member. Elected directors may not serve more than two consecutive terms of office. (SECTION 6 amended May 24, 1990)

ARTICLE XV SPECIAL MEETINGS

Special meetings of the Association may be called by the President and shall be called by the President upon written request of five (5) members of the Association in good standing, addressed to the President for the purpose specified in the request. Notice of such meeting and of the object thereof shall be given by the Corresponding Secretary to all members at least three (3) days before the meeting. No business other than specified in the notice shall be transacted at such meeting.

ARTICLE XVI QUORUM

SECTION 1. At all meetings of the Association, a quorum shall consist of not less than fifteen (15) members in good standing, present in person. No proxies shall be counted in determining a quorum.

SECTION 2. At all meetings of the Board of Directors, a quorum shall consist of not less than nine (9).

SECTION 3. At all meeting of the Executive Committee, a quorum shall consist of no less than five (5).

ARTICLE XVII STANDING COMMITTEES

SECTION 1. The standing committees of the Association shall include the following:

- a) Membership
- b) Programs
- c) Legislation
- d) Judiciary
- e) Diversity
- f) Nominations
- g) By-Laws
- h) Diversity (adopted April 17, 2000)
- i) Budget

(SECTION 1 amended June 17, 2009)

SECTION 2. The President of the Association shall be a member ex-officio of all committees, except the Nomination Committee. She shall be entitled to participate in any proceeding as a non-voting member.

SECTION 3. The chair of each committee, upon the direction of the Board of Directors or the President, shall report to the Board of Directors upon the proceedings of such committee and shall present to the Board of Directors for its action any recommendation which the Committee may make for expenditures or otherwise. Each of the standing committees and any special committees shall present its annual report in writing to the President. No committee may make any statement on behalf of the Association on any issue without prior approval of the Board of Directors.

ARTICLE XVIII COMMITTEE ON NOMINATIONS

SECTION 1. The Committee on Nominations shall consist of five (5) members. The Chair shall be appointed by the President of the Association prior to the January meeting from among the members of the two (2) immediately preceding nominating Committees. The other members shall be nominated and elected at the January meeting of the Association. (amended in part May 24, 1990).

SECTION 2. A slate of candidates for all elective offices shall be presented by the Chair of the Committee on Nominations to the board of Directors and the Association at their respective March meetings. No more than two members of the Nominating Committee shall appear on that slate. (SECTION 2 amended June 17, 2009)

SECTION 3. Further nominations for any office or directorship may be made from the floor at the March meeting of the Association or by filing a petition, signed by five (5) members with the Corresponding Secretary not later than fifteen (15) days before the annual meeting. The notice for the annual meeting shall contain the nominations made by the Nominating Committee, the nominations from the floor at the March meeting, the nominations by petition, and the form of the proxy to be used. This notice shall be mailed to the membership at least ten (10) days prior to the annual meeting and no other names shall be added to the list of nominations at the annual meeting. The consent of the person(s) nominated shall be obtained prior to nomination.

ARTICLE XIX MEMBERSHIP COMMITTEE

The Membership Committee shall verify statements as to qualifications of applicants for membership and, upon verification, notify the Corresponding Secretary and the Treasurer. The Treasurer shall then place the applicant's name on the membership lists. This committee shall use its best efforts to increase membership in this Association. A Vice-President shall be chair of this committee.

ARTICLE XX PROGRAMS COMMITTEE

The Programs Committee shall have charge of the programs to be presented at the meeting of the Association. A Vice-President shall be the chair of this committee.

ARTICLE XXI LEGISLATION COMMITTEE

The Legislation Committee shall examine pending bills in the Legislature of the State of New York and any local bodies and in the Congress of the United States. It shall report to the Association whenever, in the judgment of the committee, any action thereon shall be advisable. The chair of said committee shall also serve as a member of the Committee on Legislation of the WBASNY and report to this Association any actions taken by the WBASNY. (Amended June 17, 2009)

ARTICLE XXII JUDICIARY COMMITTEE
As amended May 17, 1988

SECTION 1. Policies - The Association shall recommend for selection for judicial office, for elevation to a court of greater jurisdiction and for those positions dealing with the administration of justice, only those who in their character, temperament and professional aptitude have demonstrated their special qualifications for these positions, and shall recommend against the selection for judicial office and those offices dealing with the administration of justice, those persons who do not possess these qualifications.

SECTION 2. Duties and Procedures

a) The Judiciary Committee shall investigate and consider the background, experience and qualifications of candidates for judicial office and other judicially related positions.

b) The deliberations of the Committee shall be confidential.

c) After careful consideration the Committee shall assign a rating to each candidate.

d) A candidate shall be required to complete a questionnaire regarding his or her background and experience, execute authorizations as set forth in the rules and regulations and submit to an interview by the Committee.

e) The Committee is empowered to conduct hearings, elicit testimony of witnesses and to consider any related information which it deems necessary to properly perform its functions.

f) The Committee shall vote by secret ballot.

SECTION 3. Qualifications -The following guidelines and criteria shall be considered in determining the qualifications of any candidate.

TEMPERAMENT - patience, impartiality, respect for attorneys and litigants, freedom from hostility, arrogance and prejudice of any kind.

CHARACTER AND INTEGRITY - candor, respect for ethical standards and conduct, an absence of gender, ethnic, religious, age, racial and other bias.

LEGAL SCHOLARSHIP - educational background, publication, judicial opinions, participation in seminars and active membership in professional associations.

PROFESSIONAL ABILITY AND REPUTATION - length and nature of legal or judicial experience and such other factors as the Committee may find appropriate.

SECTION 4. Ratings - One of the following ratings shall be assigned to each candidate:

“RECOMMENDED” - the candidate possesses affirmative qualities indicating that he or she would satisfactorily discharge the responsibilities and powers of judicial office or other judicially related positions.

“NOT RECOMMENDED” - the candidate does not possess affirmative qualities indicating that he or she would satisfactorily discharge the responsibilities and powers of judicial office or other judicially related positions or where the candidate did not comply with Section 2 of this article.

“REFUSED TO APPEAR” - the candidate did not appear for an interview or failed to submit the required documentation.

“UNABLE TO APPEAR”

SECTION 5. Findings and Review

a) The Committee shall make a prompt report to the Board as to its findings. Where a candidate is rated “NOT RECOMMENDED,” the grounds shall be stated.

b) Upon receipt of the Committee’s finding, the Board shall determine the ratings of each candidate.

c) The President shall notify each candidate of his or her rating.

d) Any candidate dissatisfied with his or her rating may appeal the Board’s findings.

e) The Appeals Committee shall consist of the elected officers and directors of the Association and the Chair of the Judiciary Committee or her designee.

f) The candidate may appear in person with or without counsel.

g) The Appeals Committee, upon the conclusion of the appeal, may affirm, reject or modify the prior rating. The result of this appeal shall be reported to the candidate by the President.

h) All procedures in the appellate process not set forth herein, shall be stated in the rules and regulations.

SECTION 6. Membership

a) The Judiciary committee shall consist of ten members and a chair. They shall be appointed by the President with the approval of the Board of Directors. In the first year following the passage of these By-Laws, the President shall appoint five members of the Judiciary Committee to serve a one-year term and five members to serve a two-year term. In each subsequent year five members of the Judiciary Committee shall be appointed to serve a two-year term each.

b) The President shall appoint a chair to serve for a one-year term commencing on January 1 and concluding on December 31.

c) No person shall be appointed chair of the Judiciary Committee who has not served as a member of the Committee for at least one year.

SECTION 7. Rules and Regulations

The Committee shall establish rules and regulations subject to the approval of the Board.

ARTICLE XXIII BY-LAWS COMMITTEE

The By-Laws Committee shall, from time to time, review the By-Laws and shall propose to the Board of Directors any changes it deems appropriate. The Board of Directors shall act upon these recommendations.

ARTICLE XXIV SPECIAL COMMITTEES

SECTION 1. The President may, from time to time, constitute Special Committees and shall define the powers of such committees, subject to the provisions of these By-Laws.

SECTION 2. The President shall appoint the chairs of committees as soon after her election as practicable after the committee is created. If a vacancy arises by resignation, death, disability, removal or retirement, the President shall appoint a new chair as soon as possible.

SECTION 3. The chairs of all committees, except the Committee on Nominations, shall appoint the members of their respective committees. The President may designate additional committee members.

SECTION 4. Each committee shall have power to fix its own time and place of meeting; and to adopt its own rules and regulations not inconsistent with the Charter of these By-Laws.

SECTION 5. Each committee shall organize within two weeks after appointment of the

members and shall notify the President and Recording Secretary of the Association of the members of the committee and proposed meetings.

ARTICLE XXV ADOPTION AND AMENDMENT OF BY-LAWS

SECTION 1. By-Laws may be amended at any meeting of the Association by a two-thirds (2/3) vote of those present in person and voting.

SECTION 2. Ten days notice, in writing, of proposed amendment(s) shall be given all ACTIVE members in good standing.

SECTION 3. Upon the consideration of any proposed amendment, amendments thereto may be offered and voted upon at the meeting.

SECTION 4. These By-Laws having been approved and adopted by the Association at its general meeting on April 16, 1985, shall take effect as of May 1, 1985.

ARTICLE XXVI INDEMNIFICATION AND INSURANCE

SECTION 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.

SECTION 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 Corresponding 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 XXVI added April 17, 2017)