
BY-LAWS
of the
WESTCHESTER COUNTY BAR ASSOCIATION

As Amended and Restated to March ____, 2018

BY-LAWS OF THE WESTCHESTER COUNTY BAR ASSOCIATION

ARTICLE I

Name

The name of the Association shall be "Westchester County Bar Association".

ARTICLE II

Purposes

The purposes of the Association are to promote the ends of justice, to cultivate the science of jurisprudence, to maintain the availability of the law to all who seek redress, to facilitate the administration of justice, to elevate the standard of integrity, honor, competence and courtesy in the legal profession, and to participate with all members of society in seeking and perfecting the common good.

ARTICLE III

Membership

SECTION 1. *Active Members.* Any member of the Bar of the State of New York, in good standing, who resides in or has an office in the County of Westchester, counties other than Westchester in the 9th Judicial District, the City of New York or Fairfield County, Connecticut may become an Active Member of the Association upon completion of the Membership Application and payment of dues, as hereinafter provided.

Any Active Member who is no longer eligible for active status shall become automatically an Associate Member.

SECTION 2. *Associate Members.* Any member of the Bar of the State of New York, or of the Bar of any other state or territory, in good standing, who is not qualified for active membership may become an Associate Member upon election to Associate Membership and payment of dues, as hereinafter provided. Associate Members shall not be entitled to hold office or vote but shall have all other privileges of Active Membership except as otherwise specifically provided in these By-Laws.

SECTION 3. *Non-Lawyer Affiliate.*

Any professional person employed in or residing in the geographic area set forth in Section 1 of these By-Laws who meets the following description is eligible to apply to be a non-lawyer affiliate member of the Bar Association:

1. A paralegal;
2. An individual employed by a lawyer, law firm, governmental agency or other entity as a law-related professional; or

3. An individual who is a title company agent, a licensed private investigator, a banker, a licensed insurance broker, agent, accountant, licensed real estate broker or salesperson or a member of another law-related occupation so approved by the Board of Directors;

Such individual shall become a non-lawyer affiliate member of the Association after completion of a Membership Application and payment of the required membership dues.

A non-lawyer affiliate member may join a section or committee but may not be an officer of any section or chair of any committee other than the non-lawyer Affiliates Committee. A non-lawyer affiliate member shall have all the powers and privileges of an active member of the Association except those of voting or holding office, except in connection with a duly established Non-Lawyer Affiliate Member Committee, or as specifically provided.

SECTION 4. *Law Student Membership.*

Any law student in good standing in any accredited law school may become a law student member in the Westchester County Bar Association. Such student shall become a law student member of the Association upon completion of the Membership Application.

A law student shall cease to be eligible for law student membership upon graduation from law school or if such student shall otherwise cease to be enrolled in classes.

A law student member may join a section or committee but may not be an officer thereof. A law student member shall have all the powers and privileges of a full member of the Association except those of voting and holding office or otherwise specifically provided in these By-Laws.

Law student membership in the Association shall be free. Fees for membership in Association Sections, or attendance at programs or events shall be at a reduced rate as set by the Board of Directors, from time to time.

SECTION 5. *Applications.* A written Application for Active, Associate, Affiliate or Student Membership shall be made on forms provided by the Association. Upon submission of the completed Membership Application and payment of annual dues as required, an applicant shall become a Member of the Association.

SECTION 6. *Honorary Members.* Any person who is or has been a member of the legal profession in the United States or any foreign nation, and who has attained preeminent distinction, may be elected an Honorary Member of the Association. Such election may be made at any meeting of the Board of Directors by affirmative vote equal to three-fifths (3/5) of the directors in attendance, or at any meeting of the membership of the Association by affirmative vote of three-fifths (3/5) of the members present. Honorary Members shall be exempt from the payment of dues. They shall have all privileges of Active Membership but shall not be entitled to vote. Any Honorary Member who is otherwise eligible, may become an Active Member upon written application to the Secretary. Thereafter, said Honorary Member shall be considered both

an Honorary Member and an Active Member, and shall have all the rights and responsibilities of an Active Member.

SECTION 7. *Sustaining Members.* A Sustaining Membership shall be available to such members of any class of membership who are willing, for the support of the purposes and general work of the Association, to pay an amount of annual dues in any year, in addition to the normal dues prescribed by ARTICLE XII. A member who elects to be a Sustaining Member in any year shall not be obligated thereby to continue as such in any subsequent year. Sustaining Members shall have the same rights and privileges as pertain to the class of which they are a member. The Board of Directors shall have the power to make appropriate regulations as to such Sustaining Membership and the collection of Sustaining Membership dues, and to accord such members appropriate recognition for their dedication to the purposes of the Association.

ARTICLE IV **Board of Directors**

SECTION 1. *Composition.* There shall be a Board of Directors consisting of the elected officers of the Association, the Immediate Past President of the Association, the Senior Co-Chair of the New Lawyers Section, nine Directors elected as hereinafter provided, and the representatives of Local Bar Associations, the Westchester Women's Bar Association, and Minority Bar Associations, hereinafter known as Representative Directors, who are designated in accordance with Section 3 hereof.

SECTION 2. *Classes.* The nine elected Directors shall be divided into three classes of equal number. Three Directors shall be elected at each annual meeting for a term of three years commencing on the first day of May next succeeding said election. Vacancies shall be filled by election at each annual meeting for the remainder of the term. If a vacancy occurs between annual meetings, a successor shall be chosen by the Board to serve until the next annual meeting. If a Director shall be elected an officer of the Association, the Director's term shall automatically terminate upon taking office. If a vacancy occurs between annual meetings in the position of the Senior Co-Chair of the New Lawyers Section, the Junior Co-Chair of that Section shall occupy the Board position until the next annual meeting and election of the Section.

SECTION 3. *Representatives of Local Bar and the Westchester Women's Bar Associations as Members of the Board of Directors.* Each Local Bar Association in Westchester County whose organization has been approved by the Board of Directors of the Association, and the Westchester Women's Bar Association, may designate any one of its members, who is also a member of the Westchester County Bar Association, to serve as a member of the Board of Directors of the Westchester County Bar Association, to be known as a Representative Director. Each Representative Director shall have the same powers as other members of the Board, except that the vote of such Representative Director shall be counted as one-half of an elected Director's vote and such Representative Director shall serve for the same annual terms as elected officers of the Westchester County Bar Association. If a vacancy occurs for any reason before the expiration of the term of a Representative Director, a successor shall be designated in a manner determined by such designating organization.

Approved Local Bar Associations described above shall include: Columbian Lawyers Association of Westchester Inc., Eastchester Bar Association, Justice Brandeis Westchester Law Society, Mamaroneck/Larchmont/Harrison Bar Association, Mt. Vernon Bar Association, New Rochelle Bar Association, Northern Westchester Bar Association, Ossining Bar Association, Peekskill Bar Association, Portchester/Rye Bar Association, Westchester Black Bar Association, Westchester Women's Bar Association, White Plains Bar Association, Yonkers Bar Association and Yorktown Bar Association. Additional Local Bar Associations may be added upon approval of the Board of Directors.

SECTION 4. *Limitation of Tenure.* A member of the Association who has served on the Board for two consecutive three-year terms as an elected Director, shall not be eligible to be elected as a Director for a term immediately succeeding.

SECTION 5. *Board Meetings.* Meetings of the Board may be called, in writing, at any time by the President of the Association, or at any time by the Secretary upon written demand of not less than six (6) members of the Board.

SECTION 6. *Duties and Powers.* The Board of Directors shall have the care and management of the property of the Association and direct its affairs; they shall have power and authority to enforce the By-Laws and from time to time to make such rules and regulations not in conflict with these By-Laws, as may be necessary or proper to conduct the business and care for and maintain the property of the Association. The Board of Directors shall have the power and authority to employ an Executive Director of the Association, and such other employees as shall be deemed necessary by the Executive Committee from time to time, none of whom need be members of the Association.

SECTION 7. *Quorum.* Ten members of the Board shall constitute a quorum.

SECTION 8. *Debts* No debts shall be incurred, and no continuing obligation entered into, except upon the vote of a majority of the members present at a meeting of the Board of Directors, except that the Executive Committee shall have the authority to expend up to Ten Thousand (\$10,000.00) Dollars.

SECTION 9. *Past Presidents of the Association.* The Past Presidents of the Association who are current Members of the Association shall be invited by the President to attend meetings of the Board of Directors. Past Presidents in attendance shall not have the right to vote at such meetings, nor shall their attendance be counted in determining the presence of a quorum. .

SECTION 10. *Executive Committee.* There shall be an Executive Committee composed of the President, one elected Director, one Representative Director, the President-Elect, the two Vice-Presidents, the Secretary, the Assistant Secretary, the Treasurer, the Assistant Treasurer and the immediate Past President of the Association, which Committee shall meet 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. The elected Director member shall be designated annually by the Board of Directors. A report of all actions taken by the Executive Committee shall be made at the first meeting of the Board of Directors held after a meeting of

the Executive Committee. This Committee may be convened upon twenty-four hours' notice given by the President of the Association by telephone or by electronic means and a majority of the Committee shall constitute a quorum for the transaction of business. If a vacancy occurs for any reason before the expiration of the term of an elected Director, a successor shall be designated by the Executive Committee to serve only until such time as the annual designation by the Board of Directors as provided for in this Section.

SECTION 11. *Removal from office.* Any Director may be removed from office by the Board of Directors after notice and hearing, for neglect of duty, violation of the provisions of the By-Laws, or of any direction of the Association or the Board of Directors.

ARTICLE V

Officers

SECTION 1. *Officers.* The officers of the Association shall be a President, a President-Elect, two Vice-Presidents, a Secretary, an Assistant Secretary, a Treasurer and an Assistant Treasurer, each of whom shall be elected by the members at the Annual Meeting of the Association. Officers shall hold office for a term of one year from the first day of May next succeeding their election and until their successor shall be elected and take office. No President or President-Elect shall be elected to that office for more than two successive terms.

SECTION 2. *President.* The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and all meetings of the Board of Directors; and shall perform all other duties of the office of President provided for in these By-Laws, and may perform any executive duty which the Board of Directors shall request the President to perform, except duties of other executive officers. The President may establish ad hoc or special committees to handle special assignments and designate the Chair or Chairs thereof and the duration of the committee, except that the President shall not appoint themselves as Chair or Chairs of any ad hoc or special committee.

SECTION 3. *President-Elect.* In the event of the absence or temporary disability of the President, the President-Elect shall perform the duties of the office of President. The President-Elect shall perform also such other duties as the President or the Board of Directors shall request. The President-Elect shall succeed to the office of President upon the conclusion of the term, or terms, of office of the President. In the event the President shall be re-elected for a second term of office, the succession of the President-Elect to the office of President shall be postponed until the conclusion of such term. A new President-Elect shall be elected whenever the office of President-Elect shall become vacant.

SECTION 4. *Vice-President.* Each Vice-President shall perform such duties as the President or the Board of Directors shall request.

SECTION 5. *Secretary.* The Secretary shall have the following duties (which may be performed by Association staff under the Secretary's direction and supervision):

(a) Maintain accurate records of all proceedings of the Association and of the Board of Directors.

(b) Have charge of the Seal, Minute Books of the Association, as well as Minute Books of the Board of Directors, Committees and Sections of the Association.

(c) Maintain a Register which shall contain the name, telephone number, business and residence address, and category of membership of each member of the Association, together with such other facts as the Board of Directors shall direct to be recorded.

(d) Issue notice of all meetings of the Association and of the Board of Directors.

(e) Perform such other duties as may from time to time, be assigned by the Board of Directors.

SECTION 6. *Treasurer.* The Treasurer shall have the following duties:

(a) Supervise the billing, collection, and, under the direction of the Board of Directors, disbursement of all funds of the Association.

(b) Keep regular Books of Account of the Association.

(c) Serve as chair of the Budget & Finance Committee and in such capacity, prepare the Annual Budget of income and expenses for the Association.

(d) Report, in writing, at each meeting of the Executive Committee and the Board of Directors, and at such other times as may be required by the President, the financial condition of the Association. The Treasurer's annual report for the year shall be presented to the Membership at the Annual Meeting of the Association.

(e) Perform such other duties as the Association or the Board of Directors shall require.

SECTION 7. *Removal from Office.* In addition to removal as set forth in ARTICLE XIV, Section 2, any officer of the Association or of a Law Section or Committee thereof may be removed from office by the Board of Directors, after notice and hearing, for neglect of duty, violation of provisions of the By-Laws, or violation of any direction of the Association or the Board of Directors.

SECTION 8. *Vacancies.* In the event of any vacancy in any elective office, the Board of Directors shall designate an Active Member of the Association to fill the vacancy until the next annual meeting. A vacancy in any elective office is a vacancy which occurs by reason of death, resignation, termination of membership, removal from office, certification of retirement from the practice of law, suspension from the practice of law or disbarment.

SECTION 9. *Reimbursement of Expenses.* The officers of the Association shall be reimbursed for reasonable expenses incurred in the carrying out of their duties and obligations on behalf of the Association provided such expenses are duly authorized or approved by the President.

ARTICLE VI

Nominating Committee and Nominations

SECTION 1. *Selection.* In each year the Board of Directors shall nominate seven Active Members of the Association, who are not officers, elected Directors, or Representative Directors of the Association, for election to membership on the Nominating Committee. The notice of the Annual Meeting shall contain a statement that said Nominating Committee is to be elected at that Meeting and shall likewise contain an alphabetical list of the seven candidates for membership on that Nominating Committee. Any 25 members of the Association in good standing may nominate additional active members of the Association for membership on the Nominating Committee. Such nominations must be in writing, signed by at least 25 active members, filed with the Secretary of the Association and posted by the Secretary in the office of the Association not less than ten (10) days prior to the annual election.

No candidate for membership on the Nominating Committee to be voted upon at such Annual Meeting shall be nominated otherwise than as herein before provided, except in cases of a vacancy occurring by reason of resignation, death, disability or otherwise, in any of which events such vacancies shall be filled and nominations therefore made from the floor at such Annual Meeting. The members shall vote for seven of the candidates nominated. The seven candidates who receive the highest number of votes shall be elected and shall constitute the Nominating Committee and shall serve until the report of the Nominating Committee is formally presented to the Association.

SECTION 2. *Chair.* The immediate past President of the Association shall be the Chairperson of the Nominating Committee.

SECTION 3. *Term.* The term of membership on the Nominating Committee shall be one (1) year, and a member may not serve more than three (3) consecutive years.

SECTION 4. *Designation of Candidates.* The Nominating Committee shall designate candidates for all offices and for membership on the Board of Directors, to be elected at the Annual Meeting. The report of the Committee designating those nominees shall be filed with the Secretary and published to the Members of the Association not less than four (4) weeks prior to the Annual Meeting. Any 25 active members of the Association in good standing may nominate candidates for any or all of the offices, or of such directorships required to be elected by vote at the Annual Meeting. Such nominations must be in writing, signed by the 25 members and filed with the Secretary of the Association and posted at the office of the Association not later than ten (10) days prior to the annual election. No candidate to be voted for at such Annual Meeting shall be nominated otherwise than as herein before provided, except in case of a vacancy occurring by reason of the resignation, death or disability of any candidate or otherwise, in any of which events such vacancy shall be filled and nominations therefore made from the floor at such Annual Meeting.

SECTION 3. *Vacancy in Nominating Committee.* In the event of any vacancy in the membership of the Nominating Committee, the Executive Committee shall designate an active member of the Association to fill that vacancy who otherwise meets the eligibility requirements set forth in Section 1, above.

SECTION 4. *Notice of Annual Meeting.* In the notice of the Annual Meeting the Secretary shall state the offices to be filled and the nomination, or nominations, made for each office and for membership as Directors-at-Large on the Board of Directors.

ARTICLE VII
Elections

SECTION 1. *Elections.* Election of officers and members of the Board of Directors, nominated as provided in Article VI, shall take place at the Annual Meeting. A majority vote of the active members present shall be necessary to an election.

SECTION 2. *Tellers at Annual Election.* At the Annual Meeting if more than one (1) person is nominated for any elective office, the officer presiding shall appoint three (3) Tellers who shall have charge of the polls for the election of all directors and officers.

ARTICLE VIII
Meetings

SECTION 1. *Annual Meetings.* The Annual Meeting of the Association shall be held not less than six (6) week prior to May 1, at such place and hour as the Board of Directors shall fix. If such Annual Meeting is adjourned, it shall be held as soon thereafter as possible, at such place and time as the Board of Directors shall fix.

SECTION 2. *Special Meetings.* Special meetings of the Association may be called at any time by the President, or upon resolution of the Board of Directors, or of twenty-five (25) Active Members of the Association in good standing, addressed to the President, or in their absence, to the Secretary, specifying the purpose or purposes thereof. At such special meetings no business shall be transacted except that specified in the notice.

SECTION 3. *Notices.* Notices of special meetings shall be sent by first class mail or by electronic means to the members not less than ten (10) days nor more than fifty (50) days before the date of the meeting. Notices of all annual meetings shall be published to the Members not less than least thirty (30) days before the date thereof. Notices of meetings shall state the place, date and hour of the meeting and except in the case of the Annual Meeting indicate that the notice is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called.

SECTION 4. *Quorum.* At any meeting of the Association, the attendance of at least one hundred members in person or by proxy, shall constitute a quorum.

SECTION 5. *Rules of Order.* All meetings shall be conducted in accordance with Robert's Rules of Order.

SECTION 6. *Order of Business.* The order of business at all regular meetings shall be as follows:

1. Reading of the minutes of the preceding meeting, unless a motion is duly made, seconded and passed to dispense therewith.
2. Report of the President.
3. Report of the Treasurer.
4. Communications.
5. Reports of the Committees as directed by the President.
6. Reports of Special Committees.
7. Elections.
8. Unfinished Business.
9. New Business.

ARTICLE IX **Committees**

SECTION 1. *Committees Generally.* The Association may have Ordinary, Standing and Special Committees. A list of current committees of the Association may be obtained from the offices of the Association or viewed by visiting the Association's website. The President or Board of Directors, consistent with these By-laws, may, from time to time, constitute additional committees, define their powers and duties, and at any time abolish any committee. The members, powers and duties of a committee not detailed in these By-Laws are available for review through the offices of the Association or by reference to the Association's website.

SECTION 2. *Chairpersons and Members.* After taking office, the President shall appoint or re-appoint, as the case may be, the Chair or Chairs of all Committees, except as otherwise expressly provided in these By-laws. Each Committee shall be composed of members of the Association. The President or the Board of Directors may remove any member of a Committee with or without cause.

SECTION 3. *Term Limits.* Chairs of a Committee are limited to three one-year terms as Chair or Co-chair and shall not be eligible for reappointment following their service of three one-year terms. Service for any portion of the remainder of a one-year term shall constitute a one year term for the purpose of this section. For currently appointed Chairs and Co-chairs, this provision shall take effect for the term following the enactment of this section of the By-laws and the limitation imposed hereby shall not be retroactive to the date a co-chair or chair began his or her service as such.

SECTION 4. Rules. Except as otherwise expressly provided in these By-Laws, the following rules shall govern the conduct of all committees:

(a) A majority of the members of each committee shall constitute a quorum thereof. The Chair or Chairs of each committee provided for in this ARTICLE shall be appointed by the President, except that the President shall not appoint themselves as chair of any committee. Each Committee may elect a Secretary, and may elect a Vice-Chair if no Co-Chair has been appointed by the President.

(b) The Secretary of each committee may keep minutes of attendance and proceedings at its meetings, and a copy of such minutes shall be filed with the Secretary of the Association in conformity with ARTICLE V, SECTION 5(b).

(c) A vacancy in the Chair or Chairs of a Committee shall be filled by the President for the remainder of the term.

(d) Each Committee shall present a written report of its proceedings for the year to the Secretary not less than fifteen (15) days before the Annual Meeting.

(e) The Secretary of the Association is authorized to reproduce and distribute in advance of a meeting of the Association such reports of Committees as the Secretary, in the Secretary's discretion, determines should be so distributed.

(f) No communication shall be sent by a Committee to members of the Association generally or to any other Association, public body, or official, without approval of the Board of Directors, or the President of the Association.

(g) Conflicts in jurisdiction among committees shall be determined by the President or Board of Directors.

(h) No Committee, Committee Chair or Officer shall have the power to create any liability or debt for the Association without the express authorization of the Board of Directors or the President.

(i) Each Committee shall have the power to adopt rules and regulations for its own governance and procedure, subject to these By-Laws. The Chair or Chairs of each Committee shall have the power to call a meeting thereof on due notice. Every Committee shall meet at such times and places as may be designated by the Chair or Chairs or the President. Any Committee may conduct a meeting by means of a conference telephone call, video conference or similar communication methods allowing all members participating in the meeting to hear one another at the same time.

(i) No action taken by any Committee shall be, or shall be deemed to be, the action of the Association, the Executive Committee or of the Board of Directors, nor shall such action be binding upon the Association, the Executive Committee or upon the members or officers of the

Board of Directors, unless and until such action shall have been ratified by the Board of Directors, or by the Association unless otherwise provided by these By-Laws.

SECTION 4. *Special Committees.* The President may, from time to time, establish such additional Special Committees as the President shall deem necessary or advisable, or as directed by the Board of Directors. The President shall appoint the Chair or Chairs of all Special Committees. The provisions of SECTION 3 hereof shall apply to the Special Committees with the same force and effect as to other Committees.

ARTICLE X
Standing Committees

SECTION 1. *Standing Committees.* The Standing Committees of the Association shall be the Grievance, Fee Dispute Resolution, Judiciary, Assigned Counsel/18-B, Budget and Finance, Bar Journal, By-Laws, Continuing Legal Education, Judicial Campaign Oversight, Law Day, Lawyer Assistance, Editorial Review, and Membership Committees, and such other Standing Committees as may be created, from time to time, by the Board of Directors by resolution. Such resolution shall define the respective powers and duties of the newly created Standing Committee.

SECTION 2. *Membership.* The President shall appoint the Members of the Standing Committees and designate the Chair or Chairs, and, as necessary, fill vacancies; provided, however, that the sole method of membership on the Nominating Committee is set forth in Article VI of these By-laws. Other than the members of the Nominating Committee, the President or the Board of Directors may remove any member of a Standing Committee with or without cause. A Standing Committee, except the Nominating Committee, may be abolished by the Board of Directors by a resolution.

SECTION 3. *Powers.* Each Standing Committee shall have the powers and duties as set forth in these By-laws or by resolution of the Board of Directors, and such powers and duties as may be prescribed for Committees generally.

SECTION 4. *Chairpersons.* The Chair or Chairs of each Standing Committee shall preside over the matters of the Standing Committee, conduct the meetings, submit such matters to be considered by the Committee, and report to the Board of Directors, from time to time, as it may require and shall report to the Members of the Association at any time or whenever required to do so by the Board of Directors.

SECTION 5. *Duties.*

(a) *Assigned Counsel/18-B Committee.* It shall be the duty of this Committee to certify to the Legal Aid Society of Westchester County the panel of attorneys competent to provide representation under Article 18-B to poor or indigent persons within the County of Westchester; to supervise the panel of assigned counsel attorneys and to recommend from time to time to the Board of Directors of the Association, such action or such proposed

legislation as will, in its judgment, improve the administration of justice in respect to all matters within the scope of its duties.

The Assigned Counsel/18-B Committee shall be divided into two subcommittees, each having its own Chair:

1. *Family Law Subcommittee.* The Family Law Subcommittee shall fulfill the obligations of the Assigned Counsel/18-B Committee for attorneys practicing in the Family Courts in Westchester County.

2. *Criminal Law Subcommittee.* The Criminal Law Subcommittee shall fulfill the obligations of the Assigned Counsel/18-B Committee for all attorneys practicing in the local courts accepting assignments in criminal matters.

(b) *Bar Journal Committee.* It shall be the duty of this Committee to oversee the publication of the Westchester Bar Journal, the official publication of the Association. The Editor-in-Chief or Co-Editors-in-Chief of the Journal shall be appointed by the President of the Association and be subject to removal by the President. All other Editors of any description shall be appointed by the Editor-in-Chief or Co-Editors-in-Chief and be subject to removal by the said Editor-in-Chief or Co-Editors-in-Chief. It is the policy of this Association that the ultimate control of the content of the Bar Journal is the responsibility of the Executive Committee.¹¹

(c) *Budget and Finance Committee.* This Committee shall determine the financial condition of the Association and formulate an annual budget containing a complete schedule of proposed expenditures and estimated revenues for the ensuing fiscal year. The Committee shall submit the proposed annual budget to the Board of Directors for approval prior to or at the last meeting of the Board in the year prior to the fiscal year for which it is to take effect. It shall also be the duty of the Committee to retain a firm of certified public accountants, with the approval of the Board of Directors to audit all financial accounts of the Association maintained by the Treasurer and submit its report to the Board of Directors prior to the Annual Meeting of the Association. The Treasurer shall be the Chair of the Committee.

(d) *By-Laws Committee.* It shall be the duty of this Committee to, from time to time, as requested by the Board of Directors, review and revise the By-Laws of the Association in accordance with the decisions of the Board of Directors.

(e) *Continuing Legal Education Committee.* It shall be the duty of this Committee to coordinate and oversee the Continuing Legal Education program for the Association to be effectuated by the Standing Committees and Law Sections. The Committee shall also be charged with the duties of considering and reporting to the Board of Directors for its information and action, all matters relating to continuing legal education, and recommending courses of study which it deems would be for the best interest and welfare of the Bar and the residents of Westchester County.

(f) *Editorial Review Committee.* It shall be the duty of this Committee to oversee the publication of the Westchester Lawyer, the monthly magazine of the Association. The Editor-in-Chief shall be appointed by the President of the Association and be subject to removal by the President. All other Editors of any description shall be appointed by the Editor-in-Chief or the President and be subject to removal by the said Editor-in-Chief or the President. It is the policy of this Association that the ultimate control of the content of the monthly magazine is the responsibility of the Executive Committee.

(g) *Fee Dispute Resolution Committee.* This Committee shall, with the consent of the parties, mediate and make recommendations with regard to fee disputes involving an amount which would qualify under the monetary guidelines set forth in the Ninth Judicial District Local Program Rules and Procedures for Part 137 arbitration and which are referred to the Committee by the Grievance Committee of the Association and/or by the Grievance Committee of the Ninth Judicial District. Action with regard to these disputes shall be reported to the President of the Association.

(h) *Grievance Committee.* It shall be the duty of this Committee to administer all matters within the Association affecting the conduct of attorneys and inquiries or complaints with regard thereto referred by the State of New York Grievance Committee for the Ninth Judicial District. The Committee shall establish with the President of the Association the procedures for handling inquiries and complaints as they are received from the Grievance Committee for the Ninth Judicial District.

The Committee shall consist of two (2) Co-Chairs, together with members of the Association appointed by the President. The Co-Chairs shall have the power to designate sub-committees comprising an odd number of the members, but not less than three of which a majority shall constitute a quorum and have power to act. The Co-Chairs shall designate a member of the sub-committee to act as its Chairperson and said sub-committees may hold hearings.

Matters received by the Association from the Ninth District Grievance Committee involving fee disputes not representing extortionate proportions shall be referred to the Fee Dispute Resolution Committee of the Association.

(i) *Judiciary Committee.* There shall be a Judiciary Committee which shall consist of a Chairperson and no fewer than eight nor more than eleven members of the Association who shall be of recognized standing, judgment and independence of whom a majority of the committee shall constitute a quorum. In accepting appointment to the Judiciary Committee, each member shall be deemed to have agreed that, during the period of their membership on the Judiciary Committee, they shall not actively participate in, (including attendance at dinners or receptions of judicial candidates), or they or their law firm, if they have a proprietary interest in said firm, shall not contribute financially to the campaign of any candidate for judicial office.

It shall be the duty of this Committee to consider the selection for judicial office of those judges and attorneys-at-law who by their character, temperament, professional

aptitude and experience have demonstrated their special qualifications for judicial office. The Association shall recommend and support for judicial office those judges and attorneys-at-law found by the committee to be qualified.

The Committee shall prepare adopt, and publish rules, subject to approval by the Executive Committee of the Association, for the consideration and rating of candidates for and proposed appointees for judicial office.

The Chairperson of the Committee shall submit to the Executive Committee of the Association a draft of its Report and at the direction of said Executive Committee, the Judiciary Committee shall re-examine any proposed nominee or appointee regardless of the rating found by the Judiciary Committee. Thereafter, the decision of the Judiciary Committee shall be the final position of the Association and said Committee shall promptly advise the candidate of the decision, and release an announcement to the press and media concerning its decision.

This committee shall coordinate its activities and cooperate with the New York State Commission on Judicial Conduct.

(k) *Lawyer Assistance Committee.* The Westchester County Lawyer Assistance Committee offers assistance to attorneys, judges and law students who suffer from alcohol or substance dependency, and or depression. This Committee shall assist attorneys and/or family members and colleagues affected by these diseases, and refer those in need to competent professional help and self-help support groups. All communication between the Committee and those seeking assistance shall be privileged pursuant to the Judiciary Law.

(l) *Law Day.* It shall be the duty of this Committee to organize and conduct a program in honor of Law Day in Westchester County. The Committee coordinates and assists the local Bar Associations in their respective Law Day presentations and in the dissemination of information on Law Day.

(m) *Membership Committee.* It shall be the duty of this Committee to declare and carry into effect plans for increasing and supporting the membership of this Association. It shall further be the duty of this Committee to review, declare and carry into effect the benefits of membership in this Association.

ARTICLE XI **Ordinary Committees**

SECTION 1. *Ordinary Committees of the Association.* A list of the Ordinary Committees of the Association is appended to these By-laws as Appendix A. The provisions of ARTICLE IX, Section 4 shall apply to all Ordinary Committees.

ARTICLE XII
Law Sections

SECTION 1. *Establishment and Purposes.* The Board of Directors may, in its discretion, by majority vote, establish Sections composed of members of the Association for the purpose of consideration, study, revision and interchange of ideas, or for other purposes, in respect to any branch of the law.

SECTION 2. *By-Laws of Law Sections.* Each Section may adopt By-Laws not inconsistent with these By-Laws for the regulation of its affairs and for the determination of its aims and purposes and qualifications for membership therein. No such By-Laws shall be effective, however, until approved by the Board of Directors. Each such Section shall elect Co-Chairs, and may elect a Secretary and such other offices as its By-Laws may prescribe.

SECTION 3. *Responsibility of Co-Chairs.* The Co-Chairs of a Law Section shall be responsible to and shall cooperate with the President of the Association and shall be charged with the responsibility of furnishing said President promptly with a copy of the minutes of the meetings of the Section and with a complete report of all of the activities of said Section whenever requested to do so by the President of the Association.

SECTION 4. *Removal of Officers.* Any officer of any Law Section may be removed from office by the Board of Directors of the Association in the same manner and for the same reasons which permit removal of officers of the Association under Article V, Section 8.

SECTION 5. *Term Limits.* Co-Chairs of a Section are limited to three one year terms as Co-Chairs. Service for any portion of the remainder of a one year term shall constitute a one year term for the purpose of this section. This provision is retroactive to the date a Co-Chair or Chair began their service as such.

SECTION 6. *Approved Sections.* The following Law Sections have heretofore been established and approved by the Board of Directors of the Association. Such additional Sections as are established in accordance with SECTION 1 above, shall be automatically added to this list of approved Sections:

Criminal Justice Section (April 5, 1973)

Family and Domestic Relations Section (February 26, 1970)

Municipal Law Section (June 25, 1970)

New Lawyers Section (May 16, 1968)

Real Property Section (May 16, 1968)

Taxation Section (April 30, 1952)

Trusts and Estates Section (November 15, 1966)

SECTION 7. No action taken by any Law Section shall be, or shall be deemed to be, the action of the Association, the Executive Committee, or of the Board of Directors, nor shall such action be binding upon the Association or members or officers of the Board of Directors, unless and until such action shall have been ratified by the Board of Directors, or by the Association unless otherwise provided in these By-Laws.

ARTICLE XIII
Fees and Dues

SECTION 1. *Fiscal Year.* The fiscal year of the Association is and shall be from January 1st of each year to and including December 31st of such year.

SECTION 2. *Annual Dues.* The Board of Directors shall establish annual dues rates by resolution at any regular meeting of the Board upon recommendation of the Executive Director and the Executive Committee. All dues shall be due and payable on the first day of January of each year, provided, however, that no dues shall be payable during the first year by any lawyer applicant accepted for membership within one year after the date of admission to the Bar. A new member admitted to membership after the first day of July in any year shall pay at a rate of fifty percent (50%) of the annual dues for such a year. If such a member is admitted in December, dues will be waived until the 1st of the following year.

SECTION 3. *Non-Payment of Dues.* Any member failing to pay annual dues by July 1, shall be reported to the Board of Directors by the Treasurer. Said member may be stricken from the roll of membership. However, a member stricken from the membership roll for non-payment of dues will be reinstated upon payment of all dues owing for the current membership year.

SECTION 4. *Waiver of Dues.*

(a) A member who has certified that he or she has retired from the practice of law (per Office of Court Administration standards) and who has been a member in good standing of the Association for at least twenty-five (25) consecutive years immediately preceding his or her retirement, may apply to the Association for a waiver of future dues during the lifetime of such member. Upon receipt and verification of such application, the future dues of such member shall be waived accordingly.

(b) The Board of Directors shall have the power to prorate the annual dues for the current year of those who become members during the year; to suspend the accrual and payment of the dues of any member during the term of such member's service with the Armed Forces of the United States; and to waive, in whole or in part, the dues of any member or former member of the Association that may be in arrears or may thereafter become payable, or both.

ARTICLE XIV
Censure, Suspension and Expulsion from Membership
and Removal from Office or Position

SECTION 1. *Discipline of Members.* The Board of Directors may suspend or expel a member for misconduct in such member's relation to the Association, or upon a member's conviction of a felony, in such manner as may be prescribed by the Board of Directors. A member shall automatically be removed from Membership in the event of a final order of disbarment or suspension from the practice of law. Any member who has been suspended or expelled due to disbarment or suspension may be reinstated, by vote of the Board of Directors, after such disbarment or suspension has been lifted.

SECTION 2. *Removal from Office, etc.* Any Officer, Director, or member of the Nominating Committee, or any other committee, 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 such committee, and the vacancy in that office or committee shall be filled in the manner provided by these By-Laws.

ARTICLE XV
Amendments

SECTION 1. These Bylaws may be amended only by **the affirmative vote of two-thirds (2/3)** of the members present **in person or by proxy** and entitled to vote at any regular or special meeting of the Association, after compliance with either of the following procedures:

(a) The Board of Directors, by resolution, may propose amendments to these By-Laws by filing with the Secretary of the Association the text of the Board's proposed amendments not less than forty-five (45) days prior to the next regular or special meeting of the Association. The Secretary shall give notice of the proposed amendment(s) to all Members by publication in the Westchester Lawyer Magazine and on the Association's website not less than (30) days prior to the next regular or special meeting of the Association; or

(b) By written proposal subscribed by at least twenty-five (25) members of the Association submitted to the Secretary not less than (45) days prior to the next regular or special meeting of the Association. The Secretary shall give notice of the proposed amendment(s) to all Members by publication in the Westchester Lawyer Magazine and on the Association's website not less than (30) days prior to the next regular or special meeting of the Association.

SECTION 2. *Effective Date of Amendments.* Upon the affirmative vote by a two-thirds (2/3) vote of the members as set forth in Section 1 of this ARTICLE XV, all approved proposed amendments shall become effective unless otherwise provided in the amendments.

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

ARTICLE XVI
Effective Date

These By-Laws shall become effective upon their adoption, except that the officers then in office shall continue with the powers and duties of such officers as herein provided for, and except that the directors, then in office, shall constitute the directors provided for under the By-Laws, and the Representative Directors shall be deemed to have the powers, as directors, as provided under these By-Laws. The officers and directors in office at the time of the adoption hereof, and their respective successors and the Representative Directors, herein above mentioned, shall constitute the Board of Directors, as herein provided for, until the next annual election following the adoption of these By-Laws. The directors elected under the previous By-Laws shall be deemed to have been elected pursuant to these By-Laws shall be continued for the balance of their respective terms. In all other respects, these By-Laws shall be deemed effective as of the time of adoption.

APPENDIX A

ORDINARY COMMITTEES OF THE ASSOCIATION

ADULT GUARDIANSHIP
ALTERNATIVE DISPUTE RESOLUTION
ANIMAL LAW
APPELLATE PRACTICE
BANKRUPTCY AND CREDITORS RIGHTS
BUSINESS AND COMMERCIAL LAW
CONSTRUCTION LAW
DIVERSITY
EDUCATION LAW
ELDER LAW
ENVIRONMENTAL LAW
ETHICS
HEALTH LAW
IMMIGRATION LAW
IN-HOUSE COUNSEL
INTELLECTUAL PROPERTY
LABOR AND EMPLOYMENT LAW
LAW PRACTICE MANAGEMENT
LAWYERS IN TRANSITION
PARALEGAL
PRO BONO
PUBLIC SERVICE
SENIOR LAWYERS
STATE AND FEDERAL LEGISLATION
TAX CERTIORARI AND CONDEMNATION
TRIAL LAWYERS AND TORT LAW
WOMEN IN THE LAW
WORKERS' COMPENSATION