

CENTRAL NEW YORK CHAPTER
WOMEN'S BAR ASSOCIATION OF THE STATE OF NEW YORK
BY-LAWS

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BY-LAWS

of

Central New York Chapter

WOMEN'S BAR ASSOCIATION OF THE STATE OF NEW YORK

ARTICLE I

Name and Purpose

Section 1. Name:

The name of the organization shall be the Central New York Chapter of the Women's Bar Association of the State of New York ("**WBASNY**") hereafter referred to as Chapter.

Section 2. Purposes:

The purposes of the organization are to promote justice for all, regardless of sex, in all phases of the study, practice and application of law, to ascertain and advance the social, economic and legal status of women through law, to expand opportunities for women for advancement in the field of law, and to raise the level of competence and integrity in the legal profession.

ARTICLE II

Membership and Dues

Section 1. Members:

Any person admitted to practice before any Bar, who resides or works in Onondaga, an adjoining county, a county identified within the Charter of CNYWBA or a county within the Fifth Judicial District, shall be eligible for membership, provided she meets other criteria described in this Article.

Section 2. Associate Members:

Any person who is a member of another WBASNY Chapter or who resides or works outside of Onondaga or an adjoining county may be eligible as an Associate Member. Law students or law graduates not yet admitted to any Bar may be eligible for associate membership. An associate member shall have all the rights of members, except the right to be elected as a Chapter Officer.

Section 3. Admission Procedure:

All applicants meeting the criteria set forth in the Article shall be admitted to the appropriate category of membership for purposes of voting upon paying the appropriate dues for the then current year.

Section 4. Dues:

A) Dues shall be payable upon enrollment and annually thereafter on July 1. The Board of Directors (the "**Board**") shall from time to time determine the amount of annual dues and establish different categories of dues and/or per capita charges provided however that the total amount of dues and per capita charges shall be no less than the per capita charge established by WBASNY for the respective fiscal year.

B) All members whose annual dues have not been received by the Treasurer by October 1 shall be automatically suspended from the privilege of voting until the annual dues for that year are paid. All other members who have paid by October 1 shall be in good standing.

ARTICLE III

Board of Directors

Section 1. Composition:

The Board shall be the governing body of the Chapter. The Board shall consist of no fewer than 3 (three) directors. The Officers (as defined in Article IV) and the Chairs of the Committees of the Board and Committees of the Chapter (each as defined in Article V) shall serve as directors. The remaining directors shall serve as at-large directors. The number of directors shall be determined by the Board from time to time. The immediate past president of the Chapter shall serve as an *ex officio* officer. For purposes of taking action for which a majority or supermajority of the Entire Board is required, the "Entire Board" shall mean (i) if there are a fixed number of directors, the total number of directors entitled to vote which the Chapter would have if there were no vacancies; or (ii) if there is a range and the number of directors is not fixed, the number of directors that were elected or appointed as of the most recently held election of directors, as well as any director whose term has not yet expired.

Section 2. Term:

At-large directors shall be elected for either a one-year term or two-year term and Officers and Chairs of Committees shall be elected for one-year terms.

Section 3. Powers:

The Board shall have all the powers of governance and management of the affairs of the Chapter; and shall have the power to establish rules and regulations and to take action on behalf of the Chapter, consistent with these By-Laws and the Constitution of WBASNY.

Section 4. Vacancies:

A vacancy in the office of President shall be filled by the President Elect for the remainder of the unexpired term. A vacancy in the office of President Elect shall be filled by the Vice President for the remainder of the unexpired term. Any other vacancy on the Board shall be filled for the remainder of the unexpired term by a majority vote of the Entire Board at any Board meeting.

Section 5. Resignation:

Any director may resign from office at any time by delivering a resignation to the Secretary. Such resignation shall take effect at the time specified therein, and unless otherwise specified, no acceptance of such resignation shall be necessary to make it effective. Such resignation may be written or electronic.

Section 6. Removal of Directors:

Any director may be removed for cause by a majority vote of the Entire Board. Unless waived by a majority vote of the Entire Board, a director that is absent without excuse for three successive Board meetings, may have her positions be declared vacant by a majority vote of the Entire Board at any Board meeting.

ARTICLE IV

Officers

Section 1. Officers:

The officers of the Chapter shall consist of the President, President Elect, Vice President, Secretary, and Treasurer (the "**Officers**").

Section 2. Term:

Officers shall be elected annually, by a majority vote of the members present and voting at each Annual Meeting, for a term commencing June 1 of each year. No Officer shall hold the same office for more than two (2) consecutive terms but may remain on the Board in another capacity for additional terms.

Section 3. Powers and Duties:

A) Officers shall have the powers and duties usually associated with their respective offices, subject to the provisions of these By-Laws, and they shall have such further duties as the Board of Directors shall from time to time determine.

B) The President is the chief executive officer of the Chapter. The President will preside at all meetings of the Board and shall be the inspector of all elections of directors and certify those who are elected as such. The President shall see to the general and active

management of the business affairs of the Chapter and shall see that all orders and resolutions of the Board are carried into effect.

C) The President Elect shall perform the duties and exercise the powers of the President at such time as the President is unable to act, and such other duties as the Board shall prescribe.

D) The Vice President shall perform those duties as may be designated or assigned to her by the President or by the Board of Directors.

E) The Secretary shall have responsibility for preparing minutes of the directors' meetings and for authenticating records of the Chapter. The Secretary shall give notice of all meetings of the Board and committees as required under the provisions of these Bylaws, and shall perform such other duties as may be prescribed by the Board or the President.

F) The Treasurer shall collect the dues and keep the accounts of the Chapter, deposit all funds received, and invest such funds as directed by the Board. The Treasurer shall submit a written report at each regular meeting of the Board and at membership meetings, when requested by the President, and make a report at the Annual Meeting.

Section 4. Removal of Officer:

Any Officer may be removed by a majority vote of the Entire Board whenever in the judgment of the Board, the best interests of the Chapter will be served thereby.

ARTICLE V

Committees

Section 1. Committees of the Board.

The President may, subject to approval of the Board, appoint Committees of the Board. Committees of the Board must have at least three (3) members of the Board of Directors and shall have the authority to bind the Board of Directors if authorized by the Board.

Section 2. Committees of the Chapter.

Additional committees may be created and appointed by the President with the consent of the Board of Directors as needed for special purposes. These committees may include members of the Board as well as members of the community that have related expertise. Committees of the Chapter shall have no authority to bind the Board. Members of each Committee of the Chapter shall be appointed by the Committee Chair in consultation with the President, provided that no more than one-third (1/3rd) of the persons on such Committees of the Chapter be non-members of the Chapter. The President shall be an *ex-officio*, non-voting member of all Committees of the Chapter.

Section 3. Executive Committee:

There shall be an Executive Committee, consisting of the Officers of the Chapter. The Executive Committee shall be a Committee of the Board and shall have the authority to act on behalf of the Chapter between Board meetings, subject to notice to the Entire Board and ratification by the Board.

Section 4. Nominating Committee:

There shall be a Nominating Committee selected annually as provided in Article VI. The Nominating Committee shall be a Committee of the Chapter with no authority to bind the Board of Directors.

Section 5. Committee Chairs:

A) Except as otherwise provided, the Chairs of all Committees shall be selected by the President in consultation with the Nominating Committee.

B) The Chair of each Committee shall, upon the expiration of her term, turn over to the President all files and other matter relating to the work of the Committee during her tenure.

Section 6. Vacancies:

Vacancies on Special Committees shall be filled by the Committee Chair.

ARTICLE VI

Nominations

Section 1. Nominating Committee:

A) The Nominating Committee shall consist of the immediate past President, who shall chair the Committee, two directors and two Chapter members who are not directors. In the event the immediate past President is unable to serve, the Board shall designate another director to serve in her place.

B) The Nominating Committee shall be proposed by the Board by January 15 of each year.

Section 2. Nominating Procedures:

A) The function of the Nominating Committee shall be:

- (1) To solicit persons to run for Officer and Board positions;
- (2) To assure that at least one person is running for each position;
- (3) To certify that each person running has met all qualifications for the position; and

- (4) To make available to all candidates the election process -- membership lists, mailings, etc. -- in an equal fashion.

The Nominating Committee shall consider self-nominations and the listing of names on ballots (and other material) shall be by lot.

B) At all meetings of the Nominating Committee, a quorum shall consist of three (3) members. Voting shall be by closed ballot unless this provision is unanimously waived. Any member of the Committee whose name has been placed in nomination as an Officer or a director of the Chapter shall not be present during the discussion relating to such position and shall not participate in the vote for the nomination for such position.

C) On or before February 15 of each year, notice of the Nominating Committee's recommendations for Officer and other directors to be elected at the succeeding Annual Meeting shall be provided to the members.

D) Any member in good standing may nominate a person or persons as Officer(s) or Director(s). Such nomination(s) must be in writing, delivered to the Secretary on or before March 1 preceding the Annual Meeting, and must be accompanied by a statement that the consent of such person(s) to serve, if elected, has been obtained.

E) On or before March 15 of each year, a Notice of the Annual Meeting shall be provided to each member, together with any additional nominations submitted by members as provided herein.

ARTICLE VII

Meetings; Quorum; Notice

Section 1. Annual Meeting of Members:

Each year, there shall be an Annual Meeting of the members for the purpose of appointing directors, electing officers and for the transaction of such other business as may properly come before the meeting. The President shall present to the Annual Meeting a report as determined by Board of Directors of Chapter activities during the preceding year. Notice of such Annual Meeting shall be on or before March 15 of each year. Notice may be written or electronic. Notice of a meeting need not be given to any member who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Such waiver of notice may be written or electronic.

Section 2. Regular Meetings of the Members and Directors:

In addition to the Annual Meeting, there shall be at least five (5) additional meetings of the members during the year, at such times and places as may be determined by the Board. Membership Events and Programs shall suffice for these meetings. At least six (6) regular meetings of the Board shall be held during the year, and may be held preceding membership meetings or as determined by the Board.

Section 3. Special Meetings:

Special meetings of the Chapter or Board may be called by the President at her discretion. Special Meetings of the Chapter must be called by the President upon the request (written or electronic) of seven (7) members for the purpose specified in the request. Special meetings of the Board may be similarly called upon the request (written or electronic) of three (3) Directors. Notice of such meeting and of the object thereof shall be given by the Corresponding Secretary to all the members by mail at least three (3) days before the meeting and no business other than that specified shall be transacted at such meeting. Notice may be written or electronic. Notice of a meeting need not be given to any member or director who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Such waiver of notice may be written or electronic.

Section 4. Quorum:

A quorum for meetings of the Chapter shall consist of one-tenth (1/10th) of the total number of votes entitled to be cast at the meeting.

A quorum for meetings of the Board shall consist of one-third (1/3rd) of the Entire Board. Directors who are present at a meeting but not present at the time of a vote, due to a conflict of interest or Related Party Transaction (as such term is defined in WBASNY's Conflict of Interest Policy) shall be determined to be present at the time of the vote.

In case a quorum shall not be present at any such meeting, it may be adjourned. If the Chapter meeting is adjourned to a future date, notice shall be given to all members by the Secretary.

Section 5. Consent of Directors; Meetings by Conference Telephone:

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all directors or members of such committee consent to the adoption of a resolution authorizing such action. Such consent may be written or electronic. Each resolution so adopted and the consents thereto by the directors or members of such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Any one or more Directors may participate in any meeting of the Board or any committee by means of a conference telephone, video conference, computer interface, or similar communication equipment allowing all persons participating in such meeting to communicate with one another at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 6. Effectiveness of Notice:

Wherever notice is required in these Bylaws, that notice may be oral, written or by electronic means, unless otherwise specified. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the Member or director at his, her, or its address as it appears on the records of the Chapter, or, if he, she or it shall have filed

with the secretary of the Chapter a written request that notices to him, her or it be mailed to some other address, then directed to him, her or it at such other address. If sent by facsimile telecommunication or mailed electronically, such notice is given when directed to the Member's fax number or electronic mail address as it appears on the record of Members, or, to such fax number or other electronic mail address as filed with the secretary of the Chapter.

Section 7. Open Meeting:

All meetings of the Board, Executive Committee and other Chapter committees (except the Nominating Committee) shall be open to members in good standing, provided, however, that no formal notices of the time and place of such meetings shall be required to be sent except as specifically provided in these By-Laws.

ARTICLE VIII

Amendments

These By-Laws may be amended at any meeting of the Chapter after approval of such amendment by the Board of Directors. The members of the Chapter shall be given two (2) weeks written notice of the proposed amendment prior to the meeting at which a vote will be taken. The affirmative vote of two-thirds of the members present and voting at such meeting shall be required for the adoption of any amendment.

ARTICLE IX

Director Conflict of Interest

Section 1. Conflict of Interest.

The Chapter shall adopt a Conflict of Interest Policy to ensure that its directors, officers and Key Employees act in the Chapter's best interest and comply with applicable legal requirements.

Section 2. Annual Disclosure.

The Conflict of Interest Policy shall require that prior to the initial election of any director, and annually thereafter, such director shall complete, sign and submit to the Secretary of the Chapter a written statement identifying, to the best of the director's knowledge, any entity of which such director is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Chapter has a relationship, and any transaction in which the Chapter is a participant and in which the director might have a conflicting interest. The Conflict of Interest Policy shall require that each director annually resubmit such written statement. The Secretary of the Chapter shall provide a copy of all completed statements to the chair of the Audit Committee or, if there is no Audit Committee, to the chair of the Board.

ARTICLE X

Construction

Section 1.

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

Section 2.

These By-Laws are subject to the Constitution of WBASNY, which is hereby incorporated and made a part hereof.

Section 3.

Unless otherwise provided herein, Robert's Rules of Parliamentary Order, Revised, shall govern all meetings.

Revised April 2012

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