

BY-LAWS

OF

THE MONROE COUNTY BAR ASSOCIATION
AMENDED THROUGH JANUARY OF 2008

ARTICLE I

NAME

This corporation shall be called the MONROE COUNTY BAR ASSOCIATION ("ASSOCIATION").

ARTICLE II

MISSION

The mission of the Monroe County Bar Association is to improve the quality and accessibility of justice; promote respect for and understanding of the law; through member services enhance professional growth, fulfillment, excellence, collegiality and diversity; and serve as the voice of the profession.

ARTICLE III

MEMBERSHIP

Section 1. A "Member" of the Association is defined to mean any individual who meets the criteria for membership in the Association and who has paid all current dues as required by the Association.

Section 2. Classes of Members.

- (A) There shall be the following classes of Members in the Association:
- (i) **Regular Member.** Any person who is admitted to the practice of law in the State of New York shall be eligible to be a Regular Member of the Association.
 - (ii) **Participating Member.** Any person who is (a) admitted to the practice of law in any jurisdiction other than the State of New York, or (b) does not reside, have an office or practice in the Seventh Judicial District and does not work in the Courts in the Seventh Judicial District shall be entitled to be a Participating Member.
 - (iii) **District Member.** Any person who is (a) admitted to the practice of law in the

State of New York, and (b) resides within the Seventh Judicial District and does not reside or have an office in Monroe County and does not work in the Monroe County Court System shall be eligible to be a District Member.

- (iii) **Senior Member.** Regular Members who for any reason have retired from the full-time practice of law are eligible to become Senior Members of the Association, either upon selection by the Board of Trustees, in their discretion, or pursuant to such policy as may be adopted by the Board of Trustees.
 - (iv) **Honorary Member.** Regular Members whom the Board of Trustees, in its discretion selects, or who qualify pursuant to a policy adopted by the Board of Trustees, shall become Honorary Members of the Association.
 - (v) **Patron Member.** Patron memberships in the Association shall be available to such members either Regular, Participating, Senior or Honorary, as are willing, for the support of the general work of the Association, to pay such amount as annual dues in any year as the Board of Trustees may determine from time to time. A member who decides to be a Patron Member in any year shall not be obligated to continue as such in any subsequent year.
 - (vi) **New Admittees & Law Students.** Attorneys admitted to the practice of law who are in their first year of admission (New Admittees), law school students, and those awaiting admission after passing the State Bar exam, as well as those awaiting results of the Bar exam. For New Admittees this member classification shall end on June 30 in the year following the year of admission.
- (B) **Affiliates.** Paralegals, legal assistants and law administrators, and law school graduates who are not admitted in any jurisdiction shall be eligible for Affiliate Status. In addition, the Board of Trustees shall have power to grant Affiliate Status upon such other persons as the Board of Trustees in its discretion may decide would benefit from or assist the Association by such Affiliate Status.
- (C) **Judges.** Judges of courts of record shall be eligible to serve as members of committees and sections, and except as prohibited by law, be eligible to serve as Officers and as Trustees of the Association in accordance with these By-Laws.

Section 3. Selection of Members and Affiliates.

A person desiring to become a Member or Affiliate of the Association shall apply to the Association in writing using the Membership Application furnished by the Association. Each Membership Application shall be accompanied by the appropriate annual dues except that dues shall not be due for the year following one's admission to the practice of law. The Executive

Director shall promptly review each Membership Application to verify compliance with Section 2 of this Article and shall report thereon to the Board of Trustees. An applicant shall thereupon become a Member or Affiliate and be entitled to all the rights and privileges of membership.

Section 4. Rights and Privileges of Members and Affiliates.

- (A) All Members and Affiliates of the Association shall have the right to attend all meetings of the Association; to engage in deliberations at such meetings; to petition the Board of Trustees; and to participate in all programs and activities sponsored by the Association.
- (B) Patron Members shall have all the rights and privileges to which they would have been entitled had they chosen to remain Regular, Associate, Senior or Honorary Members, as the case may be. Patron Members shall enjoy no additional rights and privileges as a result of becoming Patron Members.
- (C) Only Regular, Participating and Senior Members of the Association shall be entitled to vote or serve as an elected Officer or Trustee of the Association.

Section 5. Dues.

The Board of Trustees shall have full power to hereafter adjust the amount of dues except that the Board of Trustees may not increase the dues of Regular or Participating Members in an amount to exceed twenty percent (20%) of the previous year's dues without the prior approval of a majority of the Members qualified to vote who are present in person or by proxy at any duly held meeting of the Association, provided notice of the proposed increase has been given in the notice of the meeting. The Board of Trustees may decrease or eliminate the dues for any category of membership or any individual or individuals pursuant to such policies as it may from time to time adopt.

Section 6. Termination of Membership.

The Board of Trustees, in its discretion, may grant a leave of absence from the Association to any Member, without dues, upon such terms and conditions as it prescribes. The Board of Trustees shall establish a written policy for the assessment of late fees against those who fail to pay dues within the time period prescribed in such policy, and for termination from membership, on notice of Members whose dues remain in arrears beyond the grace period prescribed in such policy.

Section 7. Membership in the Association.

Membership in the Association shall, unless otherwise directed by the Board of Trustees, be terminated during any period in which a Member is suspended from practice by an Appellate Division or like authority or when a Member has been disbarred or resigns from admission to practice law.

ARTICLE IV

MEETING OF MEMBERS

Section 1. Annual Meeting.

There shall be an Annual Meeting of the Members of the Association during the last fiscal quarter of each year or at such other time as the Board of Trustees may direct.

Section 2. Special Meetings.

Special Meetings of the Members may be called at any time by the Board of Trustees. A Special Meeting must be called by the Board of Trustees upon the written petition of thirty-five (35) Regular and Participating Members, which petition shall specify the purpose of such meeting. No business shall be transacted at a Special Meeting other than that specified in the notice thereof.

Section 3. Time and Place of Meetings.

The time and place of the Annual and all Regular and Special Meetings shall be determined by the Board of Trustees.

Section 4. Notice.

Written notice of the Annual and all Regular and Special Meetings of the Members shall be mailed to each Member not more than fifty (50) nor less than ten (10) days prior to the date of the meeting. Such written notice shall state the place, date and hour of the meeting and shall indicate that it 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. Notice shall be deemed to have been given when it is deposited in the United States Mail, postage prepaid, and directed to the Member at his or her address as it appears on the records of the Association.

Section 5. Quorum and Adjourned Meetings.

- (A) At any meeting of the Association, the presence, in person or by proxy, of one hundred (100) or ten percent (10%), whichever is less, of the Members entitled to vote shall constitute a quorum. A quorum once established shall not be broken by the subsequent withdrawal of any members.
- (B) Despite the absence of a quorum, the Members present at any meeting may adjourn the meeting to another time and place, and it shall not be necessary to give any notice of the time and place to which the meeting is adjourned. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting.

Section 6. Proxies.

- (A) Every Member entitled to vote at a meeting of Members may authorize another Member to vote by proxy.
- (B) Every proxy must be executed by the Member giving the proxy (or his or her attorney-in-fact). Every proxy shall be revocable at the pleasure of the Member

executing it. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy.

(C) The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the Member who executed the proxy unless, before the authority is exercised, written notice of an adjudication of such incompetence or of such death is received by the Secretary.

Section 7. Organization.

At every meeting of Members, the President, or if absent, the President-Elect, or in the absence of both such Officers, the Treasurer, or in the absence of all such Officers, a person selected by the meeting, shall act as Chairperson. The Secretary, or if absent such other person designated by the Chairperson shall act as the Secretary of the Meeting.

Section 8. Conduct.

Except as otherwise provided in the By-Laws or by applicable law, all meetings of Members shall be conducted in conformity with Robert's Rules of Order, Revised, as revised from time to time.

Section 9. Inspectors of Election.

(A) The Board of Trustees, in advance of any meeting of Members may, and, in the event of a contested election, shall appoint one or more persons, who need not be Members of the Association, to act as Inspectors of Election at the meeting or any adjournment thereof. If inspectors of Election are not so appointed prior to the meeting, the person presiding at such meeting may, and, on the request of any Member entitled to vote, shall appoint one or more Inspectors of Election. In case any person appointed fails to appear or act, the vacancy may be filled in advance of the meeting by the Board of Trustees, or at the meeting by the person presiding. Each Inspector of Election, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of Inspector of Election at such meeting with strict impartiality and according to the best of his or her ability.

(B) The Inspector(s) of Election shall determine the number of Members entitled to vote at the meeting; the existence of a quorum and the validity and effect of proxies; and shall receive votes, ballots or consents; hear and determine all challenges and questions arising in connection with the right to vote; count and tabulate all votes, ballots or consents; determine

the result; and do such acts as are proper to conduct the election or vote with fairness to all Members. On request of the person presiding at the meeting or any Member entitled to vote thereat, the Inspectors of the Election shall make a report in writing of any challenge, question or matter determined by them and shall execute a certificate of any facts found by them. Any report or certificate made by the Inspectors of Election shall be prima facie evidence of the facts stated therein and of the vote as certified by them.

Section 10. List of Members at Meeting.

A list of Members entitled to vote, certified by the Secretary, shall be produced at any meeting of Members upon the request of any Member who has given written notice to the Association, at least ten (10) days prior to the meeting, that such request would be made. If the right to vote at any meeting is challenged, the Inspectors of Election or the person presiding at the meeting shall require such list or record of Members to be produced as evidence of the right of the Members entitled to vote at such meeting.

ARTICLE V

BOARD OF TRUSTEES

Section 1. Powers and Duties.

The Board of Trustees shall be responsible for and have the power necessary for the management of the affairs of the Association. The Trustees shall serve in the capacity of Directors as that term is used in the New York Not-For-Profit Corporation Law.

Section 2. Number.

The Trustees shall be twenty (20) in number. Five (5) Trustees shall be elected by the Members at the Annual Meeting each year to serve for three (3) years and until their successors are elected and have qualified. In addition to the fifteen (15) Trustees so elected, the persons holding the following positions shall serve as Trustees by virtue of, and for so long as they hold such positions:

President
President-Elect
Treasurer
Secretary
Immediate Past President

A Member shall be allowed to serve a second term on the MCBA Board of Trustees if the member has not served on the Board for a period of ten years.

Section 3. Meetings.

(A) As soon as practicable after July 1st of each year, the Board of Trustees shall hold an Organizational Meeting for the purpose of organization and the transaction of other business.

(B) Regular Meetings of the Board of Trustees shall be held from time to time as the Board of Trustees may determine.

(C) Special Meetings of the Board of Trustees may be called by the President or upon the written request of five (5) Members of the Board of Trustees.

Section 4. Time and Place of Meetings.

The Board of Trustees may hold its meetings at the office of the Association, or at such places, and at such times as the Board of Trustees may from time-to-time determine.

Section 5. Notice of Meetings.

Regular meetings of the Board of Trustees may be held without notice to the Trustees if the times and places of such meetings have been fixed by the Board of Trustees at its Organizational Meeting. Regular Meetings for which the times and places have not been fixed at the Organizational Meeting and all Special Meetings shall be held upon written notice to the Trustees given at least forty-eight (48) hours, or upon oral notice given personally or by telephone, facsimile or electronic media at least twenty-four (24) hours before the time of the Special Meeting. Notice of any Meeting need not be given to any Trustee who submits a signed 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.

Section 6. Quorum.

Nine (9) Trustees shall constitute a quorum for the conduct of business at the Organizational and all Regular and Special Meetings of the Board of Trustees. In the event a meeting is called for the purpose of filling vacancies, and the existence of such vacancies makes it impossible to procure a quorum, a majority of the Trustees then in office shall constitute a quorum for the purpose of filling such vacancies.

Section 7. Organization.

The President, or if absent, the President-Elect, or in the absence of both such officers, a Trustee chosen by a majority of the Trustees present, shall act as Chairperson at each meeting of the Board of Trustees. The Secretary shall act as Secretary of the meeting, or in the absence of the Secretary, the Chairperson of the meeting shall select a Secretary of the meeting.

Section 8. Conduct of Meetings.

Except as otherwise provided in these By-Laws, by applicable law, or by resolution of the Board of Trustees, all meetings of the Board of Trustees shall be conducted in conformity with Robert's Rules or Order, Revised, as revised from time to time.

Section 9. Action by the Board of Trustees.

Any corporate action to be taken by the Board of Trustees means action at a duly constituted meeting of the Board of Trustees. Except as otherwise provided by the applicable law or these By-Laws, the vote of a majority of the Trustees present at the time of the vote shall be the act of the Board of Trustees. Each Trustee shall have one vote.

Section 10. Resignations and Vacancies.

Any Trustee may resign with or without a stated reason at any time by giving written notice of his or her resignation to the President or the Secretary. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, then on delivery. Vacancies existing on the Board of Trustees for any reason shall be filled as soon as practicable by vote of a majority of the Trustees then in office, regardless of their number. A Trustee so selected to fill a vacancy on the Board of Trustees shall hold office until the next Annual Meeting of Members and until a successor is elected and qualified.

Section 11. Removal.

Any Trustee may be removed for cause at any Regular or Special Meeting of Members by vote of the Members entitled to vote. Any Trustee, except a Trustee serving as such by virtue of his or her position as President, President-Elect, Treasurer, Secretary or Immediate Past President, may be removed for cause by vote of the Board of Trustees provided there is a quorum of not less than a majority present at the meeting of the Board of Trustees at which such action is taken. Prior to the removal of any Trustee hereunder such Trustee shall be afforded a reasonable opportunity to be heard.

Section 12. Indemnification.

To the full extent authorized by law, the Association shall indemnify any person made or threatened to be made a party to any civil or criminal action or proceeding by reason of the fact that such person, his or her testator or intestate is or was a Trustee or Officer of the Association or any subsidiary thereof or is or was serving at the request of the Association as a Trustee, Director or Officer of another corporation, partnership, joint venture, trust or other entity. The Association may, in the discretion of the Board of Trustees, indemnify up to the full extent authorized by law any person made or threatened to be made a party to any civil or criminal action or proceeding by reason of the fact that such person, his or her testator or intestate, is or was a Member, Committee Member or Employee of the Association or any subsidiary thereof, or is or was serving at the request of the Association as a Trustee, Director, or Officer of another corporation, partnership, venture, trust or other entity.

ARTICLE VI

OFFICERS

Section 1. Definition of "Officer".

Except as otherwise expressly provided by applicable law or these By-Laws, the term "Officer" as used in these By-Laws shall include all Elected Officers as provided for in Section 2 of Article VI and all Appointed Officers as provided for in Section 3 of this Article VI.

Section 2. Election of Officers.

The Elected Officers of the Association shall be a President, a President-Elect, a Secretary and a Treasurer. The President-Elect, Secretary and Treasurer shall be elected annually, by the

Members at the Annual Meeting as provided in Article VII of these By-Laws. The President-Elect shall automatically succeed to the office of President upon the expiration of the President's term of office.

Section 3. Appointed Officers.

Additional Officers may be appointed by the Board of Trustees for such periods, have such authority and perform such duties as the Board of Trustees may from time to time determine. The term Appointed Officers shall be deemed to include any Acting President or Interim Vice-President appointed pursuant to Section 6 of this Article VI.

Section 4. Qualifications and Terms of Office.

The Elected Officers must be Regular, Participating or Senior Members of the Association. Appointed Officers, other than the Executive Director, must be Members of the Association but need not be Regular Members. The term of office of all Elected Officers except the President shall be one (1) year, beginning on the 1st day of July following their election and until their respective successors are elected and qualify. The President shall serve as such for one (1) year following the completion of the term as President-Elect. Appointed Officers, including the Executive Director, shall serve at the pleasure of the Board of Trustees.

Section 5. Resignation.

Any Officer may resign with or without a stated reason at any time by giving written notice of resignation to the Board of Trustees or the President. Such resignation shall take effect at the time specified in such notice, or, if no time be specified, then on delivery.

Section 6. Vacancies.

(A) A vacancy in any elected office, other than the office of President or President Elect, shall be filled by vote of the Board of Trustees. The person selected by the Board of Trustees to fill any such vacancy shall hold such office until the next Annual Meeting and until a successor is elected and qualified.

(B) (i) In the event the office of President becomes vacant for any reason, the President-Elect shall immediately succeed to the office of President and shall serve as President for the unexpired term thereof, and thereafter shall serve the full term as President (for which elected) by virtue of election to the office of President-Elect.

(ii) If the office of President-Elect is vacant at the time the office of President becomes vacant, the Board of Trustees shall meet as soon thereafter as practicable to appoint an Acting President who shall perform the duties of President for the unexpired term thereof and until a successor is elected and qualified, but in no event shall the Acting President serve more than one (1) year. After an Acting President is appointed, a Special Election, as provided for in Article VI, Section 6 (C) of these By-Laws, shall be held for the purpose of electing a President-Elect. The President-Elect elected at the Special Election shall serve as such until the expiration of the Acting President's term and shall thereafter become President and serve as President for one (1) year.

(C) In the event the office of President-Elect becomes vacant for any reason, other than the succession of the President-Elect to the office of President, the Nominating Committee shall be convened and promptly report to the Board of Trustees a candidate to fill such vacancy and such vacancy in the office of President-Elect shall be filled by a Special Election held at a Special Meeting of Members called, as soon as practicable, for such purpose by the Board of Trustees. The Special Election shall be conducted in such manner as the Board of Trustees shall direct, the provisions of Article VII of these By-Laws notwithstanding. The person elected in such Special Election shall assume the office of President-Elect immediately, shall serve as such for the remainder of the predecessor's term, and shall thereafter become President as provided in Article VI, Section 2.

(D) In the event the office of President-Elect becomes vacant because the President-Elect has succeeded to the office of President, the Board of Trustees, at the request of the President, shall appoint an Interim Vice-President to assist the President. Until such time as a President-Elect is elected at the next Annual Meeting, qualifies and the term of office commences, the Interim Vice-President shall perform the duties of the office of President-Elect, provided however that the Interim Vice-President shall not serve as such for more than one (1) year and shall not succeed to the office of President upon the expiration of the President's term of office or upon any vacancy in the office of President. If the office of President becomes vacant for any reason before a President-Elect is elected, qualifies, and takes office, the term of the Interim Vice-President shall immediately expire, it shall be deemed that the offices of both President and President-Elect are vacant and Article VI, Section 6 (B) (ii) shall apply.

Section 7. Removal and Suspension.

Any Appointed Officer may be removed by the Board of Trustees with or without cause. Any Elected Officer may be removed only by vote of the Members of the Association entitled to vote, but the authority of any Elected Officer to act as such may be suspended by the Board of Trustees for cause. Prior to the removal or suspension of any Elected Officer hereunder, such Officer shall be afforded a reasonable opportunity to be heard by the Board of Trustees.

Section 8. President.

The President shall act as the Chief Executive Officer of the Association and will preside over the meetings of the Board of Trustees. The President shall also perform such other duties as may be assigned by the Board of Trustees. The President shall be a member of all Committees, and shall be entitled to notice of and to vote at the Committee Meetings, but the absence of the President shall not be counted for the purpose of determining a quorum at the Committee Meetings other than the Nominating Committee.

Section 9. President-Elect.

The President-Elect shall preside at all meetings of the Association and the Board of Trustees in the absence of the President. The President-Elect shall serve as a Member of the House/Finance Committee and the Nominating Committee and shall perform such other duties as may be assigned by the President or by the Board of Trustees.

Section 10. The Treasurer.

The Treasurer shall be the Chief Financial and Accounting Officer of the Association and shall perform or cause to be performed such duties as the Board of Trustees may assign and shall perform such other duties as usually pertain to such office. In addition, the Treasurer shall serve as the Chairperson of the House/Finance Committee unless otherwise determined by the President.

Section 11. Secretary.

It shall be the duty of the Secretary to act as secretary of all meetings of the Members and of the Board of Trustees, and to cause the minutes of all meetings to be kept; to see that all notices required to be given by the Association are duly given and served; to certify to the Membership List; and to perform such other duties as usually pertain to such office or as may be assigned by the Board of Trustees.

Section 12. Executive Director.

The Board of Trustees shall select and employ an Executive Director who shall be the direct executive representative of the Board in the management of the Association. The Executive Director shall be delegated such executive authority as the Board of Trustees shall deem appropriate and shall be responsible for the daily operations of the Association. The Executive Director shall be an Appointed Officer of the Association and shall serve at the pleasure of the Board of Trustees. The performance of the Executive Director shall be reviewed annually by the Board of Trustees or a Committee designated by it.

ARTICLE VII

NOMINATION AND ELECTION
OF
OFFICERS AND TRUSTEES

Section 1. Nominating Committee.

(A) There shall be a Nominating Committee composed of the most recent available Past President, President and President-Elect and fourteen (14) Members selected by the President with the approval of the Board of Trustees. Eight (8) will be selected from a list of Committee and Section chairs and former Trustees, who have served within the past five years (not to include the current Committee and Section chairs and Trustees) and six (6) from the membership of the Association, at least two of whom have practiced seven years or less.

The Members of the Nominating Committee shall serve on such Committee until their successors are appointed.

(B) The criteria to be used by the President in selecting the Members of the Nominating Committee shall be: 1. representation of women and minorities, 2. representation from large and small firms, 3. representation from areas of practice, 4. representation of age and experience, 5. representation of various types of practice, and 6. reasonable continuity among the members of the Nominating Committee.

(C) The President will present a slate for the Nominating Committee at a Regular Meeting or at a Special Meeting called for that purpose, but no later than the Regular Meeting held in September of each year. The Board of Trustees will approve the slate as presented, or approve an alternate slate, at a Regular Meeting or at a Special Meeting called for that purpose, but no later than the Regular Meeting held in October.

(D) Following approval by the Board of Trustees, the President will notify the persons selected for service on the Nominating Committee.

(E) The most recent available Past President shall serve as chair of the Committee and will call an organizational meeting of the Committee within 30 days after approval of the membership of the Committee by the Board of Trustees. The chair of the Committee shall seek input from the Membership regarding nominees for Officers and Trustees whose terms will expire. The Nominating Committee shall, not later than March 15th of each year, prepare, and present to the Board of Trustees, a report containing the following:

- (i)** The name of one (1) candidate for election to the Office of President-Elect.
- (ii)** The name of one (1) candidate for election to the office of Treasurer.
- (iii)** The name of one (1) candidate for election to the office of Secretary.
- (iv)** The name of seven (7) candidates for election as Trustees.

In the event any Trustee has resigned, died, or been removed, or if that position has become vacant for any other reason and the term for which he was elected extends beyond June 30th of the current year, the Nominating Committee's report shall also contain the name of one (1) candidate for election as Trustee to serve the unexpired portion of such term.

The Nominating Committee, when considering candidates for office, should strive to achieve diversity. Consideration should be given to:

- (i)** Representation of women and minorities.
- (ii)** Representation from a variety of firms, both large and small. In general, there should not be more than one Trustee from the same firm in the same year.
- (iii)** Representation from areas of practice.
- (iv)** Representation from differing ages and years of experience.
- (v)** Representation from varied types of practice.
- (vi)** In general, the same person should not serve on the Board of Trustees more than once, although officers should be considered from the list of past Trustees.
- (vii)** The President-Elect should have served as a Trustee or have had significant responsibility within the Association.

(F) For purposes of voting, a quorum of nine (9) members of the Committee must be present. No nominee may be selected without an affirmative vote of seven (7) members of the Committee.

(G) The Secretary shall, not later than April 1st of each year, cause the Nominating Committee's report to be mailed to each Member of the Association entitled to vote.

(H) In addition to the duties enumerated in Section 1 above, the Nominating Committee shall:
(i) develop ways to identify and recruit leadership for the Association beyond the current year;
and (ii) consult with and advise the Board of Trustees, if requested to do so by the Board, concerning the filling of vacancies on the Board or in any office of the Association.

Section 2. Additional Nominations.

Additional nominations for any position to be filled by election at the Annual Meeting may be made by submitting to the Secretary, not later than April 25th of each year, a written petition signed by at least fifty (50) Members of the Association entitled to vote. Such petition shall state the name of the candidate and the position for which he is nominated. Nominations of candidates from the floor at the Annual Meeting shall not be permitted. Such petitions may be submitted in connection with a Special Election within the time period set by the Board of Trustees therefor.

Section 3. Ballots and Voting in Contested Elections.

In the event of contested elections, the Secretary shall on or before May 20th of each year, cause written ballots to be prepared. Such ballots shall contain the names of all candidates for each position, listed in alphabetical order, and shall contain such other information as the Board of Trustees may direct. The Secretary shall cause such ballots to be mailed to all Members entitled to vote at the same time the notice of Annual Meeting is mailed. Members entitled to vote shall mark their ballots to indicate their choice of candidates and shall return their completed ballots by mail or in person to the Association's office, or to such other place as maybe directed by the ballot, not later than 5:00 p.m., local time, on the day prior to the annual Meeting. Members who have not returned their ballots by that time may vote in person by submitting their completed ballot at the Annual Meeting by such time, not less than one-half (1/2) hour after the commencement of the Annual Meeting, as the Chairman of the Meeting shall direct. After such time no ballots shall be accepted. All ballots, whether submitted at or prior to the Annual Meeting shall be deemed to have been cast at the Annual Meeting.

Section 4. Election.

(A) **Contested Election.** The Inspectors of Election appointed by the Board of Trustees, shall, on the date of the Annual Meeting and not before, count and tabulate all ballots delivered prior to the Annual Meeting, and shall promptly count and tabulate all ballots delivered at the Annual Meeting. The results of the voting shall be announced at the Annual Meeting, or as soon

thereafter as practicable, but in no event shall the results of the ballots delivered prior to the Annual Meeting be disclosed, announced or publicized before the balloting at the Annual Meeting is completed. The candidate receiving a plurality of the votes cast for each position shall be declared elected to such position, and shall be deemed qualified and shall take office on the first day of July next following the Annual Meeting.

(B) Uncontested Election. Unopposed candidates shall be elected by motion at the Annual Meeting.

ARTICLE VIII

COMMITTEES

Section 1. Executive Committee of the Board of Trustees.

(A) There shall be an Executive Committee of the Board of Trustees, the members of which shall be the President, the President-Elect, Immediate Past President and not less than three (3) nor more than five (5) members of the Board of Trustees designated by the President at the Organizational Meeting held each year pursuant to Article V, Section 3 (A) of these By-Laws, or as soon thereafter as may be practicable. The President shall be Chairperson of the Executive Committee. This Committee shall adopt its own rules with respect to procedure and shall meet at such times and places as it may deem advisable. When the Board of Trustees is not in session, the Executive Committee shall have the power and authority of the Board of Trustees, and particularly shall have charge of the activities of the Association and direct supervision over all its affairs and operations, except that it shall take no action inconsistent with policies theretofore adopted by the Board of Trustees and it shall have no authority as to the following matters:

- (i)** The submission to Members of any action requiring Member's approval under the Not-For-Profit Corporation Law
- (ii)** The filling of vacancies on the Board of Trustees or in any Committee of the Board of Trustees or of the Association
- (iii)** The amendment or repeal of these By-Laws, or the adoption of new By-Laws
- (iv)** The amendment or repeal of any resolution of the Board of Trustees which by its terms, shall not be so amendable or repealable

(B) Any reference in these By-Laws to the Board of Trustees shall include the Executive Committee unless it is expressly otherwise provided or unless the context clearly indicates the contrary. Any action taken by the Executive Committee shall be reported to the Board of Trustees prior to or at the next Regular Meeting of the Board of Trustees.

Section 2. Other Committees of the Board of Trustees.

The Board of Trustees may, from time to time create other Committees of the Board, each of which shall have such duties and authority as is provided in the resolution creating the Committee, except that such authority shall not exceed the authority conferred on the Executive Committee. The members of such other Committees of the Board of Trustees shall be appointed from the Board of Trustees by the President, with the consent of the Board of Trustees.

Section 3. Committees of the Association.

(A) There shall be a Committee of Association known as the Judiciary Committee as described in Article VIII, Section 9.

(B) There shall be a Nominating Committee pursuant to Article VII, Section 1 of these By-Laws.

(C) The Board of Trustees may, from time to time as needed, create Committees of the Association. The Board of Trustees may from time to time specify the powers and duties of any of the Committees.

(D) The Members of the Association annually shall be given the opportunity to indicate to the President an interest in serving on one or more of the Committees of the Association.

(E) The President, at the commencement of his/her term of office, with the approval of the Board of Trustees, shall appoint the Chair and the members of the Committees who shall serve to the last day of the fiscal year in which appointed unless removed from office. The Board of Trustees may at any time without cause shown remove any Member from any Standing Committee.

(F) The President, with the approval of the Board of Trustees, shall appoint the Chair and Members of any Committee. The purpose and mission of any Committee shall be determined by the Board of Trustees. Committees shall report to the President or to the Board of Trustees from time to time as appropriate or as the Board of Trustees shall direct.

(G) The President may appoint one of the Members of the Board of Trustees to act as a Liaison with the Committees of the Association.

Section 4. Meetings.

Meetings of all Committees shall be held at such time and place as shall be fixed by the President, the Chairperson of the Committee, or by vote of a majority of the Committee. Notice of Committee Meetings shall be given orally by telephone, facsimile or other electronic media or by mail, and shall state the purposes, time and place of the meeting.

Section 5. Quorum and Manner of Action.

Unless otherwise provided by resolution of the Board of Trustees or these By-Laws, each Committee may establish rules specifying what shall constitute a quorum for the transaction of business. Action by any Committee shall be authorized by a majority of the votes cast at any

meeting at which a quorum is present except that where the Committee consists of five (5) or fewer Members the vote of a majority of all of the Members of the Committee shall be necessary to constitute the act of the Committee. Any action to be taken by a Committee shall mean action to be taken at a meeting of the committee. The procedures and manner of acting of all committees of the Board of Trustees and the Association shall be subject at all times to the direction and approval of the Board of Trustees.

Section 6. Tenure of Members of Committees.

Except as stated in Section 3, every Member of every Committee of the Board of Trustees and of the Association shall serve at the pleasure of the Board of Trustees.

Section 7. Alternate Members.

Except for the Executive Committee, the Board of Trustees may designate persons otherwise qualified to serve thereon, as alternate Members of any Committee of the Board of Trustees or any Committee of the Association, who may replace any absent Member or Members of any meeting of such Committee.

Section 8. By-Laws Committee.

At least every five (5) years, the President shall create a By-Laws Committee as a Committee of the Association and shall empower such Committee to review the Association's Certificate of Incorporation, all amendments thereto, and its By-Laws for the purpose of recommending changes therein to the Board of Trustees.

Section 9. Judiciary Committee.

(A) There shall be a Judiciary Committee which shall be deemed to be a Committee of the Association. The Members of the Judiciary Committee shall be appointed by the President with the consent of the Board of Trustees at the Organizational Meeting of the Board of Trustees or as soon thereafter as may be practicable.

(B) The Judiciary Committee shall be responsible for evaluating and reporting to the Board of Trustees concerning the qualification of and suitability of candidates for and appointees and proposed appointees to Judicial Office of courts of record in the County of Monroe and the Seventh Judicial District. The Judiciary Committee shall conduct each evaluation in conformity with the written Judicial Evaluation Procedures approved by the Board of Trustees.

The Board of Trustees shall adopt Judicial Evaluation Procedures that set forth the procedures for the evaluation of candidates for judicial office, including but not limited to the procedures for a survey of Members, procedures for the Judiciary Committee and procedures for the Board of Trustees. The approval of two-thirds of the Trustees present shall be required to adopt or amend the Judicial Evaluation Procedures.

(C) The Board of Trustees may at any time, with or without cause, delegate to a different existing Committee, or to a Committee newly created for that purpose, in lieu of the Judiciary Committee, some or all of the function which the Judiciary Committee would otherwise perform.

(D) A further duty of the Judiciary Committee shall be the consideration of all matters relating to the Judiciary and the courts which are not within the function of some other Committee of the Board of Trustees and which may be referred to from time to time by the President or the Board of Trustees for consideration and action or report.

ARTICLE IX

SECTIONS OF THE ASSOCIATION

Section 1. Formation.

A Section of the Association may be formed by the Board of Trustees upon its own initiative or upon the petition of ten (10) or more Members of the Association and may be terminated at any time by the Board of Trustees.

Section 2. Membership.

All Members of the Association in good standing shall be eligible for membership in any Section, provided they otherwise meet the membership requirements set forth in the rules and By-Laws of such Section.

Section 3. Officers.

The Officers of each Section shall be a Chairperson, Vice-Chairperson and Secretary, all of whom shall be elected by the Members of the Section. In the event a Section fails to hold such elections of officers, the Board of Trustees may appoint Officers of a Section to hold office until such elections are held and Officers elected.

Section 4. Council.

Each Section shall select a Council which shall consist of the Chairperson, the Immediate Past Chairperson, the Vice-Chairperson and the Secretary together with not less than three (3) nor more than seven (7) other Members to be elected by the Section as provided in its rules or By-Laws. The Council of each Section shall have general supervision and control of the affairs of the Section subject to these By-Laws and the rules and By-Laws of such Section.

Section 5. Rules and By-Laws.

Each Section shall have the power, subject to approval by the Board of Trustees, to adopt and amend By-Laws not inconsistent with the Association's Certificate of Incorporation and

By-Laws. The By-Laws of each Section, and any amendments thereto, shall become effective from the date of approval by the Board of Trustees.

Section 6. Dues.

The dues of each Section shall be determined by the Council of such Section subject to the policies adopted by the Board of Trustees. Such dues shall be assessed in addition to the dues of the Association. The dues of a Section shall be collected by the Association.

Section 7. Expenditures of Funds.

A Section may engage in such activities, programs and projects as are in the furtherance of the Section's general purpose provided, however, that it shall be the responsibility of the Section to finance its activities, programs and projects by Section dues, program fees, or other similar charges, in accordance with such policies as may be adopted by the Board of Trustees. All funds of the Section remaining unexpended or uncommitted at the close of any fiscal year shall be transferred to the Association's General Operating Fund unless the Board of Trustees shall determine otherwise.

Section 8. Committees.

The Council of each Section may divide the Members of the Section into Committees to perform different phases of the work of the Section and to make recommendations to the Section for action. No action of such a Committee shall be effective unless approved by the Council of the Section.

Section 9. Liaison.

The President of the Association, after consultation with the Chairman of a Section, may appoint a Member of the Board of Trustees to serve a liaison between the Section and the Board of Trustees. The person selected shall be responsible for keeping the President and the Board of Trustees advised of the proceedings and activities of the Section. The Secretary of each Section shall, within five (5) days after any meeting thereof, file with the Secretary of the Association a copy of the minutes of the meeting.

Section 10. Public Statements of Policy.

(A) Public statements made by a Section shall be limited to the general area of such Section's concern.

(B) No Section may pass any resolution expressing its views unless written notice of the proposed action is mailed or delivered to each Member of the Section at least five (5) days before the meeting at which the resolution is considered. No public expression of Section views may be made except upon such prior resolution of the Section. Such notice shall likewise be

given at least five (5) days in advance to the President of the Association and its Executive Director.

(C) Without prior authorization by the Board of Trustees, a Section shall make no public statements regarding any suits, actions or proceedings in which the Association is a party or participant, or regarding candidates or proposed appointees to public office.

(D) A Section's public statement shall contain an appropriate disclaimer that such statement represents the views or position of such Section and not necessarily those of the Association or the Board of Trustees. No resolution of a Section shall be deemed to establish the policy of the Association unless it has been submitted to and approved by the Board of Trustees, or by the Members of the Association at a Regular or Special Meeting of Members, or by the Members pursuant to Article XII of these By-Laws.

Section 11. Annual Report.

The Chairperson of each Section shall each year prepare and deliver to the president of the Association, at least two (2) weeks before the Annual Meeting, a report of the work of the Section for that year.

ARTICLE X

FINANCES

Section 1. Fiscal Year.

The fiscal year of the Association shall commence on July 1st in each year and shall end on June 30th of the following year, unless otherwise authorized by the Board of Trustees.

Section 2. Funds and Property.

(A) All funds and property received by the Association through dues, fees, gifts, bequests or otherwise shall be utilized only to further the mission of the Association.

(B) All checks, drafts and other orders for the payment of money out of the funds of the Association and all notes of other evidences of indebtedness of the Association shall be signed on behalf of the Association in such manner as shall from time to time be determined by the Board of Trustees.

(C) All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, savings and loan associations or other depositories or other investment accounts as the Board of Trustees may select.

(D) The President, the President-Elect, the Treasurer, the Secretary, or such other Officers as the Board of Trustees may designate, shall have the power to assign, or to endorse for transfer,

and to deliver any stock, bond, subscription right, or any other security or any beneficial interest therein, held or owned by the Association.

Section 3. Compensation and Reimbursement for Expenses.

No Officer or Trustee of the Association shall receive any compensation for his services to the Association as such, except that the Executive Director may receive a salary as an employee of the Association. Nothing herein shall be construed to prohibit the Association from reimbursing an Officer or Trustee or any authorized Member for reasonable expenses incurred in furtherance of the Association and its purposes.

Section 4. Annual Report.

(A) The Board of Trustees shall present an Annual Report verified by the President and Treasurer or certified by an independent public accountant selected by the Board of Trustees showing in appropriate detail the following:

- (i) The assets and liabilities, including the trust funds, of the Association as of the end of a twelve (12) month fiscal period terminating not more than six (6) months prior to said meeting.
- (ii) The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.
- (iii) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report.
- (iv) The expenses or disbursements of the Association, for both general and restricted purposes, during the year immediately preceding the date of the report.
- (v) The number of Members of the Association as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current Members may be found.

(B) The Annual Report shall be filed with the records of the Association, and either a copy or an abstract thereof shall be entered in the minutes of the proceedings of the Annual Meeting.

ARTICLE XI

OFFICE AND BOOKS

Section 1. Office.

The office of the Association shall be at such place in the County of Monroe, State of New York, as the Board of Trustees may from time to time determine.

Section 2. Books and Records.

The following books and records shall be kept at the office of the Association: correct and complete books and records of account; minutes of the proceedings of the Members, the Board of Trustees and the Executive Committees, a current list of Trustees and Officers of the Association and their residence addresses; a current list containing the names and addresses of all Members and a copy of the Certificate of Incorporation and these By-Laws.

Section 3. Inspection of Books and Records.

(A) Any Member of record of the Association for at least six (6) months immediately preceding a demand shall have the right, upon at least five (5) days written demand, to examine in person or by agent or attorney, during usual business hours, the minutes of the proceedings of the Members of the Association and the list of Members of the Association and to make extracts therefrom.

(B) An inspection authorized by this Article XI, Section 3 (A) may be denied to any Member or other person upon refusal to furnish to the Association an affidavit that such inspection is not desired and will not be used for a purpose which is in the interest of a business or object other than the business of the Association and that the Member has not within five (5) years given, sold, or offered for sale any list or record of Members of any domestic or foreign corporation or aided or abetted, or attempted or offered to aid or abet any person in procuring any such list or record of Members for any such purpose.

(C) If a Member or creditor of the Association, in person or by Member's attorney or agent, or a representative of the Monroe County District Attorney, or of the Secretary of State, the Attorney General, or the New York State official authorized to do so makes a written demand on the Association to inspect a current list of its Trustees and Officers and their residence addresses, the Association shall, within two (2) business days after receipt of the demand and for a period of one (1) week thereafter, make the list available for such inspection at its office during usual business hours.

ARTICLE XII

REFERENDUM ON QUESTIONS OR ISSUES

The Board of Trustees shall have the power, on its own motion or upon the written request of one hundred (100) or ten (10) percent, whichever is less, of the Members entitled to vote, to submit to the Members entitled to vote, by way of a written ballot or questionnaire, any question, proposal or matter in or as to which the legal profession or the Association has a professional interest or duty. A majority of the votes cast in any such referendum shall determine the policy of the Association on the question, proposal or matter, provided that the number of ballots cast and returned is equal to or greater than the number necessary, pursuant to Article IV, Section 5 of these By-Laws, to constitute a quorum at any meeting of the Members. The Board of Trustees

may adopt rules for the casting and counting of ballots hereunder and shall announce the result of the referendum to the Members.

ARTICLE XIII

MISCELLANEOUS

Section 1. Gender and Number.

All nouns and pronouns herein, and any variations thereof, shall be deemed to refer to the masculine, feminine, singular or plural as the identity of the person or persons shall require.

Section 2. Headings.

All headings, titles and captions contained in these By-Laws are inserted only as a convenience and for reference, and in no way define, limit or extend the intent of any provision hereof.

ARTICLE XIV

AMENDMENT OF BY-LAWS

Section 1. Proposals to Amend.

(A) A proposal that these By-Laws be amended may be made by filing with the Secretary a written petition signed by fifty (50) or more Regular Members setting forth the proposed amendment, which petition shall also contain a request that the proposal be submitted to the Members for their consideration at the next Regular Meeting of Members or at a Special Meeting of Members called by the Board of Trustees to consider such proposal.

Section 2. Notice.

When a proposal has been made as provided in Section 1 of this Article XIV, the notice of the meeting at which the proposed amendment is to be considered shall state that the purpose, or one of the purposes, of the meeting is the consideration of such proposal, and a copy of the amendment to be effected thereby shall be attached to the notice of such meeting together with a concise statement of the changes proposed.

Section 3. Vote.

(A) These By-Laws may be adopted, amended or repealed, in whole or in part by an affirmative vote of two-thirds (2/3) of the Members qualified to vote who are present, in person or by proxy, at any Regular or Special Meeting of Members provided that notice of the proposed

amendment has been given as required by Article XIV, Section 2, and that a quorum of Members is present at such meeting in person or by proxy.

(B) The By-Laws may be adopted, amended or repealed in whole or in part by an affirmative vote of two-thirds (2/3rds) of the entire Board of Trustees, provided at least fifteen (15) days before the meeting at which any amendment will be voted upon, written notice of the proposed amendment will be mailed to each member of the Board of Trustees, together with a concise statement of the changes proposed.