



# ROCKLAND COUNTY WOMEN'S BAR ASSOCIATION

*A Chapter of the Women's Bar Association of the State of New York*

Revised as of 4/19/2017

## ROCKLAND COUNTY WOMEN'S BAR ASSOCIATION BY-LAWS

### Article I

#### Purpose

##### Section 1 – Name

The name of the organization shall be the Rockland County Women's Bar Association (hereinafter the Chapter). The organization is a chapter of the Women's Bar Association of the State of New York (hereinafter the Association).

##### Section 2 – Purposes

The purposes of the Chapter are to carry out, within the geographical area it serves, the purposes of the Association and to adopt policies not inconsistent therewith to carry out those purposes on the local level.

### Article II

#### Interpretation of By-Laws

##### Section 1 – Interpretation

These By-Laws shall be read as consistent with the By-Laws of the Association. Whenever a discrepancy occurs, the Association's By-Laws shall control. The exercise of all powers and duties granted to the Chapter by the Association, when not expressly mentioned in these By-Laws, shall be in accord with the directives of the Association.

### Article III

#### Membership

##### Section 1 - Active Members

Any member in good standing of the Bar of the State of New York who resides or works in Rockland County or in any adjacent county shall be eligible for active membership in the Chapter. Active members shall be entitled to hold any office in and to chair any committee of the Chapter, to vote in Chapter elections and to exercise any and all other rights and privileges of membership in the Chapter and the Association.

##### Section 2 - Associate Members

Any person admitted to practice before any Bar other than the State of New York, in good standing before that Bar, shall be eligible for associate membership. An associate member shall be entitled to vote in Chapter elections; but not in Association elections or with

respect to Association By-Laws. Associate members shall be entitled to exercise all other rights and privileges of a member of the Chapter and the Association.

### Section 3 - Preadmission Members

Law students and law graduates or clerks not yet admitted to any Bar shall be eligible for preadmission membership. Law students shall not be entitled to vote in Chapter or Association elections or with respect to Association By-Laws, nor shall they be entitled to hold office or chair any committee of the Chapter, but shall be entitled to exercise all other rights and privileges of a member of the Chapter and the Association. Law graduates and clerks shall not be entitled to vote in Association elections or with respect to Association By-Laws nor shall they be entitled to hold Chapter office but shall be entitled to vote in Chapter elections, to chair any Chapter committee, and to exercise all other rights and privileges of a member of the Chapter and the Association.

### Section 4-Retired Members

Any person who has retired from the practice of law in good standing from the Bar of the State of New York, pursuant to Section 118.1(g) of the State Rules of the Chief Administrator, and who resides in Rockland County or in any adjacent county shall be eligible for active membership in the Chapter as defined in Article III, Section 1. Retired members shall be entitled to vote in Chapter elections and to exercise any and all other rights and privileges of active membership in the Chapter and the Association and shall pay dues as in the class of Active Member as set forth in Article IV Section 1 (3).

### Section 5 - Admission Procedure

All persons desiring membership in the Chapter shall complete an application, in such form as may be determined by the board of directors. The application form shall require the applicant to affirm that she is a member in good standing of the Bar to which she has been admitted, except in the case of a preadmission member who shall affirm that she is engaged in the study of law, has graduated from law school or is awaiting admission to the Bar. The application shall also require the applicant to affirm a statement of intention to further the purposes of the Chapter. The application shall be reviewed for accuracy by the membership committee and all applicants meeting the criteria set forth in this article shall be admitted to membership upon paying the appropriate dues for the membership year.

## Article IV

### Dues

#### Section 1 - Classes of Dues

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

1. Pre-admission
2. Associate members
3. Active members

#### Section 2 - Amounts and When Due

The board of directors shall have the power by majority vote of all of its members, to establish the amount of dues for each of the above-described classes. Dues shall be due and payable on June 1st of each year, the first day of the fiscal year. If the Board so establishes, first time members joining after February 1, but before June 1, shall be entitled to pay a portion of the dues for that fiscal year. The treasurer shall send out dues notices to all members.

The treasurer shall send out a second dues notice to all members whose dues for the then current fiscal year have not been received. Members so notified shall not be entitled to vote or to receive any of the services offered by the Chapter until their current dues and any delinquent dues are paid. If a member has not paid her dues by January 31st of that fiscal year, that member, unless she shall have taken a leave of absence or shall have withdrawn from the Chapter, shall be considered delinquent and her name shall be removed from the list of members.

## Article V

### Officers

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

A. The officers of the Chapter shall be a president, a vice-president, a recording secretary and a corresponding secretary, a treasurer, and delegates. They shall be elected annually, by ballot by a majority vote of the members voting pursuant to Article IX at each annual meeting, and shall be inducted at the meeting to be held in May of each year. Their term of office shall commence on June 1st in the year in which they are elected and shall continue until their successors in office are elected or appointed and have taken office. Those officers elected May 8, 1984 shall serve until May 31, 1985 in the capacities to which they have been elected.

B. No officer shall be eligible for election to the same office for more than two (2) consecutive terms.

#### Section 2 – Vacancy

A. If a vacancy shall occur in the office of president before the expiration of the term of office, the vice president shall act as president for the duration of the unexpired term, provided however, that if the vacancy occurs as a result of a disability that will last for a limited period of time, the vice-president shall act as president only during such limited period of time. If the office of the President shall become vacant prior to May 31, 1985, the Board of Directors shall, by a majority vote, elect one of the Vice Presidents as successor to the President.

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

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

#### Section 3 – President

A. The president shall be the chief executive officer of the Chapter and shall generally supervise and direct its affairs. The president shall preside at meetings of the Chapter and of the board of directors. The president shall appoint all committees and the chairpersons thereof, except the committee on nominations. The president shall be ex-officio a member of all committees and as such may participate, without vote, in the proceedings thereof. The president shall also be a director of the Association.

B. The president shall be responsible for the preparation and submission of all reports required under the By-laws of the Association. The president shall also be

responsible for all appointments required to be made by the Chapter under the By-laws of the Association.

C. The president may delegate any duty imposed on her or any power granted to her by these By-Laws, except appointments of committees and their chairpersons and appointments required to be made by the Chapter under the By-laws of the Association.

#### Section 4 - Vice President

The vice president shall perform such duties as may be delegated to her by the president or assigned to her by the board of directors and shall preside at meetings in the absence of the president.

#### Section 5 - Secretary

A. The Corresponding Secretary of the Chapter shall also be Secretary to the Board of Directors. She shall give written notice of meetings of the Association and of the Board of Directors in accordance with the provisions of these By-Laws.

B. The Recording Secretary shall keep the records of the Chapter, keep the minutes of the Board of Directors and general meetings, and perform such duties as may be assigned by the President or the Board of Directors.

#### Section 6 - Treasurer

A. The Treasurer shall have general charge of the funds of the Chapter, subject to the control of the board of directors. She shall furnish such bonds as the board may from time to time require.

B. The Treasurer shall collect the dues and keep the accounts of the Chapter, furnish to the secretaries the names of all persons who become members of the Chapter, deposit all funds received, and invest such funds as directed by the board of directors, report at each regular meeting of the board and at membership meetings when requested by the president, send out the notice required by Section 1 in Article IX, and make an annual report at the annual meeting.

C. The treasurer shall pay all bills incurred in behalf of the Chapter, as authorized by the board of directors and approved by the president and shall pay to the Treasurer of the Association the per capita charge for each fiscal year.

D. The accounts of the Treasurer shall be reviewed at least annually by the Board of Directors and at such other times and in such manner as the Board of Directors may elect.

#### Section 7 - Delegate(s)

A. The Delegate(s) shall represent the chapter on the Board of Directors of WBASNY and perform all duties in accordance therewith.

## Article VI

### Board of Directors

#### Section 1 – Composition

The Board of Directors (hereinafter "the board") shall be the policy making body of the Chapter and shall consist of the officers of the Chapter, seven elected members, and the immediate past president of the Chapter.

#### Section 2 - Elected Members

A. The seven (7) elected members of the board shall be elected for two (2) year terms at the annual meeting of the Chapter. They shall be elected for staggered terms, with four (4) directors elected one year and three (3) directors elected the following year. Those Directors elected May 8, 1984 shall serve until May 31, 1985. Of those Directors to begin their terms June 1, 1985, four (4) shall be elected for one year and three (3) shall be elected for two (2) years.

B. The term of office or an elected board member shall commence on June 1st of the calendar year in which she is elected, and she shall continue in office until her successor is elected and has taken office. No elected board member shall serve for more than two full consecutive terms in that position.

C. If any vacancy shall occur in an elective directorship before the expiration of that director's term of office, the board of directors, by a majority vote, shall elect a successor who shall hold office for the duration of the unexpired term.

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

#### Section 3 - Meetings

The board shall meet at least six (6) times a year upon written notice and attendance at scheduled board meetings shall be mandatory for elected directors. Seven (7) members shall constitute a quorum. Nonelected members shall not be counted for quorum purposes. A special meeting of the board may be called at any time by the president acting alone or by the president at the written request of four (4) members of the board. A scheduled meeting of the board may be cancelled for good cause by the president, or, in her absence, by the vice president.

#### Section 4 - Powers and Duties

A. The board shall be responsible for the general management of the affairs of the Chapter. The board may authorize contracts to be made on behalf of the Chapter by one or more of the officers, or by a standing or special committee. The board shall have power to make such rules and regulations and take such action, not inconsistent with the Charter and By-Laws of the Chapter, or the By-Laws of the Association, as may be necessary to carry out its powers and duties under this section.

B. The board shall keep a record of its proceedings and report at the annual meeting or any meeting of the Chapter on any matter which in its judgment requires action by the Chapter.

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

D. The board shall be responsible for and have control of the custody, investment, expenditures and disposal of all property of the Chapter, other than the disposal of its real estate, which is subject to the direction of the membership.

E. The board may from time to time appoint or employ one or more persons who need not be members of the Chapter to perform such duties as may be assigned by the board of directors.

F. When, in the judgment of the President, an action must be taken or decision made quickly, and a timely meeting of the Board of Directors would be impracticable, such action may be taken or decision made by a conference call or telephone poll of the Directors. The affirmative vote by telephone or in person of a majority of the Board of Directors shall be required in such event unless a greater number is required elsewhere by these By-Laws. An effort shall be made to reach all the Directors to secure their votes. The Recording Secretary will make a written record of the action taken and the vote thereon which shall include the names of the Directors polled and shall be entered in the minutes of the Board of Directors.

#### Section 5 - Removal from Office

A. The board shall have power by a two-thirds vote of all directors, to remove a member of the board for neglect of duty, for conduct detrimental to the Association, or for conduct which violates the code of professional responsibility. No such removal shall be made except on written notice stating the alleged neglect, alleged violation or alleged detrimental conduct and after an opportunity for a full and fair hearing by and before the other members of the board. Such removal of a director does not automatically remove that person from membership in the Association. Removal from membership in the Association shall be made only in accordance with the appropriate provisions of these By-Laws.

B. Any elected board member who is absent without being excused by the President from three consecutive meetings shall cease to be a member of the board and shall be automatically removed from office. After the second such absence, the corresponding secretary shall send a notice informing such director that a third unexcused absence will result in automatic removal from the board.

### Article VII

#### Committees

##### Section 1 - Standing Committees

A. The standing committees of the Chapter may include the following:

- Committee on By-Laws
- Committee on the Judiciary
- Committee on Legislation
- Committee on Membership
- Committee on Nominations
- Committee on Public Relations
- Committee on Programs

B. The committee on nominations shall be governed solely by Article VIII of these By-Laws and the provisions of this Article shall not apply to said committee.

## Section 2 - Special Committees

Special Committees of the Chapter may be appointed by the president acting alone or shall be appointed by the president upon a resolution of the board or pursuant to a resolution adopted by the members of the Chapter at any meeting of the Chapter.

## Section 3 - Members

A. Appointment of committee members and participation of officers and members of the board of directors as members of committees shall be governed by these By-Laws.

B. If any member of any standing or special committee is absent for three successive committee meetings without excuse presented to the committee, her place may be declared vacant by the chairperson of the committee.

C. All vacancies in a standing or a special committee may be filled by the committee chairperson for the remainder of the term, subject to the approval of the president.

D. The committee chairperson shall be the Chapter's representative to the corresponding Association committee or may, with the consent of the board, delegate a member of her committee to so serve.

## Section 4 - Reports

A. The chairperson of each committee shall make such reports to the board of directors as it shall require and shall present to the board for action any recommendations which the committee may make for expenditures or otherwise. Each of the standing or special committees shall present its annual report in writing to the president on or before May 1st of each year.

B. The chairperson of each committee shall upon filing her final report turn over to the president all files relating to the committee in her possession. The president may request such chairperson to retain the files until such time as the new chair of the committee has been appointed.

## Section 5-Expenditures by Committees

No committee shall contract for or make expenditures in excess of such appropriation as the board of directors shall authorize.

## Section 6 - Operation of Committees

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

## Section 7 - Resignation or Removal from Office of Chairperson

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

## Section 8 - Committees on By-Laws

This committee shall be responsible for examining the Chapter's By-Laws and proposing amendments thereto, not inconsistent with the By-Laws of the Association, where it deems it appropriate to do so and when it is directed to do so by the board.

### Section 9 - Committee on Judiciary

This section is to be adopted at a general meeting at a future date to be set by the Board of Directors. Adoption shall be by a majority vote of those members present and voting.

### Section 10 - Committee on Legislation

This committee shall review proposed legislation, make recommendations concerning such legislation to the board of directors, and report the Board's position to the Chapter's members and the Association's Legislation committee. It shall not transmit any report approving or disapproving a pending bill unless such report is authorized by the board, either at a meeting or through the use of emergency procedures, or by the Chapter's members.

### Section 11 - Committee on Membership

A. It shall be the duty of this committee to prepare and keep a list of members of this chapter, by class, and also a list, as nearly accurate as may be, of all women eligible for membership in the geographic area served by the Chapter.

B. It shall also be the duty of this committee to actively solicit members, to invite and welcome new members to the Chapter and to undertake social and other Functions as are appropriate to increase membership and other participation in the Chapter. Such functions shall be coordinated with the committee on programs and shall be approved in advance by the board.

### Section 12 - Committee on Public Relations

A. This committee shall prepare and release on behalf of the Chapter all publicity releases to newspapers, periodicals, radio, television or other media.

B. No release relating to any policy of the Chapter shall be issued without prior approval of the policy by the Board of Directors.

C. It shall also be the duty of this committee to cooperate and maintain communication with other associations, government agencies and public groups.

### Section 13 - Committee on Programs

This committee shall be responsible for arranging programs to be presented at the general membership meetings of the Chapter. It shall receive any guests at meetings of the Chapter and shall arrange for the entertainment of distinguished visitors. It shall coordinate its activities with the committee on membership and the committee on public relations.

## Article VIII

### Committee on Nominations

#### Section 1 – Purpose

The committee on nominations shall nominate candidates for the officers and directorships of the Chapter to be elected at the succeeding annual meeting; the committee shall be open to suggestions and recommendations from the membership prior to making such nominations and shall solicit such suggestions at any time, including at any Chapter meeting held subsequent to the election of the committee.

## Section 2 - Composition

The committee shall consist of five (5) members who shall be appointed by the president with approval of the Board of Directors. No more than two (2) members of the committee may be members of the Board of Directors.

## Section 3 - Committee Procedure

- A. The chairperson of the committee shall be elected by the members of the committee.
- B. A quorum shall consist of three (3) members.
- C. Voting shall be by closed ballot in any contested nomination.
- D. This committee shall give written notice of its nominations for the Chapter officers and directors at least 30 days before the annual meeting.
- E. This committee shall not nominate for any office of the Chapter any of its members; however, a member of the committee may be nominated for a directorship of the Chapter.

## Article IX

### Elections

#### Section 1 - Voting Qualifications

Except as otherwise provided by these By-Laws, every member of the Chapter in good standing shall be entitled to vote at any election of the Chapter provided that dues for the current year have been received by the Chapter from such member no later than March 15. No later than February 15, the treasurer shall give written notice of the provisions of this section to all members of the Chapter from whom dues for the current year have not been received.

#### Section 2 - Voting Members

At any meeting at which an election is to be held the secretary shall present a list of all members entitled to vote.

#### Section 3 - Ballots

The paper ballot shall be in such form that all candidates proposed by the committee on nominations or pursuant to Section 4 of this article shall be listed in separate columns under the designation of the office for which they are nominated. If the election for any office is uncontested, the secretary may read the nomination, seek nominations from the floor and then conduct the election without using a paper ballot.

#### Section 4 - Nominations

Any five (5) members of the Chapter may by writing delivered to the corresponding secretary, not less than fifteen (15) days prior to the annual meeting, propose candidates for any or all of the officers or directorships to be voted upon at such annual meeting. The corresponding secretary, not less than ten (10) days before the annual meeting, shall give notice to members of the Chapter of such proposed candidates, together with the

candidates nominated by the committee on Nominations. Such notice shall contain a sample ballot which shall be in the form prescribed in Section 3 of this article.

#### Section 5 - Notice

The Chapter corresponding secretary shall give notice of the rights of the members under Section 4 of this Article not later than thirty (30) days prior to the annual meeting.

#### Section 6 - Coordinating the Election

The president shall appoint two tellers, who, with the recording secretary, shall conduct the election and canvass the votes. A written report of the canvass of the votes for officers certified by the president or recording secretary shall be immediately forwarded to the secretary of the Association.

### Article X

#### Meetings of the Chapter

##### Section 1 - General Membership Meetings

The board of directors shall set the dates of the general meetings. There shall be at least six (6) meetings each year.

##### Section 2 - Notice of Meetings

Notice of the meetings shall be given to the membership at least 10 days in advance.

##### Section 3 - Annual Meeting

The annual meeting of the Chapter shall be held in April in each year. Elections for chapter officers and directors shall be held at the annual meeting.

##### Section 4 - Rules of Order

Unless otherwise provided, Robert's Rules of Parliamentary Order Revised shall govern all meetings of the Chapter, except where it requires the use of terminology which is not gender neutral.

##### Section 5 - Special Meetings

Special meetings of the chapter may be called by the president at her discretion and must be called by the president upon the written request of ten (10) members for the purposes specified in the request. Written or oral notice confirmed in writing of such meeting and of the object thereof shall be given by the Corresponding secretary to all the members by mail, mailed at least five (5) days before the meeting and no business other than that specified shall be transacted at such meeting.

##### Section 6 - Quorum

At all annual, general or special meetings of the Chapter, except as herein otherwise provided, a quorum shall consist of eleven (11) members, and in case a quorum shall not be present at such meeting, it may be adjourned by the presiding chairperson of the meeting. If the meeting is adjourned to a future date, notice of the new date shall be given to all members by the secretary.

## Article XI

### Censure, Suspension and Expulsion from Membership

#### Section 1 -Discipline of Members

A member may be censured, suspended or expelled from membership for good cause by two-thirds vote of the entire board of directors; but the board shall not censure, suspend or expel a member except upon written notice stating the cause for censure, suspension or expulsion and after an opportunity for a full and fair hearing by and before the board.

#### Section 2 - Suspensions or Disbarments

Upon any final decision by a court or by the disciplinary body of the appellate division suspending or disbaring a member from practice, such person shall cease to be a member of the Rockland County Women's Bar Association. A suspended person, upon application, may be restored to membership only by a majority vote of the entire board of directors after the period of suspension has expired.

#### Section 3 - Removal from Office

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

## Article XII

### Amendment of These By-Laws

#### Section 1 - Proposal of Amendment

Any member may propose an amendment to these By-Laws. Such proposed amendment shall be submitted in writing to the board of directors. Upon such submission, the board of directors shall direct the committee on by-laws to examine the proposed amendment for the sole purpose of determining whether it is consistent with the By-Laws of the Association. If the proposed amendment is inconsistent with those By-Laws, the board of directors shall confer with the member or members proposing the amendment for the purpose of bringing it into conformity with the Association By-Laws. The Board of Directors shall certify that all amendments whether made by a member or the committee on by-laws, are in conformity with the By-Laws of the Association and shall recommend approval or veto of such amendments to the membership.

#### Section 2 - Adoption of Amendment

Any proposed amendment consistent with the By-Laws of the Association shall be circulated to the membership at least fifteen (15) days prior to a regular or special membership meeting and the proposed amendment shall be placed on the agenda for discussion at that meeting. During any such discussion it shall be in order to propose and adopt amendments to the proposed amendment. The proposed amendment shall be voted on at that meeting. The affirmative vote of two-thirds (2/3) of those voting in the presence of a quorum shall be sufficient to adopt an amendment. Amendments shall be effective immediately unless another effective date is stated in the text thereof.

## Article XIII

### Definitions

"She" - All references to "she" shall be deemed to refer to "he" as appropriate.

## ARTICLE XIV

### Indemnification and Insurance

The Association's By-Laws, define the circumstances under which the Association will indemnify the Chapter, and Chapter Officers, Directors and Members against any judgments, fines, amounts paid in settlement and expenses, including counsel fees and disbursements. The Association's By-Laws further provides that the Association may, to the fullest extent permitted by law, maintain insurance to cover potential claims and suits, including for the potential liability and indemnification of the Chapter and the Chapter Officers, Directors and Members. In order to receive the benefit of such indemnification and insurance, upon receiving notice of a suit, proceeding, a threat of suit, or a claim against the Association or the Chapter, its Officers, Directors and Members, the President shall promptly notify the Association President and Association Recording Secretary in writing, and by email or other appropriate means, and forward any documentation received in connection therewith.