

**NEW YORK STATE BAR ASSOCIATION
BYLAWS
of the
COMMERCIAL AND FEDERAL LITIGATION SECTION
Amended and Restated as of April 1, 2022**

**ARTICLE I
Name and Purpose**

Section 1. Name. The Section shall be known as the Commercial and Federal Litigation Section of the New York State Bar Association.

Section 2. Purpose. The purpose of the Section is to improve the quality of representation of clients, provide a forum for the improvement of law and procedure and enhance the administration of justice in the areas of commercial and federal litigation. These purposes are met by:

- (a) Developing relationships and sharing practice experiences with fellow commercial and federal litigators, state and federal judges, and regulatory and administrative bodies;
- (b) Establishing committees for the purpose of promoting research, analysis, and discussion on relevant current issues affecting commercial and federal litigation;
- (c) Influencing and proposing legislation affecting commercial and federal litigation;
- (d) Developing continuing legal education programs on topics relevant to commercial and federal litigation; and
- (e) Providing networking opportunities for its members.

**ARTICLE II
Membership**

Section 1. Membership. Any member of the New York State Bar Association (the “Association”) shall be eligible for membership in the Section and shall be enrolled as a member of the Section upon application to the Association and payment of the applicable dues.

Section 2. Adjunct Members. Law students may be non-voting members of the Section and may serve as adjunct members of Section committees.

**ARTICLE III
Officers and Section Delegates to the Association House of Delegates**

Section 1. Elected Officers. The elected officers of the Section shall be a Chair, a Chair-Elect, a Vice-Chair, a Treasurer, and a Secretary, who shall serve terms of one year commencing June 1 of each year. The elected officers of the Section shall be elected by its membership at each annual meeting of the Section. Except as otherwise determined by the Executive Committee,

upon completion of the current Chair's term of office or a vacancy occurring in such office, the Chair-Elect automatically shall succeed to the office of Chair. Except as otherwise determined by the Executive Committee, upon completion of the current Chair-Elect's term of office or a vacancy occurring in such office, the Vice-Chair automatically shall succeed to the office of Chair-Elect.

Section 2. Additional Officers. The Executive Committee may appoint such additional officers as it may determine to be necessary for the proper functioning of the Section. Such additional officers shall have such authority, serve for such term, and perform such duties as the Executive Committee may from time to time determine.

Section 3. Duties of the Chair. The Chair shall be the chief executive officer of the Section, shall preside at all duly called meetings of the Section and the Executive Committee, and shall be an *ex officio* member of all Section committees. The Chair shall implement such policy directives as may be adopted by the Executive Committee and may submit to it, from time to time, such recommendations as the Chair may deem appropriate in promoting the purposes of the Section. In addition, the Chair shall perform such other and related duties as ordinarily are incident to the office of Chair.

Section 4. Duties of the Chair-Elect. In the absence of or during the disability of the Chair, the Chair-Elect shall preside at duly called meetings of the Section and the Executive Committee and shall perform the duties of the Chair. The Chair-Elect shall be the Program Chair for the Spring Meeting of the Section. The Chair-Elect shall assist the Chair in the discharge of the Chair's responsibilities and shall perform such other and related duties as may be assigned to the Chair-Elect by the Chair and as ordinarily are incident to the office of Chair-Elect.

Section 5. Duties of the Vice-Chair. In the absence of or during the disability of both the Chair and the Chair-Elect, the Vice-Chair shall preside at duly called meetings of the Section and the Executive Committee and shall perform the duties of the Chair. The Vice-Chair shall be the Program Chair for the Annual Meeting of the Section. The Vice-Chair shall assist the Chair in the discharge of the Chair's responsibilities and shall perform such other and related duties as may be assigned to the Vice-Chair by the Chair and as ordinarily are incident to the office of Vice-Chair.

Section 6. Duties of the Secretary. The Secretary shall prepare the minutes of all of the meetings of the Section and the Executive Committee; prepare, forward, and receive appropriate notices and correspondence; and collect and maintain such other non-financial records, papers, and data as may be necessary or appropriate from time to time. In addition, the Secretary shall perform such other and related duties as may be assigned to the Secretary by the Chair and as are ordinarily incident to the office of Secretary. Immediately upon being succeeded in office, the Secretary shall deliver all records, correspondence, and other property of the Section in the Secretary's possession or control to the Secretary's successor.

Section 7. Duties of the Treasurer. The Treasurer shall be the custodian of all financial records of the Section. Such records shall be available on reasonable notice during regular business hours for inspection by the Executive Committee and its designees and by the Association's officers, Executive Committee, Finance Committee, and financial staff. The Treasurer shall

prepare the Section's annual budget for approval by the Association's Executive Committee. The Treasurer shall maintain liaison with appropriate fiscal officers of the Association and shall report upon the Section's finances at meetings of the Executive Committee the Finance Committee, and at such other times as the Chair, the Executive Committee, or the President of the Association shall direct. In addition, the Treasurer shall perform such other and related duties as may be assigned to the Treasurer by the Chair and as are ordinarily incident to the office of Treasurer. Immediately upon being succeeded in office, the Treasurer shall deliver all records, correspondence, and other property of the Section in the Treasurer's possession or control to the Treasurer's successor.

Section 8. Vacancy of Elected Officer: If the Chair is unable or unwilling to serve the totality of her or his term, the Chair-Elect shall assume the office of Chair and complete the term and will then complete the original term for which he or she was elected.

If the Chair-Elect is unable or unwilling to serve the totality of her or his term, the Vice Chair shall assume the office of Chair-Elect and complete the term and will then complete the original term for which he or she was elected.

If the Vice Chair is unable or unwilling to serve the totality of her or his term, the Chair shall submit a nomination to the Executive Committee for a Section member to serve the remainder of the term of the Vice Chair and continue in the office of Chair-Elect, as set forth in Section 1 of this Article. If the Secretary or Treasurer is unable or unwilling to serve the totality of her or his term, the Chair shall submit a nomination to the Executive Committee for a Section member to serve the remainder of the term of the Secretary or Treasurer, as may be vacant.

Section 9. Section Delegates. The Section shall have as many Section Delegates to the Association's House of Delegates as may be permitted by the Association from time to time. The immediate past Chair shall serve as a Section Delegate to the Association's House of Delegates. Other Section Delegates or alternate Section Delegates may be chosen from among the current Chair or past Chairs of the Section. If a Section Delegate to the House of Delegates is unable or unwilling to serve at any time during his or her term, the alternate Section Delegate shall serve in the place of such Section Delegate. If more than one Section Delegate is unable or unwilling to serve at any time during his or her term, the Executive Committee shall appoint a replacement.

ARTICLE IV Executive Committee

Section 1. Membership. There shall be an Executive Committee of the Section (the "Executive Committee") consisting of the Section's officers, the Section Delegates to the House of Delegates of the Association, the Co-Chairs of each Committee of the Section, the Section's District Leaders, the past Chairs of the Section, and such other members as the Executive Committee shall appoint ("Members at Large"). Each member of the Executive Committee must be a member in good standing of the Section and the Association.

Section 2. Duties and Authority.

(a) The Executive Committee shall be responsible for the general supervision of and control over the affairs and activities of the Section and shall have the power to act on behalf of the Section, in each case subject to any conditions prescribed in the Association's Bylaws and the Bylaws of the Section. The Executive Committee may adopt rules of procedure for its meetings, including rules as to the time and place of its meetings and the manner of providing notices to its members.

(b) The Executive Committee may remove any member by a two-thirds vote of the members of the Executive Committee in attendance at a duly constituted meeting, provided that prior written notice of the removal request is given to the affected member and to the Executive Committee not less than 14 days in advance of such meeting.

(c) During the period between annual meetings of the Section, the Executive Committee may fill vacancies in the offices of the Section in accordance with Article III, Section 8, its own membership, and Section Delegates to the House of Delegates in accordance with Article III, Section 9.

Section 3. Members at Large. Members at Large shall serve for a two-year term commencing June 1 after such appointment and may be reappointed for additional terms. To the extent feasible, efforts should be made to divide Members at Large into two classes of relatively even size and with staggered terms. If a Member at Large is unable or unwilling to serve the remainder of her/his term or is removed pursuant to Article VIII, the Chair shall appoint a Section member, with the consent of the Executive Committee, to serve the remainder of the Member at Large's term.

Section 4. Meetings. Meetings of the Executive Committee may be held upon the call of the Chair or any five members of the Executive Committee and may be held in person, telephonically, or by teleconferencing, video conferencing, or similar electronic means that enable persons not physically present at the meeting to hear or see and hear the members physically present at the meeting. A quorum for the transaction of business at Executive Committee meetings shall be fifteen members. Participation by telephonic, electronic, or similar means shall constitute presence in person at a meeting for the purpose of constituting a quorum. All binding actions of the Executive Committee shall be by a majority vote of its members present.

ARTICLE V Committees

Section 1. Purpose. Committees of the Section serve the Section's purpose by:

(a) Focusing on a specific area of commercial or federal law, procedure, or practice or the operation of the Section;

(b) Discussing, researching, and proposing legislation and rule changes, sponsoring and participating in CLE Programs, and reporting on topics of interest relating to commercial and federal litigation;

- (c) Developing relationships with the judiciary and administrative bodies;
- (d) Elevating the quality of representation of clients in the fields of commercial and federal litigation;
- (e) Enhancing the quality of the administration of justice in the fields of commercial and federal litigation; and
- (f) Providing networking opportunities for Section members.

Section 2. Nominating Committee. Not fewer than sixty days nor more than one hundred twenty days prior to each annual meeting of the Section, the Chair shall appoint a Nominating Committee of not less than five members of the Section, which committee shall include the Chair and the Chair-Elect and shall make, and report to the Secretary not less than thirty days prior to the annual meeting of the Section, its nominations for the following term for the offices of Chair-Elect, Vice-Chair, Treasurer, Secretary, and Section Delegates and an alternate Section Delegate to the Association House of Delegates. The report of the Nominating Committee shall be read at the annual meeting, and, in addition to the nominations contained in the report, members may proffer nominations immediately after such report is read.

Section 3. Standing Committees. The Executive Committee of the Section may create such Standing Committees as may be appropriate from time to time. Standing Committees shall from time to time make recommendations to the Chair or the Executive Committee for such actions as they may deem appropriate, but shall never take action or transmit their views publicly as representative of the views of the Section without the approval of the Executive Committee. Each Standing Committee may establish subcommittees.

Section 4. Co-Chairs of Standing Committees. The co-chairs of each Standing Committee shall be appointed by the Chair with the approval of the Executive Committee. Each co-chair shall be appointed for a term of three years effective June 1 of the year of appointment, with terms of co-chairs to be staggered, and may be appointed for successive terms. Co-chairs of each Standing Committee shall convene meetings of such Committee and lead their Committee in the drafting of reports and presentation of continuing legal education programs. At least one Co-Chair of each Standing Committee is expected to attend each meeting of the Executive Committee. If a Co-Chair of a Standing Committee is unable or unwilling to serve the remainder of her/his term, or if a Co-Chair is removed in accordance with Article VIII, the Chair shall appoint a section member, with the consent of the Executive Committee, to serve the remainder of the Co-Chair's term.

Section 5. Membership of Standing Committees. Any member of the Section may join any Standing Committee. Each member of a Standing Committee of the Section must maintain membership in good standing in the Association, the Section, and the Standing Committee.

Section 6. Task Forces; Special Committees. From time to time, with the advice of the Executive Committee, the Chair shall form Special Committees or Task Forces as the Chair deems necessary to further the purposes of the Section.

(a) Task Forces may be formed to address a particular issue or issues and to prepare a report of their findings. Task Forces shall automatically dissolve once they have delivered their report and fulfilled any follow-up assignments relating to the report.

(b) Special Committees may be formed for any reason or duration as the Chair deems appropriate.

(c) The Chair shall appoint the members of each Task Force and Special Committee.

ARTICLE VI District Leaders

Section 1. Appointment. The Executive Committee shall appoint one or more District Leaders for each judicial district in which there exists a Commercial Division of the Supreme Court of the State of New York. District Leaders shall serve for a term of two years effective on June 1 of the year of appointment and may be reappointed for additional terms. If a District Leader is unable or unwilling to serve the remainder of her/his term or is removed pursuant to Article VIII, the Chair shall appoint a Section member, with the consent of the Executive Committee, to serve the remainder of the District Leader's term.

Section 2. Duties. District Leaders shall be responsible for organizing events within their Districts, member outreach within their Districts, and member recruitment.

ARTICLE VII Section Meetings

Section 1. Section Meetings. The annual meeting of the Section shall be held during the week in which the annual meeting of the Association is held, at a time and place designated by the Executive Committee. The Section shall hold a Spring Meeting in or around May at a time and place designated by the Executive Committee. Other meetings may be held from time to time at such times and places as designated by the Chair.

Section 2. Quorum. At all meetings of the Section, a quorum shall be 30 members.

Section 3. Binding Action. All binding actions of the Section shall be by a majority vote of its members present. Any action of the Section must be approved by the Association before it becomes effective as, or is publicly released as, an action of the Association.

ARTICLE VIII Review of Committees, Task Forces, District Leaders and Members at Large

The Section Officers shall review at least annually the performance of each Committee and Task Force, Committee or Task Force Co-Chair, District Leader, and Member at Large and shall determine, in their discretion, whether any changes are necessary, including to eliminate any such Committee or Task Force or to remove any Committee or Task Force Co-Chair, District Leader or Member at Large and to appoint a new Committee or Task Force Co-Chair, District

Leader or Member at Large. Grounds for removal of a Committee or Task Force Co-Chair, District Leader, or Member at Large shall include, but not be limited to, failure to convene committee meetings, insufficient activity, or lack of participation in Committee, Task Force, Executive Committee or assigned activity.

ARTICLE IX

Miscellaneous Provisions

Section 4. Bylaws. These Bylaws may be amended by the Executive Committee with the approval of the Executive Committee of the Association.

Section 5. Dues. The Executive Committee of the Section shall fix the dues for membership in the Section, subject to approval by the Association's Finance Committee.

Section 6. Notices. Any written notice required to be provided under these Bylaws shall be sufficient if provided by email.