



Staff Memorandum

ANNUAL MEETING Agenda Item #8

REQUESTED ACTION: Approval of Bylaws amendments proposed by the Committee on Bylaws.

Attached is a memorandum from the Committee on Bylaws proposing the removal of gender-specific language from the Bylaws. Under procedures established in the Bylaws, the proposed amendments were subscribed to by a majority of all members of the House of Delegates at the November 2021 meeting. They are now before you for approval and addition to the Bylaws.

The report will be presented at the January 22 meeting by Robert T. Schofield, IV, Chair of the Committee on Bylaws.



COMMITTEE ON BYLAWS
ROBERT T. SCHOFIELD, IV

Chair

Whiteman Osterman & Hanna LLP

One Commerce Plaza, 19th Floor

Albany, NY 12260

518/487-7616

rschofield@woh.com

October 20, 2021

To: Members of the House of Delegates

Re: Report on Proposed Bylaws Amendment

INTRODUCTION

At the request of President-elect Levin Wallach, the Bylaws Committee reviewed the Bylaws to weed-out any remaining instances of gender-specific language. The Committee has been sensitive to this issue for several years, so most such language has previously be excised. Nevertheless, three lingering instances were identified by our most recent review and it is our recommendation that the Bylaws be amended to remove these last examples of gender-specific language.

For ease of reference, our proposed amendment is set forth below. New language is indicated by underlining, and deleted language is indicated by strikethrough.

REMOVAL OF GENDER SPECIFIC LANGUAGE

The Committee proposes the Bylaws amendments set forth below:

Article VIII, Section 1(A)(6)(a)

VIII. NOMINATING COMMITTEE AND NOMINATIONS FOR OFFICE

Section 1. Nominating Committee.

A. * * *

6. Election of New York State Bar Association Delegates to the American Bar Association House of Delegates. Delegates to the American Bar Association House of Delegates shall be nominated and elected pursuant to the following procedures:

(a) Ten delegates to the American Bar Association House of Delegates, or such number as the Association may be entitled to select from time to time, shall be elected, each for a term of two years commencing at the adjournment of the Annual Meeting of the American Bar Association House of Delegates. The term of such delegates shall be alternated beginning with an even numbered year, so that the terms

are staggered as equally as possible, in accordance with the appropriate provisions of the American Bar Association Constitution and Bylaws. In addition, one lawyer less than thirty-five years of age at the beginning of ~~his or her~~ the lawyer's term shall be elected as Young Lawyer Delegate in even-numbered years for a term of two years commencing at the adjournment of the Annual Meeting of the American Bar Association House of Delegates.

Article IX, Section 2(B)(1):

IX. FINANCE, AUDIT AND COMPENSATION COMMITTEES

Section 2. Audit Committee.

B. Members. * * *

(1) The members being appointed in any given year shall serve for two-year terms. All appointments shall be subject to confirmation by the Executive Committee and ratification by the House of Delegates. The Executive Committee shall determine that each appointee is free from any relationship that in its opinion would interfere with the exercise of ~~his or her~~ independent judgment while serving as a member of the Audit Committee. Members completing their terms shall be eligible for reappointment.

Appendix B, Section I(2):

Appendix B AUDIT COMMITTEE COMPOSITION, DUTIES AND RESPONSIBILITIES

I. The Audit Committee shall consist solely of "Independent Members." An Independent Member is person who must satisfy all three of the following criteria:

1. * * *
2. The individual and ~~his or her~~ the individual's relatives have not received compensation or other payments exceeding a total of \$10,000 during the last three fiscal years of the organization from the Association or its affiliate, other than compensation for services provided in the capacity as a member of the Executive Committee or Audit Committee or reimbursement for expenses reasonably incurred as a member of the Executive Committee or Audit Committee; and

CONCLUSION

Our committee believes that the foregoing amendments, which we are recommending, foster the Association's continuing efforts to encourage diversity and the inclusion of all people in connection with the affairs of the Association. We commend them to you for your consideration and subscription at the October 30, 2021 meeting of the House of Delegates. If subscribed, the above amendment will presented for discussion and adoption at the 2022 Annual Meeting.

Respectfully submitted,

COMMITTEE ON BYLAWS

Robert T. Schofield, IV, Chair

Anita L. Pelletier, Vice Chair

Samantha Peikoff Adler

Eileen E. Buholtz

Michael E. Getnick

LaMarr J. Jackson

A. Thomas Levin

Steven G. Leventhal

David M. Schrauer

Oliver C. Young