

**NEW YORK STATE  
BAR ASSOCIATION**

**HOUSE OF DELEGATES  
MANUAL**

**2023-2024**

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## **CALENDAR OF MEETINGS AND KEY DEADLINES**

### **House of Delegates Meetings dates:**

Saturday, June 10, 2023 – The Otesaga Resort Hotel, Cooperstown

Saturday, November 4, 2023 – Bar Center, Albany

Friday, January 19, 2024 – New York Hilton Midtown, New York City

Saturday, April 6, 2024 – Bar Center, Albany

Saturday, June 8, 2024 – Bar Center, Albany

Friday, November 1, 2024 – Bar Center, Albany

### **Executive Committee Meeting dates:**

Thursday, June 8, and Friday, June 9, 2023 – The Otesaga Resort Hotel

Friday, November 3, 2023 – Bar Center, Albany

Thursday, January 18, 2024 – New York Hilton Midtown, New York City

Friday, April 5, 2024 – Bar Center, Albany

Friday, June 7, 2024 – Bar Center, Albany

Saturday, November 2, 2024 – Bar Center, Albany

### **Deadlines for Submission of Reports:**

November 4, 2023, meeting – Monday, August 21, 2023

January 19, 2024, meeting – Monday, November 6, 2023

April 6, 2024, meeting – Monday, January 22, 2024

June 2024 meeting – Monday, March 25, 2024

November 2, 2023, meeting – Monday, August 19, 2024

### **Annual Meeting:**

Wednesday, January 17 – Sunday, January 21, 2024

New York Hilton Midtown, New York City

### **Committee Appointments Applications**

First week in April

### **Finance Committee meetings:**

January, April, September, and October

## Staff Contacts

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**CODE OF CONDUCT  
OF THE  
NEW YORK STATE BAR ASSOCIATION  
(Adopted June 20, 2009; amended June 21, 2014)**

**A. Introduction**

The purposes of the New York State Bar Association include elevating the standards of integrity, honor and courtesy in the legal profession, as well as promoting the public good and advancing the interests of the legal profession. Members of the Association carry out these purposes on a volunteer basis by their participation in the Association. This Code is intended to assist members in carrying out the purposes of the Association in accordance with the law, the Rules of Professional Conduct, and the high ethical standards the Association espouses.

**B. Applicability**

This Code applies to all officers, members of the Executive Committee, members of the House of Delegates, and all other members of the Association who: (1) participate in any business decision, as defined in Section D (2) (a) below, of the Association or any of its sections, committees or task forces, or (2) hold a position entitling them to vote on a position or policy of the Association or any of its sections, committees or task forces (“Officers or Other Members”).

**C. Other Mandates**

The Association and its members are subject to various federal and state laws, rules and regulations. In addition, those members practicing in New York are subject to the Rules of Professional Conduct and those members practicing in other jurisdictions are subject to similar rules of professional conduct. In the event of a conflict between the provisions of this Code and such other authorities, the latter shall control, except for matters concerning conflicts of interest.

**D. Financial Conflicts of Interest Policy**

1. Fiduciary Duties of Officers and Other Members with Respect to Financial Issues
  - a. The purpose of this Financial Conflicts of Interest Policy is to protect the Association’s interests when it enters into a transaction or arrangement that might benefit the personal financial interests of an Officer or Other Member who participate in conducting the business of the Association. Officers and Other Members have a fiduciary responsibility to the Association in connection with transactions or arrangements of the Association which includes a duty of care and a duty of loyalty.
  - b. The duty of care concerns an Officer or Other Member’s competence in performing his or her responsibilities in connection with transactions or arrangements of the Association (“Responsibilities”). The Officer or Other Member must carry out his or her Responsibilities with that degree of diligence, attention, care and skill that a reasonable prudent person would exercise under similar circumstances.

- c. The duty of loyalty requires that an Officer or Other Member act in good faith and in a manner they believe to be in the best interests of the Association when performing their Responsibilities. The duty of loyalty forbids self-dealing and usurpation of corporate opportunities.

## 2. Rule on Related Party Transactions

- a. A “Related Party Transaction” means any transaction, agreement or any other arrangement in which an Officer or Other Member, or any Related Party with respect to such individual, has a financial interest, and in which the Association or any affiliate of the Association is a participant.
- b. The Association shall not enter into any Related Party Transaction, unless the following occur:
  - (i) The Audit Committee determines that such transaction is fair, reasonable, and in the Association’s best interest;
  - (ii) With respect to Related Party Transactions in which an Officer or Other Member (or any Related Party thereof) has a substantial financial interest, the Audit Committee (A) considers, prior to entering into such transaction, alternative transactions to the extent available, (B) approves such transaction by a majority vote of the committee members present at the meeting, and (C) the Audit Committee contemporaneously documents in writing the basis for its approval, including considerations of any alternative transactions.

## 3. Conflicts of Interest

- a. Except in compliance with this Policy, an Officer or Other Member may not act in carrying out this or her Responsibilities or enter into a Related Party Transaction if those actions involve a conflict of interest. A conflict of interest arises, for example, when an Officer or Other Members has a personal financial interest, which affects the objectivity of that individual in performing his or her Responsibilities on behalf of the Association or conflicts with the best interests of the Association.
- b. Each member of the Executive Committee, Finance Committee, and Audit Committee of the Association shall annually complete, sign and submit to the Secretary of the Association a written statement (i) identifying any entity of which such individual is an officer, director, trustee, member, owner or employee and with which the Association has a relationship and (ii) any transaction in which the Association is a participant and in which such individual might have a conflict of interest. Each member of the Executive Committee, Finance Committee and Audit Committee shall, prior such individual’s initial election, complete, sign, and submit to the Secretary of the Association a questionnaire identifying any entity or transaction with which such person might have a conflict of interest.

- c. Immediately upon an Officer or Other Member learning of a Related Party Transaction between such individual (or his or her Related Party) and the Association or other potential conflict of interest (“Interested Member(s)”), an Interested Member prior to participating in such matter, shall notify the Association’s attorney (or such other Association attorney as may be designated by the Executive Director) (the “Counsel”) in writing, fully describing all material facts of such matter. The Counsel shall disclose to the Audit Committee all Related Party Transactions or other potential conflicts of interest reported to her or him under this Policy.
- d. Interested Members shall not be present at or participate in a committee deliberation or vote on the matter giving rise to such conflict, but may, at the option of such committee, be present prior to the vote or discussion of the vote to make a factual presentation to such committee, disclose additional facts or respond to questions, provided, however, that Interested Members shall not attempt to influence the deliberation or voting on the matter giving rise to such conflict.
- e. The minutes of any committee meeting during which a Related Party Transaction or conflict of interest is discussed shall document the existence thereof, any action taken to determine where a conflict of interest was present, the committee’s determination whether a conflict of interest existed, and a decision on whether the transaction shall be approved notwithstanding the conflict.

#### 4. Rule on Receipt of Gifts

No Officer or Other Member who participate in conducting the business of the Association shall solicit or accept any gift, either in cash or in kind, where it could reasonably be inferred that the gift was intended to obtain a benefit from the Association; provided, however, that gifts valued at less than \$100 shall be presumed not to have been given for this purpose.

#### **E. Confidential Information**

Officers and Other Members who acquire confidential information of the Association in connection with their Association activities shall not disclose or use such information other than for the benefit of the Association and shall maintain the confidentiality of such information when such information is not generally available and is not intended to be disseminated beyond the Association. Such confidential information includes, but is not limited to: non-public information regarding Association employees; proprietary and business information; financial information; product or marketing plans; technical information and computer source codes; information about litigation; contracts and sponsorships or royalty agreements; and membership lists.

#### **F. Antitrust Policy**

The Association is subject to both federal and state antitrust laws. The Association is committed to obeying the letter and spirit of these laws. Accordingly, officers or other members acting on the Association’s behalf and all other members participating in Association activities shall take

whatever steps are necessary to ensure that the member shall not violate or cause the Association to violate these laws.

### **G. Reporting Suspected Violations (Whistleblower Policy)**

1. The purpose of this Whistleblower Policy is to protect from retaliation any Officer or Other Members, who in good faith, report any action or suspected action taken by or within the Association that is illegal, fraudulent, or in violation of policy of the Association.
2. Any Officer and Other Members who possess knowledge or suspect that any other Officer or Other Members or staff have engaged in conduct while acting on behalf of the Association that raises a substantial question as to whether such person has violated the law, this Code or other policies of the Association, including procedures for preserving the confidentiality of reported information, may make a confidential report of such suspected misconduct to the Counsel (“Whistleblower Reports”). The Association does not permit retaliation against any Officer or Other Member who, in good faith, reports a possible violation of laws, the policies of the Association, including this Code or the Business Conduct Standards. Any Officer or Other Member found to have been involved in improper retaliation shall be subject to sanctions as described in Section H.

### **H. Administration**

The Executive Committee shall appoint a special committee consisting of three or more former Presidents of the Association to administer, investigate and make a recommendation concerning disposition of any reported alleged violation of a provision of this Code, including Whistleblower Reports. Any alleged violation or Whistleblower Reports shall be referred to the special committee and shall not be disclosed to the Executive Committee unless and until the special committee submits a recommendation to the Executive Committee under the procedure set forth in this section. The special committee shall notify the alleged violator, if such notice has not previously been given, describing the alleged violation of the Code or Whistleblower Report, and provide such alleged violator with a fifteen day period in which to submit a written response setting forth information relating to the activities cited in the Whistleblower Reports or as an alleged violation. If the special committee thereafter makes a determination that further inquiry is justified, it shall give the alleged violator an opportunity to be heard. If the special committee determines at any time that there has been no violation, it shall so advise the alleged violator and the complainant. If the special committee determines that there has been no violation, all of the foregoing shall be confidential. Absent such determination, the special committee shall submit its recommendation to the Executive Committee, and the Executive Committee may have access to all material considered by the special committee. If the Executive Committee finds that a violation of the Association’s policies, including the Code, has occurred, or a violation of law may have occurred, the Executive Committee may impose such sanctions as it deems fair and appropriate.

Any member may seek the guidance of the Counsel with respect to any question that may arise under this Code, and may request a written opinion; provided, however, that in providing any written opinion or other advice, the Counsel shall act only as counsel to the Association and shall advise the member accordingly. Any member who receives a written opinion from the Counsel



after having fully revealed all relevant facts may not be sanctioned by the Association for acting pursuant to such advice.

#### **I. Effective Date and Amendment**

This Code shall become effective ninety days after adoption of a resolution by the House of Delegates approving the Code. Upon approval, it shall be published on the Association's web site. The Code may be amended from time to time by approval of a resolution by the House of Delegates. The Audit Committee shall review the Code at least once every three years to determine whether any amendments should be proposed.



# THE BYLAWS OF THE NEW YORK STATE BAR ASSOCIATION

As Amended at the Annual Meeting of the  
New York State Bar Association  
January 20, 2023



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## ENABLING ACT

### LAWS OF NEW YORK—1877

#### CHAPTER 210

“AN ACT to incorporate the New York State Bar Association.”

Passed May 2, 1877.

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

**Section 1.** The members of the voluntary association, which was formed in the City of Albany, November twenty-first, eighteen hundred and seventy-six, under the name of the New York State Bar Association, of which association John K. Porter, of the first judicial district is president; and Charles W. Sanford, of the first judicial district; John J. Armstrong, of the second judicial district; Samuel Hand, of the third judicial district; Platt Potter, of the fourth judicial district; William Ruger, of the fifth judicial district; Horatio Ballard, of the sixth judicial district; James L. Angle, of the seventh judicial district, and Myron H. Peck, of the eighth judicial district, are vice-presidents, and of which the judges of the United States Courts, residing in this State, the judges of the Court of Appeals, and justices of the Supreme Court of this State are honorary members, and all persons who shall hereafter be associated with them are hereby created a body corporate, under the name of the “New York State Bar Association.” And the said association is formed to cultivate the science of jurisprudence, to promote reform in the law, to facilitate the administration of justice, to elevate the standard of integrity, honor and courtesy in the legal profession, and to cherish the spirit of brotherhood among the members thereof.

**Section 2.** Said corporation shall have power to acquire by lease or purchase, suitable buildings, library and furniture for the use of the corporation; to borrow money for such purposes and issue bonds therefore, and to secure the same by mortgage, and generally to acquire and take by purchase, gift, devise, bequest, subject to the provisions of law relating to devises and bequests by last will and testament or otherwise, and to hold, transfer and convey all or any such real and personal property as may be necessary for attaining the objects, and carrying into effect the purpose of such corporation.

**Section 3.** The constitution, bylaws, rules and regulations originally adopted by said voluntary association shall be the constitution, bylaws, rules and regulations of the corporation hereby created, which shall have power from time to time to alter, modify and change the same; and the members of the executive committee of said association shall be the first trustees of the corporation hereby created, and continue to be such trustees until others are elected in their places as prescribed by said constitution and bylaws, and the several officers and committees of said association shall be the officers and committees of the corporation hereby created with the powers and duties prescribed by said constitution and bylaws, rules and regulations, until their successors shall be similarly duly elected and installed.

**Section 4.** All property, rights and interests of the said association now held by any or either of the officers thereof, or by any person or persons for its use and benefit shall, by virtue of this act, vest in and become the property of the corporation hereby created, subject to the payment of the debts of said association, if any; all interest of any member of said association, and of the corporation hereby created, in such property, shall terminate and vest in the corporation upon his ceasing to be a member thereof.

**Section 5.** This corporation shall possess the powers and be subject to the liabilities prescribed by the third title of the eighteenth chapter of the first part of the Revised Statutes. This corporation shall deposit a copy of its charter, constitution and bylaws, and of each of its annual reports, in the State Library at Albany, and each of the libraries provided for the use of the justices of the Supreme Court in the several counties of the State. It shall be the duty of every local bar association to deposit with the New York State Bar Association, a copy of its act or certificate of incorporation, or its articles of association, and its constitution and bylaws and its annual report.

**Section 6.** This act shall take effect immediately.

## THE BYLAWS OF THE NEW YORK STATE BAR ASSOCIATION

### I. NAME

The name of this Association shall be “New York State Bar Association.”

### II. PURPOSES

**Section 1.** The purposes of the Association are to cultivate the science of jurisprudence; to promote reform in the law; to facilitate the administration of justice; to elevate the standard of integrity, honor, professional skill and courtesy in the legal profession; to cherish and foster a spirit of collegiality among the members of the Association; to apply its knowledge and experience in the field of the law to promote the public good; to promote and correlate the same and similar objectives in and among the Bar organizations in the State of New York in the interest of the legal profession and of the public and to uphold and defend the Constitution of the United States and the Constitution of the State of New York.

**Section 2.** The Association holds an unwavering and longstanding commitment to diversity within its membership and leadership ranks based upon its firm belief that diversity, equity, and inclusion must be fostered within the legal community and in society at large. The Association is made stronger and more capable of implementing positive change through the law when its membership reflects the diversity of the individuals and communities served by the legal profession. Accordingly, the Association will promote and advance the full and equal participation of diverse attorneys in the profession and the Association, including diversity based on gender, race, color, ethnic origin, national origin, religion, sexual orientation, gender identity and expression, age, and disability.

### III. MEMBERS AND AFFILIATES

**Section 1. Membership.** There shall be five classes of membership in the Association: Active, Associate, Honorary, Sustaining and Law Student, and the members shall be divided among such classes according to their eligibility.

**A. Active Members.** Any member of the legal profession in good standing admitted to practice in the State of New York may become an Active member by submitting any required application form and supporting documentation to the Executive Director. Upon payment of the applicable dues following such submission, the applicant shall immediately be entitled to all of the rights and subject to all responsibilities of membership.



**B. Associate Members.** Any member of the legal profession in good standing admitted to practice in any state, territory or possession of the United States or another country but not in New York may become an Associate member by submitting any required application form and supporting documentation to the Executive Director. Upon payment of the applicable dues following such submission, the applicant shall immediately be entitled to all of the rights and subject to all of the responsibilities of membership, with the exception of being an officer of the Association, being a member of the House of Delegates or Executive Committee, or serving as a Section Chair; provided, however, that upon the request of a Section Executive Committee and with the consent of the Association Executive Committee, an Associate member may serve as a Section Chair.

**C. Honorary Members.** Honorary members may be elected by the Association.

**D. Law Student Members.**

1. Any law student in good standing, if not otherwise eligible for membership in this Association, may become a Law Student member by written application to the Executive Director, endorsed as to the applicant's good standing as above prescribed on behalf of the applicant's law school, and by payment of the annual dues of the current year, provided that the law school is an approved law school under the Rules of the Court of Appeals. A Law Student member shall cease to be such at: (a) the end of the eighteenth month after graduation; (b) the end of the eighteenth month after the end of service in the Armed Forces of the United States or in any statutory substitute for such service, provided that the individual shall be eligible to continue as a Law Student member if the individual again becomes a law student and meets all qualifications for becoming a Law Student member; (c) such time as the individual becomes eligible for membership in the Association as an Active or Associate member; or (d) such time as the law student ceases to be enrolled in good standing in an approved law school and does not continue to qualify as a Law Student member under (a) or (b) above. A Law Student member shall be exempt from dues while in service of the Armed Forces of the United States or in any statutory substitute for such service.

2. A Law Student member shall have all the powers and privileges of an Active member of the Association except those of voting, being an officer of the Association, serving as a member of the Executive Committee or House of Delegates, or serving as Chair of a Section or Committee.

3. A Law Student member may become an Active or Associate member of the Association, as the case may be, without further application upon notice to the Association of admission to the bar of any state, territory or possession of the United States or another country within nine months after graduation from law school (exclusive of time spent in the Armed Forces of the United States or in any statutory substitute for such service) accompanied by payment of the annual dues for the current year.

**E. Sustaining Membership.** The House of Delegates shall have the power to establish Sustaining memberships in the Association and to fix from time to time the amount of dues therefor. Sustaining membership shall be available to such members of any class as are willing, for the support of the general work of the Association, to pay such amount as annual dues in any year, in lieu of the dues prescribed pursuant to Section 2 of this Article. A member who elects to be a Sustaining member in any year shall not be obligated thereby to continue as such in any subsequent year. Sustaining members shall have the same rights and privileges as pertain to the class of which they are a member. Subject to the provisions of this Article, the House of Delegates shall have power to make appropriate regulations as to such Sustaining membership and the collection of sustaining dues therefrom.

## **Section 2. Non-attorney Affiliates.**

A. Any person:

1. holding a law degree but not admitted to practice in any state, territory or possession of the United States or another country who is employed by a law school approved under the rules of the Court of Appeals or who is employed by a bar association, or

2. who is not admitted to practice in any state, territory or possession of the United States or another country and is a legal assistant or paralegal, qualified by education, training or work experience, who is employed by an attorney, law office, corporation, governmental agency or other entity, and who performs specifically delegated substantive legal work for which an attorney is responsible,

May become a Non-attorney Affiliate of the Association by submitting any required application form and supporting documentation to the Executive Director. Upon payment of the applicable dues following such submission, the applicant shall immediately be entitled to all of the rights and subject to all of the responsibilities as if such person were a member, except those of voting, being an officer of the Association,

being a member of the House of Delegates or Executive Committee, or being Chair of a Section or Committee. Non-attorney Affiliates are not entitled to hold themselves out as members and their status as Non-attorney Affiliate does not authorize them to practice law unless they otherwise have standing to do so.

**Section 3. Dues.** The annual dues of all members shall be in such amounts as may be fixed and determined from time to time by the House of Delegates. All such dues shall be payable at the beginning of the fiscal year of the Association. The House of Delegates upon recommendation of the Executive Committee and the Finance Committee shall have the power to prorate the annual dues for the current year of those who become members during the year; to suspend the accrual and payment of the dues of any member during the term of such member's service with the Armed Forces of the United States; and to waive, in whole or in part, the dues of any member or former member of the Association that may be in arrears or may thereafter become payable, or both.

**Section 4. Assessments.** The House of Delegates shall have the power to levy assessments in such annual amount and for such number of years as it shall determine on all classes of members alike, or in different amounts or proportions for different classes of members. All such assessments shall become payable at such time during the year as the House of Delegates may determine upon at least thirty days' notice to the members. The House of Delegates upon recommendation of the Executive Committee and the Finance Committee shall have the power to prorate the assessment for the current year of those who become members during the year; to suspend the accrual and payment of the assessment of any member during the term of such member's service with the Armed Forces of the United States; and to waive, in whole or in part, the assessment of any member or former member of the Association that may be in arrears or may thereafter become payable, or both.

**Section 5. Restriction of Membership.** No person who advocates the overthrow of the government of the United States, or of any state, territory, or possession thereof, or of any political subdivision therein, by force or other illegal means, shall be a member of the Association.

**Section 6. Termination of Membership.**

A. If any member fails to pay yearly dues within the period designated by the Association for payment of dues, it shall be the duty of the Treasurer to send a notice to the member stating that unless said dues are paid the member shall cease to be a member of the Association. If the dues are not paid by the member within 30 days of the date of the Treasurer's notice, the member's membership shall thereupon terminate.

B. If any member fails to pay any assessment within the period designated by the Association for the period of such assessment, it shall be the duty of the Treasurer to send a notice to the member stating that unless said assessment is paid, the member shall cease to be a member of the Association. If the assessment is not paid by the member within 30 days of the date of the Treasurer's notice, the member's membership shall thereupon terminate.

C. The House of Delegates may suspend or expel any member for misconduct in the member's relations to the Association, or to the profession, upon the recommendation of the Committee on Professional Discipline after a hearing held by that committee upon reasonable notice to such member to appear and present a defense. Any member suspended or expelled from membership under the terms of this paragraph may be reinstated as a member only by vote of the House of Delegates.

D. Any member shall automatically be removed from membership in the event of a final court order of disbarment or suspension of the member from the practice of law in New York State. Any member suspended or expelled from membership under terms of this paragraph may not be reinstated to any class of membership until the end of such suspension or upon their readmission to practice law in New York.

E. Any member may resign from membership in the Association by submitting a resignation in writing to the Executive Director or Secretary of the Association, without any adjustment of dues. The resignation shall be effective upon receipt by the Executive Director or Secretary.

F. All interest in the property of the Association of persons ceasing to be members by expulsion, resignation or otherwise shall thereupon vest absolutely in the Association.

#### **IV. OFFICERS**

The officers of the Association shall be a President, a President-Elect, a Vice-President for each judicial district with the exception of the First Judicial District which shall have two Vice-Presidents, a Secretary, a Treasurer and such additional offices as may be established from time to time by the House of Delegates. A nominee for President-Elect of the Association must be a member of the House of Delegates or have served as a member of the House of Delegates within five years preceding the time of such nomination. All officers of the Association shall be active members of the Association.

##### **Section 1. President.**

A. The President shall be the chief executive officer of the Association.

B. The President shall preside at all meetings of the Executive Committee and of the Association and, in the absence of the President-Elect, shall preside at meetings of the House of Delegates.

C. The President is authorized to represent this Association in any effort not inconsistent with these Bylaws to bring about closer cooperation between this Association and the American Bar Association and other bar associations, and for that purpose to appoint any committees that may be deemed desirable for such general purpose.

D. Except as otherwise provided in these Bylaws, the President shall be an ex officio member of all committees without the power to vote unless already a member of such committee.

## **Section 2. President-Elect.**

A. The President-Elect shall chair the House of Delegates.

B. The President-Elect shall assist the President in meeting with representatives of local bar associations and in overseeing the effective functioning of sections and committees. The President-Elect shall also perform such other duties as shall be assigned by the President or by the House of Delegates.

C. Except as otherwise provided in these Bylaws, the President-Elect shall be an ex officio member of all standing committees and special committees without the power to vote unless already a member of such committee.

D. The President-Elect shall automatically become President on June 1<sup>st</sup> of the year following the year of election.

## **Section 3. Vice-Presidents.**

A. There shall be one Vice-President from each judicial district with the exception of the First Judicial District which shall have two Vice-Presidents.

B. It shall be the duty of the Vice-Presidents to promote cooperation between this Association and the local associations in their respective judicial districts and with any federation embracing all or part of their districts; and by visitation or otherwise to stimulate activities therein in harmony with the current work of this Association. The elected members of the House of Delegates for each judicial district shall collaborate

with the Vice-Presidents under their direction in promoting cooperation with such local associations or federations.

C. The Vice-Presidents of the Association shall be responsible for the maintenance of good relationships between the Association and the members of the bar residing or practicing in their respective judicial districts and shall represent the President within their respective districts during the President's absence therefrom. Each such Vice-President shall visit the various local bar associations within the judicial district and federations of such bar associations on frequent appropriate occasions, shall arrange meetings for the President with representatives of such local bar associations within the Vice-President's judicial district, and shall perform such other acts within the judicial district on behalf of the President as the President shall specifically require.

D. In the absence of the President and the President-Elect from a meeting of the Association, House of Delegates or Executive Committee, the Vice-President with seniority of membership shall preside at such meeting during such absence. In the absence of the President and the President-Elect and all Vice-Presidents, the senior member of the House of Delegates shall preside over meetings of the House; the senior member of the Executive Committee shall preside over meetings of the Committee and the senior member of the Association shall preside over meetings of the Association. For the purposes of this paragraph "senior member" shall mean the member with the greatest number of years of membership in the Association.

**Section 4. Secretary.** It shall be the duty of the Secretary to:

A. Keep a record of the proceedings of the Association, and of such other matters as may be directed by the Association to be placed on its files or record;

B. Keep an accurate roll of officers and members;

C. Notify officers and members of committees of their election or appointment;

D. Issue notices of all meetings, with a brief note in case of special meetings of the object for which they are called;

E. Furnish the Treasurer with the names of persons who have become members;

F. Keep the seal of the Association;

G. Maintain a list of the Association's standing committees, special committees and sections together with the statement of their powers and duties as such powers and

duties may, from time to time, be amended by resolution of the House of Delegates or in such other manner as may be permitted herein;

H. Maintain such membership records and information as may be directed by the House of Delegates or the Executive Committee.

**Section 5. Treasurer.** It shall be the duty of the Treasurer to:

A. Collect, and under direction of the House of Delegates, disburse the funds of the Association;

B. Keep regular accounts in books of the Association, which accounts shall be open to inspection by any member of the Executive Committee;

C. Report, in writing, at each stated meeting of the Association, and to the House of Delegates as and when required by them, the financial condition of the Association. The Treasurer's annual report for the fiscal year shall be presented at a stated meeting of the House of Delegates occurring within six months of the close of that fiscal year, and shall exhibit an audited statement of receipts and expenditures, of outstanding obligations and appropriations, and also an estimate of resources and expenditures for the ensuing year. The Treasurer's accounts shall at all times be subject to examination and audit by the House of Delegates and by the Association, or by a special committee appointed for that purpose;

D. Make available, upon the written request of any member of the Association, a copy of the Treasurer's annual report.

**Section 6. Additional Officers.** The House of Delegates may establish such offices as it shall from time to time determine, and may appoint the initial occupant of each such office. Successors shall be elected annually by the House of Delegates as set forth in Article XI. The terms of office of such officers and their powers and duties, which shall be consistent with the powers and duties of any elected officers they are to assist, shall be set forth in the appointing resolution.

**Section 7. Death, Disability or Resignation.** In the event of the death, resignation or total disability of the President, the President-Elect shall automatically succeed to the office of President for the unexpired term and the term next following. In the event of the death, resignation or total disability of the President-Elect, or in the event the President-Elect succeeds to the presidency as provided in this section, the President shall serve as Acting Chair of the House of Delegates until the vacancy in the office of President-Elect shall be filled by election of the House of Delegates following

nomination of a candidate by the Nominating Committee. In advance of making such nomination, the Nominating Committee shall give appropriate notice of the vacancy and of the House of Delegates meeting at which the election is to be held. The Nominating Committee shall file its report of a nominee with the Secretary at least 30 days in advance of the House of Delegates meeting at which the election is to be held, and the report shall be open to inspection by any member of the Association. Any 50 members of the Association may also nominate candidates for President-Elect by filing a petition signed by such members with the Secretary not later than ten days before the meeting at which the election is to take place. Nominations not made by the Nominating Committee or the membership in the manner prescribed shall not be considered or voted upon. The determination of total disability of the President or President-Elect shall be made by the House of Delegates and its decision thereon shall be final. Except as provided in Article V, Section 3(L), a vacancy in any other office shall be filled by appointment of the House of Delegates.

## **V. HOUSE OF DELEGATES**

**Section 1. Duties.** The members of the House of Delegates shall be the Trustees of the Association, and shall have the duty, power and authority to:

**A.** Control and manage the business and affairs of the Association and to determine the policy of the Association subject to referendum pursuant to the provisions of section 2 of this Article;

**B.** Supervise, direct and control the officers, Executive Committee, sections, committees, and, through the Executive Committee, employees of the Association;

**C.** Exercise all the powers necessary or incidental to the control and administration of the business and offices of the Association and to the determination of its policies and recommendations.

**Section 2. Policy Referendum.** The House of Delegates may, at any time, by a two-thirds vote of its entire membership, refer and submit to the members of the Association defined questions affecting the policy or actions of the Association which, in the opinion of the House of Delegates, are of significant and practical consequence to the legal profession and the public. The result of a referendum, when duly ascertained by such a vote, shall be binding on the House of Delegates and shall control the action of the Association, its officers, sections, committees and employees.

**Section 3. Composition.** The House of Delegates shall be composed of:

**A.** The officers of the Association;



B. The members-at-large of the Executive Committee;

C. Three members of the Association from each judicial district to be elected by the Association after nomination in the manner provided for herein, to be known as elected delegates;

D. The past presidents of the Association;

E. Any member of the Association who is serving or has served as President of the American Bar Association;

F. Representatives from each of the sections of the Association to be known as section delegates.

1. These delegates who may, but need not be officers of their respective sections, shall be designated as follows:

Young Lawyers Section	4 delegates
Judicial Section	2 delegates
3,501 or more members	4 delegates
2,001 to 3,500 members	3 delegates
1,501 to 2,000 members	2 delegates
1,500 or fewer members	1 delegate

2. The section delegates shall be selected according to procedures established by their sections.

3. For the purpose of determining the number of delegates to which sections are entitled, December 31 of the year preceding the year of selection shall be the date as of which the number of members of the sections shall be fixed.

G. Delegates from county or such other duly constituted bar associations as the House of Delegates may designate (hereinafter referred to as county bar associations). These delegates shall be known as bar association delegates and shall be designated on the following basis:

1. One delegate from each county bar association having 100 or more members but less than 300 members of the New York State Bar Association in its county, the delegate to be designated by the governing body of such association.

2. Two delegates from each county bar association having 300 or more members but less than 1,000 members of the New York State Bar Association in its county, the delegates to be designated by the governing body of such association.

3. From each county bar association having 1,000 or more members of the New York State Bar Association in its county, three delegates for the first 1,000 members, plus one delegate for each additional 1,000 members, or major fraction thereof; such delegates to be designated by the governing body of such association.

4. The Association of the Bar of the City of New York shall be entitled to the same number of delegates as the New York County Lawyers' Association.

5. In each judicial district in which there are two or more county bar associations in counties having less than 100 members each of the New York State Bar Association, one or more delegates shall be designated to represent such county bar associations as a group by the governing bodies of such county bar associations in a manner to be specified by the House of Delegates. The number of delegates designated shall be based upon the aggregate number of New York State Bar Association members in said counties, as follows:

50-299 members	1 delegate
300-999 members	2 delegates
1,000 or more members	3 delegates for the first 1,000 members, plus one delegate for each additional 1,000 members or major fraction thereof.

6. The terms "in its county" and "in said counties" as used in subparagraphs 1 through 5 of this paragraph E shall be interpreted and applied on the basis of the mailing address for each member as it appears on the official mailing list maintained in the office of the New York State Bar Association.

7. For the purpose of determining the number of delegates to which county and other bar associations are entitled, December 31 of the year preceding the year of selection shall be the date as of which the number of members of county and other bar associations shall be fixed.

H. Twelve delegates to be appointed by the President then in office from a range of Racial and Ethnic Minority Groups identified by the National Association for Law

Placement.<sup>1</sup> At least two and no more than four of such delegates shall be appointed from each Judicial Department, and all appointments shall be subject to confirmation by the Executive Committee.

I. Two delegates to be appointed by the President then in office from those members identified as Active members as set forth in Article III, Section 1(A) of these Bylaws who neither work nor reside in New York State, subject to confirmation by the Executive Committee.

J. The delegates representing the New York State Bar Association in the American Bar Association House of Delegates, and the American Bar Association State Delegate from New York and the New York State representative on the American Bar Association Board of Governors provided they are members of the New York State Bar Association.

K. Each member of the House of Delegates must be a member of the New York State Bar Association in good standing.

**L. Vacancies.**

1. Any vacancy among the elected delegates shall be filled by majority vote of the elected delegates upon nomination by the Vice-Presidents and remaining elected delegates from the district in which the vacancy exists. Any vacancy among the section delegates or the bar association delegates shall be filled by the section or bar association or group of bar associations whose representative has created the vacancy.

2. In case of the death, resignation or total disability of the President-Elect of the Association, the House shall fill the vacancy for the remainder of the term by a vote of a majority of the members of the House present at a meeting. Notice that such an election will be held shall be mailed by the Secretary of the Association to each delegate not less than 14 days before the date fixed for the meeting.

3. A vacancy in the office of Vice-President shall be filled on an interim basis by the members of the Nominating Committee from that judicial district. In selecting an interim designee, the district members on the Nominating Committee shall actively solicit and consult with the delegates to the House of Delegates from that district. Such

<sup>1</sup> Following NALP's definition of "lawyers of color," Racial and Ethnic Minority Groups include Asian, Black or African American, Latinx, Native American or Alaska Native, Native Hawaiian or other Pacific Islander, and multiracial lawyers. See, NALP 2021 Report on Diversity in U.S. Law Firms available at <https://www.nalp.org/reportondiversity> (last accessed on October 27, 2022).

consultation shall be accomplished by a meeting of the delegates from the district, in person to the extent practicable, or by telephonic equipment if necessary. The interim designee so selected shall be subject to confirmation by majority vote of the House of Delegates at the next meeting to fill the remainder of the term.

4. Vacancies among the offices of Secretary, Treasurer, or member-at-large of the Executive Committee shall be filled on an interim basis by majority vote of the members of the Executive Committee at a meeting, subject to confirmation by majority vote of the House of Delegates at the next meeting to fill the remainder of the term.

### **M. Alternate Delegates.**

1. Each section or bar association represented in the House of Delegates may designate an alternate to serve during the absence of any of its delegates at a meeting of the House, except that those bar associations entitled to six or more delegates may designate a total of two alternates. Such alternates shall be selected at the same time as the regularly designated delegates.

2. When substituting for a regularly designated delegate, an alternate shall assume all obligations and privileges of a regularly designated delegate. Notice of this substitution shall be given to the Secretary by the regular delegate who is unable to attend or by the Vice-President or any other House of Delegates member from the absentee's district or any officer of a section. In the absence or unavailability of the Secretary, such notice shall be given to the President or the President-Elect. Notice shall be given at least 24 hours in advance of the meeting which the alternate will be attending, although this requirement may be waived by the President or President-Elect for good cause.

3. The alternate delegate's service is limited to that meeting of the House for which notice of substitution has been given and is not considered a lapse in service for the regularly designated delegate.

4. A section or bar association may designate an individual as an alternate without limit as to the number of consecutive terms that may be served in that capacity, except that an individual completing four consecutive years as a regularly designated delegate shall not be eligible for designation as an alternate in the ensuing year. The alternate must be eligible to serve as a member of the House.

### **Section 4. Terms.**

A. Past presidents of the Association and current or past presidents of the American Bar Association who remain members of the Association shall serve as delegates for life. The President, President-Elect, Secretary and Treasurer shall serve as delegates during their terms of office.

B. The term of office of all other delegates shall be one year unless otherwise specified in these Bylaws.

C. Except for past presidents of the Association or American Bar Association, members of the Executive Committee, the delegates representing the New York State Bar Association in the American Bar Association House of Delegates, the American Bar Association State Delegate from New York and the New York State representative on the American Bar Association Board of Governors, delegates may serve no more than four consecutive terms in any combination of delegate capacities. Membership on the Executive Committee or service as an alternate delegate will not be included in the computation of this four year limitation. Service on the Executive Committee occurring without break between terms as a regularly designated delegate will be treated as a non-interruption of service as a delegate. In the instance of an alternate delegate, attendance during any term at two or more House of Delegates meetings for which notice of substitution has been given in accordance with Section 3(M) of this article shall constitute a year of service as a delegate.

D. The term of each member of the House of Delegates shall commence on June 1<sup>st</sup> unless otherwise specified in these Bylaws.

#### **Section 5. Meetings.**

A. Upon not less than 15 days' written notice, the House of Delegates shall meet at such times and places as it shall fix, but not less than four times each year including one meeting to be held in conjunction with the Annual Meeting of the Association. Such meetings shall be conducted in person or as authorized by Article XIII.

B. One hundred members shall constitute a quorum for the transaction of business.

C. The President-Elect shall preside and serve as Chair of the House of Delegates.

D. Each member of the House of Delegates shall have one vote to be cast in person. Any action required or permitted to be taken by the House of Delegates may be taken without a meeting if all delegates consent in writing to the adoption of a resolution authorizing the action.

E. The House of Delegates, through its chair, shall at each stated annual meeting report a summary of its proceedings since its last annual report (except such matters as are required to be kept confidential by statute or by these Bylaws of the Association), together with any suggestions deemed suitable and appertaining to its powers, duties or business.

F. The Secretary shall promptly transmit to every member of the House of Delegates the minutes of every meeting of the House of Delegates.

## **VI. COMMITTEES**

### **Section 1. Committees.**

A. The House of Delegates by resolution adopted by majority of the entire House of Delegates may designate committees of the House of Delegates consisting of at least three or more member of the House of Delegates. Such resolutions shall define the respective powers and duties of such committees, provided that no committee shall have authority as to the following matters:

1. The submission to members of any action requiring members' approval under applicable law

2. The filling of vacancies in the House of Delegates or in any committee of the House of Delegates.

3. The fixing of compensation of the House of Delegates for serving on the House of Delegates or on any committee (if any such compensation is paid).

4. The amendment or repeal of the Bylaws, or the adoption of new Bylaws.

5. The amendment or repeal of any resolution of the House of.

6. The taking of any action which would be binding upon the Association or the House of Delegates, unless specifically authorized by law, in these Bylaws, or in the resolution establishing the committee.

B. The House of Delegates, the Executive Committee or the President may designate committees of the Association. Such committees shall not be committees of the House of Delegates, shall not exercise any of the powers of the House of Delegates or have the authority to bind the House of Delegates or the Association, and shall be advisory only. Except as otherwise provided herein, the President annually shall

appoint the members, designate the chairs and fill vacancies in committees of the Association.

C. Any committee specifically established in these Bylaws may be abolished only by amendment to these Bylaws. Any other committee may be abolished by the Executive Committee.

D. Each committee shall have the specific powers and duties set forth in these Bylaws or by resolution establishing the committee; and such general powers and duties as may be prescribed for committees generally.

E. When a committee is organized, it shall be the chair's duty to submit to its members such matters for the consideration of the committee as any member may desire, or that the chair may deem germane to the objects for which the committee was appointed.

F. Each committee may report to the House of Delegates at any time and shall so report whenever requested to do so by the President or by the Chair of the House of Delegates or by vote of the House of Delegates. A list of committees shall be maintained by the Secretary and included as Appendix A to these Bylaws.

## **Section 2. General Provisions.**

A. The resolution or announcement creating any committee shall not be entered upon the permanent records of the Association until approved as to form by the Executive Committee.

B. Anything hereinbefore to the contrary notwithstanding, members of each committee shall continue to serve until the appointment or election of successor members of the committee.

C. Except as otherwise expressly provided herein or by the resolution establishing it, one-third of the committee members will constitute a quorum of each committee.

D. Each committee will have power to adopt rules and regulations for its own governance and procedure; to declare a vacancy after three successive absences of a member; and to order and arrange for the convenient transaction of business and discharge of its duties by correspondence or through subcommittees, or otherwise. Rules and regulations adopted by a committee will be enforceable only by members of that committee and by no other person. Any rules and regulations adopted by a committee must be consistent with these Bylaws.

E. The chair of each committee will have power to call a meeting thereof on due notice (which may be by mail, electronic means, or other means as authorized by law; and the Secretary of the Association shall, by like notice, call a meeting on the request in writing of at least one-third of the committee, or of the President of the Association.

F. Under direction of each committee, the secretary thereof will keep its records and minutes, and prepare and transmit the required reports.

G. Every committee shall meet and organize promptly after appointment and shall also meet at such times and places as may be designated by the chair, by the President of the Association or by the House of Delegates.

H. No committee or officer or member thereof shall have the power to make the Association liable for any debt except upon the express authorization of the House of Delegates.

I Any committee, with the approval of the House of Delegates, may report to the Association at any time. On instructions of the House of Delegates, a report which has been made to that body or to the President shall be made to the Association at a regular or special meeting. The reports of all committees to the Association shall be in writing and, unless recommitted by a vote of the Association, shall be received of course without a motion for acceptance. All committee reports recommending or requiring any action or expression of opinion by the Association must be accompanied by an appropriate form of resolution.

J. Each committee is encouraged to establish and maintain liaison with committees of other bar associations or bar federations charged with observance and supervision of the same general topic and field of activity, for the exchange of information and opinions and, with the approval of the House of Delegates or the Executive Committee, to take action in collaboration with one or more such associations or federations.

K. Notwithstanding any other provision of the Bylaws, all committees are subject to the rules herein set forth with regard to supervision by the House of Delegates or the Executive Committee.

L. The President may appoint committee members who are not members of the Association to any committee of the Association, the membership of which is appointed by the President.



## VII. EXECUTIVE COMMITTEE

**Section 1. Composition.** The Executive Committee shall be a committee of the House of Delegates and shall consist of:

- A. The President of the Association;
- B. The President-Elect of the Association;
- C. The Secretary and Treasurer of the Association;
- D. All Vice-Presidents of the Association;
- E. The immediate past president of the Association;

F. 1. Eight members-at-large who shall be Active members of the Association. Not less than two of the members-at-large shall be selected from the First Judicial District. Two of the members-at-large shall be selected from Racial and Ethnic Minority Groups and may not be drawn from the same Judicial District.

2. Two members-at-large who shall have served as section delegates to the House of Delegates within three years of their selection. Initial terms shall be staggered, with one member selected to serve a two-year term and one member selected to serve a one-year term, notwithstanding the provisions of Section 2 of this article.

3. One member-at-large who shall have served as a section delegate to the House of Delegates from the Young Lawyers Section within three years of the time of selection.

4. The terms of office of each member-at-large shall be two years.

**Section 2. Terms.** A Vice-President or member-at-large of the Executive Committee may serve no more than four consecutive terms of combined service as a Vice-President and member-at-large of the Executive Committee, and members-at-large may serve no more than four consecutive terms in such capacity. This limitation shall not apply to the President, the President-Elect or the immediate Past President serving on the Executive Committee. The Secretary may serve no more than four consecutive terms and the Treasurer no more than four consecutive terms in their respective capacities.

For the purposes of calculating the number of consecutive terms permitted by this section, each two-year term of a member-at-large of the Executive Committee whose term commenced on or after June 1, 2009 shall be considered two terms.

**Section 3. Powers and Duties.** Between meetings of the House of Delegates, the Executive Committee shall manage the business, affairs and activities of the Association; and it shall study and report to the House of Delegates on all matters referred to it. The Committee shall report to the House of Delegates at each meeting thereof on the actions taken by it since the previous meeting of the House of Delegates. The Secretary of the Association shall mail to each member of the House of Delegates a copy of the minutes of each meeting of the Executive Committee.

**Section 4. General Supervision over Committees and Sections.** Notwithstanding any other provision of these Bylaws and subject to any rules established by the House of Delegates, all committees, sections and divisions of sections shall be subject to such rules as the Executive Committee may promulgate to supervise and coordinate the action and functioning of all committees (other than the Nominating Committee) and of all sections, and divisions of sections, including limitations upon the issuance of public statements by committees, sections, and divisions of sections or members thereof as may be deemed appropriate.

**Section 5. Issuance of Reports and Legislative Action.**

**A. Pending Proposals.** Each committee or section shall have power and authority, in its own name, publicly or otherwise, to support or oppose pending legislative action at the local, state or federal level. Any statement of support or in opposition to such legislation pending shall conspicuously disclose the fact that the position of the committee or section, as the case may be, is not the position of the Association until approved and adopted by the House of Delegates.

**B. Initiation of Legislative Action.** Committees and sections may publish reports and recommendations on matters within their jurisdiction. They may promote or initiate local, state or federal legislative action with the specific approval of the House of Delegates or the Executive Committee. Such action, however, is prohibited unless so approved and no action whatsoever shall be taken by any committee or section in the name of the Association without the express authority of the House of Delegates or the Executive Committee.

**C. Issuance of reports regarding legislative action.**

1. In commenting on pending legislation or seeking to initiate legislative action, as described hereinabove in subdivisions A and B, or in publishing reports on subjects within their jurisdiction on such legislation or legislative action, committees or sections may not publicly espouse positions, issue statements or release reports which are inconsistent with policy adopted by the House of Delegates or the Executive Committee. With respect to positions adopted by the Executive Committee, however, same shall be binding for six months from the date of adoption unless acted upon sooner by the House of Delegates.

2. At least five business days in advance of the intended release date, which shall be stated in the transmittal document, any prospective position, statement or report by a committee or section regarding pending or proposed legislation shall be submitted to the President solely for a determination as to whether the prospective position, statement or report is inconsistent with policy previously adopted by the House of Delegates or Executive Committee. The President may waive this notice requirement at the request of the committee or section. Authorization to release the report shall be deemed to have been given unless the President notifies the committee or section to the contrary prior to the intended release date. Any adverse determination by the President may be appealed to the Executive Committee.

### **Section 6. Meetings.**

A. The Executive Committee shall meet on the call of the President at times and places to be fixed by the President, including a meeting immediately prior to or in conjunction with any meeting of the House of Delegates.

B. At each meeting of the Executive Committee, a majority of the total membership of the Committee shall constitute a quorum.

C. Any action required or permitted to be taken by the Executive Committee may be taken without a meeting if all of the members of the Committee consent in writing to the adoption of a resolution authorizing the action.

## **VIII. NOMINATING COMMITTEE AND NOMINATIONS FOR OFFICE**

### **Section 1. Nominating Committee.**

A. 1. The Nominating Committee shall be a committee of the Association and shall submit nominations of candidates for all offices required by Article XI to be filled by election at each Annual Meeting or at the meeting of the House of Delegates immediately following each Annual Meeting. Its report of such nominations shall be

filed with the Secretary not later than 40 days before such meetings and shall be open to inspection by any member of the Association.

2. Declaration of Candidacy. Individuals seeking the office of President-Elect shall file with the Secretary a declaration of candidacy for such office no later than September 1 of the year in which the Nominating Committee is to consider such candidacy. Any declaration not filed in accordance with this procedure shall not be considered by the Nominating Committee, except that by majority vote at any meeting, the Nominating Committee may waive this requirement.

3. In selecting nominees for Vice-President and elected delegate, the district members on the Nominating Committee shall actively solicit and consult with the delegates to the House of Delegates from their respective districts. Such consultation shall be accomplished by a meeting of the delegates from each respective district, in person to the extent practicable or by telephonic equipment if necessary, to be held no later than 90 days before the Annual Meeting or the meeting of the House of Delegates immediately thereafter at which the offices of Vice-President and elected delegate are to be filled by election. The district members of the Nominating Committee from each district shall file a written report with the chair of the Nominating Committee at least ten days in advance of the meeting of the Nominating Committee at which the nominations are to be made summarizing the manner in which the solicitation and consultation were conducted. The Nominating Committee's report to the House of Delegates shall include the nominees for Vice-President and Elected Delegates as recommended by the district members from each respective district.

4. In selecting nominees for Executive Committee member-at-large referenced in Article VII, section 1(F)(2), the Nominating Committee shall actively solicit and consult with the section delegates to the House of Delegates. Such consultation shall be accomplished by a meeting of the section delegates, in person to the extent practicable or by telephonic equipment if necessary, to be held no later than 90 days before the Annual Meeting or the meeting of the House of Delegates immediately thereafter at which the offices of member-at-large are to be filled by election. The section delegates shall file a written report with the chair of the Nominating Committee at least ten days in advance of the meeting of the Nominating Committee at which the nominations are to be made summarizing the manner in which the solicitation and consultation were conducted. The Nominating Committee's report to the House of Delegates shall include the nominees for member-at-large as recommended by the section delegates.

5. In selecting nominees for Executive Committee member-at-large referenced in Article VII, section 1(F)(3), the Nominating Committee shall actively solicit and consult

with the Young Lawyers Section. Such consultation shall be accomplished by a meeting of the Section's Executive Committee, in person to the extent practicable or by telephonic equipment if necessary, to be held no less than 90 days before the Annual Meeting or the meeting of the House of Delegates immediately thereafter at which the offices of member-at-large are to be filled by election. The Young Lawyers Section shall file a written report with the chair of the Nominating Committee at least ten days in advance of the meeting of the Nominating Committee at which the nominations are to be made summarizing the manner in which the solicitation and consultation were conducted. The Nominating Committee's report to the House of Delegates shall include the nominee for member-at-large as recommended by the Young Lawyers Section.

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 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.

(b) Such delegates shall be elected at a meeting of the New York State Bar Association House of Delegates occurring in the calendar year during which their terms shall commence.

(c) The Nominating Committee is designated to choose all nominees to the American Bar Association House of Delegates after consultation with the Executive Committee of the Association and to choose its nominee for young lawyer delegate after additional consultation with the Executive Committee of the Young Lawyers Section of the Association. Any member of the New York State Bar Association House of Delegates, chair of the Association's sections and committees, or local bar association represented in the New

York State Bar Association House of Delegates may forward the names and relevant qualifications of suggested nominees to the Secretary of the Association by September 1 of the year preceding that in which the election is to be held.

(d) The Nominating Committee shall file its report of such nominations with the Secretary for announcement at the meeting of the New York State Bar Association House of Delegates immediately preceding that at which the election is to be held, and said report shall be open to inspection thereafter by any member of the Association. The Secretary of the Association shall report all nominations made by the Nominating Committee or by members of the Association by means of any publication of the Association sent to all members.

(e) In addition to the nominees of the Nominating Committee, one or more additional nominations may be made by petition signed by not less than fifteen members of the New York State Bar Association House of Delegates and filed with the Secretary of the Association not later than twenty-five days before the meeting at which the election is to be held.

(f) Nominations not made in accordance with the foregoing procedures shall not be considered or voted upon.

(g) At the meeting of the New York State Bar Association House of Delegates at which the election is held, the young lawyer delegate shall be voted upon separately from the other delegate positions.

(h) If a delegate is absent from a meeting, the position shall be filled by the President of the Association for that meeting.

(i) If a delegate resigns, is disqualified, or dies, the Nominating Committee shall reconvene to elect a successor for the unexpired term.

**B.** While serving on the Nominating Committee, a member shall not be eligible for nomination as President-Elect, Secretary, Treasurer, or member-at-large of the Executive Committee, provided, however, that a member of the Nominating Committee shall be eligible for nomination to the Executive Committee as a section member-at-large or a young lawyer member-at-large. A member may remove such ineligibility by resigning from the Nominating Committee in advance of the first meeting in the Association year of the Nominating Committee on which such person is serving. By

majority vote at any meeting, the Nominating Committee may waive this deadline and accept the resignation unless nominations for the office for which the member wishes to be considered were reviewed at the first meeting.

C. At its second regular meeting after the Annual Meeting of the Association, the House of Delegates shall elect a Nominating Committee consisting of members from each judicial district as provided herein. The three at-large members and alternate member-at-large shall serve ex officio as provided in these Bylaws, without election by the House.

1. District members shall be selected by the Vice-Presidents and elected delegates from such judicial district on the following basis: Two members from each judicial district for up to the first 3,000 members of the New York State Bar Association in that district with the exception of the First Judicial District, which shall have three Nominating Committee members for such first 3,000 New York State Bar Association members; and a further Nominating Committee member for each additional 3,000 members, or major fraction thereof. One of the members so selected shall be a member of the House of Delegates at the time of selection and the other members so selected must have been members of the House of Delegates within two years of the time of selection or must currently be, or within two years of the time of selection must have been, section officers or the chairs of an Association committee.

2. The Vice-Presidents and elected delegates from each district shall also select alternate members from that district who must have been members of the House of Delegates within two years of the time of selection or must currently be, or, within two years of the time of selection must have been, a section officer or the chair of an Association committee, with the number of alternates to be determined as follows: each district shall be entitled to one alternate for its initial two Nominating Committee members and a further alternate for each additional three Nominating Committee members, or major fraction thereof. Service as an alternate delegate shall not constitute membership in the House of Delegates for purposes of this section.

3. In selecting the district members and alternates, the Vice-Presidents and elected delegates shall actively solicit and consult with the delegates to the House of Delegates from their respective districts. Such consultation shall be accomplished by a meeting of the delegates from each respective district, in person to the extent practicable or by telephonic equipment if necessary, to be held no later than 30 days before the meeting of the House of Delegates at which the Nominating Committee is to be named. The Vice-Presidents from each district shall file a written report with the President of the Association at least 10 days in advance of the meeting of the House of Delegates at

which the Nominating Committee is to be named identifying their selections and summarizing the manner in which the solicitation and consultation process was conducted.

4. The foregoing formula for the designation of district members shall take effect for the Nominating Committee to be selected in 1999. The number of representatives selected in that year shall remain fixed for the ensuing four years, at which time the representative entitlements shall be recalculated pursuant to the foregoing formula, with this recalculation to be repeated thereafter at five-year intervals. For purposes of determining the number of members to which districts are entitled in those years when a calculation is to be made, December 31 of the year preceding the year of selection shall be the date as of which the number of members in districts shall be fixed.

5. The members-at-large shall be past Presidents at the time of their selection and will have completed their post presidency year on the Executive Committee by the time the next Nominating Committee convenes, and they shall serve in accordance with the following rotations:

(a) The immediate past President once removed shall be a member-at-large of the Nominating Committee.

(b) That same past President shall serve as chair of the Nominating Committee the following year.

(c) That same past President shall then again serve as a member-at-large of the Nominating Committee the year following service as chair.

(d) Following the three specified years, such past President may serve on the Nominating Committee only if otherwise elected or designated pursuant to these Bylaws, and subject to Bylaws limitations on consecutive terms of service.

6. The position of any member-at-large who is unable or unavailable to serve on the Nominating Committee for any meeting shall be filled by a past President, other than the immediate past President, designated in reverse order of past service. The foregoing provision notwithstanding, a vacancy in the position of chair shall be filled by an available past President who served most recently as chair. The past President who would be the first eligible and available to fill an at-large vacancy shall be designated as an alternate member-at-large.



D. A member of the Nominating Committee may not serve more than six consecutive terms either as a regularly designated member or alternate or in any combination of such two capacities. This paragraph shall not apply to service as a member-at-large of the Nominating Committee and such service as a member-at-large shall not be considered service on the Nominating Committee for the purpose of this paragraph.

E. Alternate members may attend all meetings of the Nominating Committee in a non-voting capacity. In the event a vacancy should arise in the position of a district member for any reason or should a district member be absent from a meeting of the Nominating Committee, an alternate member from that district shall to be designated to assume the responsibilities of that position by the chair of the Nominating Committee. Alternates for districts entitled to more than one alternate shall be prioritized at the time of selection, and shall serve, when necessary, in that order. In the event of a vacancy, the district alternate so designated shall then fill the unexpired balance of the one-year term of the member being replaced. In the event of an absence, the district alternate so designated shall replace the district member only for the meeting at which the district member is absent, unless the district member is also absent for subsequent meetings.

F. The model rules of the Nominating Committee shall remain in effect until subsequently amended. Each successive Nominating Committee shall be authorized to modify or add rules as it deems appropriate to govern its operations for that year only, with the rules to revert to the model rules format at the conclusion of that year. Any proposed permanent change to the model rules shall be authorized by vote of the House of Delegates.

G. Not later than 20 days before the first scheduled meeting of the House of Delegates after the Annual Meeting of the Association, the Nominating Committee shall file with the Secretary a written report of the members-at-large of the Nominating Committee designated by these Bylaws to serve during the following year. Notice of such designation shall be given by the Secretary to all members of the House of Delegates at the meeting.

**Section 2. Nominations by Membership.** Any 150 members of the Association with respect to any of the offices to be filled, or any 75 members residing in a judicial district with respect to the offices of Vice-President and elected delegate from that district, may also nominate candidates by filing a separate nomination for each candidate and office, signed by such members, with the Secretary not later than 25 days before the meeting at which the election is to take place.

**Section 3. Reporting by Secretary.** The Secretary shall report all nominations made by the Nominating Committee or by members to the members of the Association by means of any publication of the Association sent to all members. Nominations not made by the Nominating Committee or the membership in the manner prescribed shall not be considered or voted upon.

## **IX. FINANCE, AUDIT AND COMPENSATION COMMITTEES**

### **Section 1. Finance Committee.**

**A. Duties.** The Finance Committee shall be a committee of the Association responsible for the continuing supervision of all of the financial affairs of the Association other than those duties specifically assigned to the Audit Committee pursuant to Section 2 of this Article, and for preparing annually for submission to the House of Delegates a proposed income and expense budget.

**B. Members.** The Committee shall consist of six members of the Association appointed by the President, subject to confirmation by the Executive Committee and ratification by the House of Delegates:

(1) Commencing June 1, 2004, terms of appointment shall be staggered, with three members appointed to serve for two-year terms, and three for one-year terms. Thereafter, three members shall be appointed annually to serve for two-year terms. Members completing their terms shall be eligible for reappointment.

(2) A vacancy arising during any term shall be filled for the unexpired balance of the term by appointment made by the President then in office.

(3) The Association President, President-Elect, Treasurer and immediate past President shall serve as ex officio members and shall be entitled to vote in the deliberations of the Committee.

### **Section 2. Audit Committee.**

**A. Duties.** The Audit Committee shall be a committee of the Association responsible for assuring the independence of the Association's independent auditor, reviewing the Association's accounting policies and the adequacy of internal control systems, and overseeing the accuracy of the Association's financial statements and reports. The specific duties and responsibilities of the Audit Committee are set forth in Appendix B and may be amended, as appropriate, by the House of Delegates.

**B. Members.** The Audit Committee shall consist of seven members of the Association at least three of which are “independent directors” as defined under the New York Not-for-Profit Law. All committee members should be free from any relationship that would interfere with the exercise of their independent judgment on behalf of the Committee as set forth in further detail in Appendix B. They shall be appointed by the President:

(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 independent judgment while serving as a member of the Audit Committee. Members completing their terms shall be eligible for reappointment.

(2) The chair of the Audit Committee shall be designated by the President subject to confirmation by the Executive Committee and ratification by the House of Delegates.

(3) The Chair shall have the authority to call an executive session meeting of the Audit Committee at which only voting members of the Committee shall be entitled to attend.

(4) A vacancy arising during any term shall be filled for the unexpired balance of the term by appointment made by the President then in office, subject to confirmation by the Executive Committee and ratification by the House of Delegates.

(5) The Treasurer shall serve as an ex officio member, but shall not be permitted to vote in the deliberations of the Committee. Neither the President, the President-Elect, the Secretary, nor the Chair of the Finance Committee shall be eligible to serve as members of the Committee in any capacity.

### **Section 3. Compensation Committee.**

A. Duties. The Compensation Committee shall be a committee of the House of Delegates and shall be responsible for assuring the reasonableness of the compensation of Association executives.

B. Members. The Compensation Committee shall consist of three or more members of the House of Delegates who are free from any relationship with the executives whose compensation is being reviewed. They shall be nominated by the President:

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. Members completing their terms shall be eligible for reappointment.

2. The chair of the Compensation Committee shall be designated by the President.

3. The Chair shall have the authority to call an executive session meeting of the Compensation Committee at which only voting members of the Committee shall be entitled to attend.

4. A vacancy arising during any term shall be filled for the unexpired balance of the term by appointment made by the President then in office subject to confirmation by the Executive Committee and ratification by the House of Delegates.

5. The Treasurer shall serve as an ex officio member, but shall not be permitted to vote in the deliberations of the Committee. No member of the executive staff of the Association shall serve as a member of the Committee.

## **X. SECTIONS AND DIVISIONS OF SECTIONS**

**Section 1. Creation and Abolition.** The House of Delegates may from time to time establish sections of the Association and divisions of sections which shall be considered committees of the Association. Sections and divisions of sections may be abolished by the House of Delegates or by the Association.

**Section 2. Bylaws.** Each duly authorized section of the Association may adopt Bylaws, not inconsistent with the Bylaws of the Association, for the regulation of its affairs and for the determination and definition of its aims and purposes and qualifications of membership therein, but such Bylaws shall become effective only upon approval by the Executive Committee.

**Section 3. Officers.** Each such section may elect a chair, vice-chair and secretary, and such other officers as its Bylaws may provide.

**Section 4. Sub-Committees.** Each such section may create sub-committees or task forces relating to particular branches of the general activities of the section.

**Section 5. Dues.** The executive committee of a section or if there be none, the members at an annual meeting of the section may, subject to the approval of the Finance Committee, fix the amount of annual dues, the payment of which shall be a condition to membership in the section.

## **XI. ELECTIONS AND TERMS**

**A. Elections.** At each Annual Meeting there shall be elected the elected delegates of the House of Delegates. At the meeting of the House of Delegates immediately following the Annual Meeting of the Association, the House shall elect a President-Elect, all Vice-Presidents, a Secretary, a Treasurer, the members-at-large of the Executive Committee who shall be selected pursuant to the requirements of Article VII, Section 1(F), and such other officers as may be required to fill any additional offices established pursuant to Article IV.

**B. Terms.** The officers and elected delegates elected at such meeting shall hold their offices for a one-year term commencing on the next succeeding June 1st and the members-at-large of the Executive Committee elected at such meeting shall hold their offices for a two-year term commencing on the next succeeding June 1st.

## **XII. MEETINGS OF THE ASSOCIATION**

**Section 1. Annual Meeting.** The Association shall meet annually on such days and at such places as the House of Delegates may select. Any meeting of the Association may adjourn to any other date(s) and place(s) upon a majority vote of those present.

A. Written notice shall be given of each meeting of members, shall state the place, date and time of the meeting and, unless it is an Annual Meeting, shall also 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 it is being called and no business shall be conducted at the meeting that it not included in such notice.

B. A copy of the notice of any meeting shall be given, personally, by first-class mail, by fax or by electronic mail not less than ten nor more than fifty days before the date of the meeting. If notice is provided by another class of mail, notice shall be given not less than thirty days nor more than sixty days before such date, to each member entitled to vote at such meeting. If mailed, such notice is given when deposited in the United

States mail, with postage thereon prepaid, directed to the member at the member's address as it appears on the record of members, or if the member shall have other address, then directed to the member at such other address. If sent by fax or electronic mail, such notice is given when directed to the member's fax number or electronic mail address as it appears on the record of members, or to such fax number or other electronic mail address as filed with the Secretary of the Association; provided, that notice shall not be deemed delivered if: (a) the Association is unable to deliver two consecutive notices to the individual by electronic mail or fax; or (b) the Association otherwise becomes aware that notice cannot be delivered to the individual by electronic mail or fax.

C. Nothing herein contained shall prevent the consideration at the Annual Meeting of any other business that may be regularly brought before it.

**Section 2. Special Meetings.** A special meeting may be called at any time by the President or the House of Delegates, or shall be called by the Secretary within 60 days after the filing with the Secretary of a written request for the calling of a special meeting. Said request shall specify the purpose of the special meeting and shall be signed by at least 1 percent of the members of the Association of whom at least twenty-five members shall reside in each judicial district. Such special meeting shall be held at such time and at such place as the President shall designate, and no business shall be transacted thereat other than that specified in the notice thereof. Notice of a special meeting shall be by publication by any means of communication reasonably designed to notify all members of the Association.

**Section 3. Quorum.** At every meeting of the Association the presence in person, as defined by Article XIII, of 100 members shall constitute a quorum. Only active members of the Association shall have the right to vote at any meeting of the Association, and no vote shall be cast by proxy.

**Section 4. Order of Business.**

A. At annual and adjourned meetings of the Association, after the appropriate opening thereof, the order of business will be:

- (1) Reading of the minutes of the preceding meeting.
- (2) Report of Nominating Committee.
- (3) Election of elected delegates to the House of Delegates.
- (4) Report of Chair of House of Delegates.
- (5) Report of Treasurer.
- (6) Report of Secretary.

- (7) Report of President.
- (8) Reports of Committees.
- (9) Special orders.
- (10) Miscellaneous business.

**B.** The President, or presiding officer, as a matter of discretion, is authorized: (1) to change the order of business at any meeting; (2) to limit the time of debate or discussion on any matter or business; and (3) to call for a vote on any matter by ballot. Robert's Rules of Order Revised shall govern the proceedings of the Association, its House of Delegates and its Executive Committee, except as otherwise provided herein.

**Section 5. Rules of Order as to Resolutions.** At meetings of the Association, precedence shall be given to resolutions proposed by any member, 20 days' notice of which, in writing, shall previously have been filed with the Secretary, and resolutions reported by any committee. All other resolutions, except parliamentary motions, shall be referred, without debate, to the Committee on Resolutions.

### **XIII. REMOTE MEETINGS**

**Section 1.** If authorized by law, the Annual Meeting and any special meeting of the Association may be conducted by means of communications technology which allows all members attending the remote meeting to have a reasonable opportunity to participate in the meeting. A written record of all action taken at such meetings shall be maintained.

**Section 2.** The House of Delegates may, upon not less than 24 hours' written notice by mail or electronic means, conduct an otherwise properly noticed meeting by means of communications technology which allows all members attending the remote meeting to have a reasonable opportunity to participate in the meeting. A written record of all action taken at such meetings shall be maintained.

**Section 3.** Any section or committee, including but not limited to the Executive Committee and excepting the Nominating Committee unless it adopts changes to its Model Rules to specifically adopt this authority, may, upon not less than 24 hours' written notice by mail or electronic means, conduct an otherwise properly noticed meeting by means of a teleconference or other communications technology which allows all members to have a reasonable opportunity to participate in the meeting. A written record of all action taken at such meetings shall be maintained.

Section 4. Whenever used in these Bylaws, participation through communications technology shall constitute presence in person at a meeting.

Section 5. Whenever a meeting is held in accordance with this article, the place of the meeting shall be deemed to be Albany, New York.

#### **XIV. INDEMNIFICATION**

To the extent permitted by law, the officers and other members of the House of Delegates, members of sections and committees of the Association, and employees of the Association, when acting as such, shall be defended, indemnified and held harmless against all cost, damage and expense actually and personally incurred by or imposed upon them in connection with the defense of any action, suit or proceeding, or any other matter having to do with their acts or conduct in such capacity.

#### **XV. COOPERATION WITH OTHER BAR ASSOCIATIONS AND FEDERATIONS OF BAR ASSOCIATIONS**

**Section 1. Cooperation.** In order to more readily attain the objectives of its organization, this Association shall cooperate with local bar associations, other state bar associations and with judicial district or other regional federations of local bar associations, both within and without the state, in such manner as is consistent with its own and their autonomy, and shall encourage and assist, when desired, in the formation of new local bar associations and federations; and shall endeavor to maintain constant interchange of opinion and unity of effort between the Association and such local associations and federations in promoting reform in the law, facilitating the administration of justice, elevating the standards of the profession and cherishing the spirit of collegiality among the members of the Bar. A reciprocal relation and duty to the American Bar Association is also recognized.

**Section 2. Committees.** To further these purposes, the Bylaws may designate officers or authorize the appointment of committees whose duty it shall be to represent this Association in promoting such cooperation and may make provision for official representation both in the meetings and on the committees of this Association, of such local associations and federations by members of this Association in such manner and upon such condition as may be from time to time herein provided.

**Section 3. Independence of Local and County Associations.** Nothing contained herein and no action or recommendation of the Association, its House of Delegates or Executive Committee shall be construed to bind or commit in any respect any county or



local bar association or to obligate such county or local bar association to accept or carry out any policy or recommendation of the Association, its House of Delegates or its Executive Committee. The participation of any county or local bar association in the Association shall be at all times voluntary and shall not subject such county or local bar association to any financial or other obligation or liability except as it may voluntarily assume.

**Section 4. Election of New York State Bar Association Delegates to the American Bar Association House of Delegates.** The nomination and election of delegates to the American Bar Association House of Delegates shall take place in accordance with the provisions of Article VIII, section 1(A)(6) of these Bylaws.

## **XVI. PUBLICATIONS**

**Section 1. Journal.** The Journal shall be edited and published by a Board of Editors chosen by and under the direction of the Executive Committee. It shall be the responsibility of the Board of Editors to determine the format and contents of the Journal.

**Section 2. Other Publications.** All other publications authorized by the House of Delegates or the Executive Committee of the Association and not expressly provided for in these Bylaws shall be edited and published under the supervision of the Executive Committee.

## **XVII. AMENDMENTS**

These Bylaws may be amended only by a two-thirds vote of the members present at a meeting of the Association, after compliance with either of the following procedures:

(a) By written proposal subscribed by at least ten members of the Association submitted to the Secretary at least sixty days in advance of a meeting of the Association, which proposal shall then be circulated with the notice of that meeting, and with the subsequent endorsement of at least fifty members attending that meeting for which such notice was given, after which it will be submitted to the next meeting of the Association for approval; or

(b) A majority of all the members of the House of Delegates may subscribe and file proposed amendments with the Secretary followed by notice to all members of the Association from the Secretary that said amendments will be considered at the next meeting of the Association held at least sixty days later, at which meeting such amendments may then be considered.

On consideration of any proposed amendment, further revisions thereof germane to the substance of such amendments may be considered and acted upon.

**Appendix A**  
**Committees of the Association**

COMMITTEE ON ANIMALS AND THE LAW  
COMMITTEE ON ANNUAL AWARD  
COMMITTEE ON ASSOCIATION INSURANCE PROGRAMS  
SPECIAL COMMITTEE ON ASSOCIATION STRUCTURE AND GOVERNANCE  
COMMITTEE ON ATTORNEY PROFESSIONALISM  
COMMITTEE ON ATTORNEY-WELLBEING  
AUDIT COMMITTEE  
COMMITTEE ON BYLAWS  
COMMITTEE ON CHILDREN AND THE LAW  
COMMITTEE ON CIVIL PRACTICE LAW AND RULES  
COMMITTEE ON CIVIL RIGHTS  
COMMITTEE ON COMMITTEES  
COMMITTEE ON COMMUNICATIONS AND PUBLICATIONS  
COMMITTEE ON CONTINUING LEGAL EDUCATION  
COMMITTEE ON COURTS OF APPELLATE JURISDICTION  
COMMITTEE ON COURT RULES AND PRACTICE  
COMMITTEE ON DISABILITY RIGHTS  
COMMITTEE ON DIVERSITY AND INCLUSION  
EXECUTIVE COMMITTEE  
COMMITTEE ON FAMILIES AND THE LAW  
FINANCE COMMITTEE  
COMMITTEE ON IMMIGRATION REPRESENTATION  
JUDICIAL WELLNESS COMMITTEE  
COMMITTEE ON LAW PRACTICE MANAGEMENT  
COMMITTEE ON LAW, YOUTH AND CITIZENSHIP  
LAWYER ASSISTANCE COMMITTEE  
COMMITTEE ON LAWYER REFERRAL SERVICE  
COMMITTEE ON LEADERSHIP DEVELOPMENT  
COMMITTEE ON LEGAL AID  
COMMITTEE ON LEGAL EDUCATION AND ADMISSION TO THE BAR  
COMMITTEE ON LEGISLATIVE POLICY  
COMMITTEE ON MANDATED REPRESENTATION  
COMMITTEE ON MASS DISASTER RESPONSE  
COMMITTEE ON MEDIA LAW  
COMMITTEE ON MEMBERSHIP  
NOMINATING COMMITTEE  
PRESIDENT'S COMMITTEE ON ACCESS TO JUSTICE

COMMITTEE ON PROCEDURES FOR JUDICIAL DISCIPLINE  
COMMITTEE ON PROFESSIONAL DISCIPLINE  
COMMITTEE ON PROFESSIONAL ETHICS  
COMMITTEE ON RESOLUTIONS  
COMMITTEE TO REVIEW JUDICIAL NOMINATIONS  
COMMITTEE ON STANDARDS OF ATTORNEY CONDUCT  
COMMITTEE ON TECHNOLOGY AND THE LEGAL PROFESSION  
COMMITTEE ON TORT SYSTEM  
COMMITTEE ON VETERANS

## **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. The individual is not and has not been an employee of, or does not have a relative that is or was a key employee of, the Association or an affiliate of the Association in the past three years;
2. The individual and 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
3. The individual is not an employee of, nor have a substantial financial interest in, any entity that has made a payment to (other than a charitable donation) or received payments from the Association or its affiliate for property or services in an amount, which in the last three fiscal years, exceeds the lesser of \$25,000 or 2% of such entity’s consolidated gross revenues (“Association Vendor”). The individual’s relatives may not be an officer of nor have a substantial financial interest in an Association Vendor.

II. The Audit Committee shall:

1. Meet at least twice annually, and more frequently as circumstances may warrant. One of those meetings shall include, in separate executive sessions, meetings with the independent auditor, the Executive Director and such other members of the staff, as the Audit Committee determines, to discuss any matters within the scope of the Committee’s duties that these individuals believe or the Committee believes should be discussed privately with the Audit Committee.
2. Assure the independence of the independent auditor and be directly responsible for the appointment, compensation and oversight of the work of the independent auditor. The Audit Committee shall also consider the periodic rotation of auditors or of auditing partners. The Audit Committee shall also discuss with the independent auditor the scope and plan of the annual audit and consider any

changes in standard accounting practices from year to year prior to the commencement of the audit.

3. Review and discuss with the independent auditor the adequacy of the Association's internal controls and management's commitment and ability to effectuate such recommendations for improvements in the internal controls as the independent auditor may recommend, and any material risks and weaknesses in internal controls identified by the independent auditor. The Audit Committee shall also discuss with management its response to the independent auditor's assessment.
4. Review with the independent auditor the coordination of audit efforts to assure completeness of coverage, reduction of redundant efforts, ~~and~~ the effective use of audit resources, and the adequacy of the Association's accounting and financial reporting processes.
5. Inquire of management and the independent auditor about significant risks or exposures and steps management has taken to minimize such risks to the Association.
6. Review the results of the annual audits, the management letter, previous recommendations to management the extent to which difficulties, if any, were encountered in the course of the audit, including any restrictions on the scope of audit inquiries or access to information, or any significant disagreements between the independent auditor and management, with the independent auditor.
7. Assure that the Association maintains a satisfactory document retention program.
8. Establish procedures for: (a) the receipt, retention, and treatment of complaints received by the Association regarding accounting, internal account controls, or auditing matters; and (b) the confidential, anonymous submission by Association employees or others of concerns regarding questionable accounting or auditing matters.
9. Conduct or authorize investigations into any matters within the Audit Committee's scope of duties and responsibilities, and monitor the possible financial impact of legal matters that could impact the financial health of the Association.

10. Report periodically to the Executive Committee and the House of Delegates on significant activities of the Audit Committee.
11. Coordinate its activities, as may be appropriate, with the Finance Committee.
12. Obtain confirmation from management that all necessary tax filings have been made.
13. Review conflict of interest and whistleblower policies and if appropriate, make recommendations for changes to such policies. Make inquiry, if it deems appropriate, regarding any reported related-party transactions.
14. Assess the independence of all external investment advisers engaged by NYSBA, including any conflicts of interest such adviser has or may have, as required by law.
15. Make provision for such financial training as Audit Committee members may deem appropriate to assist them in the effective and knowledgeable discharge of their duties and responsibilities.
16. Review this set of duties and responsibilities annually and propose any changes that may be warranted to the House of Delegates.
17. Perform such additional functions and have such additional powers as may be necessary or appropriate for the performance of its duties and responsibilities or as may be delegated from time to time by the House of Delegates to the Audit Committee.

Appendix B approved by  
the House of Delegates  
February 1, 2008, as  
amended November 17, 2012  
further amended June 21, 2014

**NEW YORK STATE BAR ASSOCIATION**  
**FINANCE COMMITTEE**  
**FINANCIAL POLICY FOR COMMITTEES OF THE ASSOCIATION**  
**Effective July 1, 1977 – As Amended Effective, January 1, 2015**

**A. PURPOSE**

These guidelines are intended to assist the orderly administration of the financial affairs of committees by furnishing committee chairs with a convenient reference concerning policies and procedures. It is the purpose of the Finance Committee to provide adequate funds for committee activities, with reasonable limitations on expenditures, since such funding is derived principally from membership dues.

**B. BUDGET PROCEDURES**

1. Although the committee year is structured on a June 1 – May 31 basis, the Association budget is based on the calendar year. The budget for any given calendar year is prepared by the Finance Committee and submitted for approval by the House of Delegates at the November meeting immediately preceding the calendar year for which the budget is to take effect.
2. Committee chairs shall be responsible for the preparation of proposed budgets for their respective committees. Necessary instructions and the timetable for submission of such proposed budgets shall be forwarded to each chair by the Director of Finance of the Association.
3. In the absence of a submitted budget, the Director of Finance, under the supervision of the Executive Director, shall prepare a proposed budget for submission to the Finance Committee based upon such information as may be available.
4. The Finance Committee shall approve income and expense budgets for each committee as part of the Association budget, and such shall become applicable for the next calendar year upon adoption by the House of Delegates.
5. Should the Finance Committee materially alter the proposed budget of any committee, the Executive Director shall promptly notify the committee chair of such change.

**C. CONTROL OF ASSOCIATION FUNDS**

1. No committee shall have funds or bank accounts of its own, as all transactions connected with committee activities shall be reflected in the appropriate Association accounts.
2. All funds received by a committee shall be remitted to the Association, and all expenditures on behalf of a committee shall be paid by check of the Association.



3. Payment is not authorized for expenditures incurred by any committee except as provided for in the budget of such committee. Prior to drawing an Association check for payment of any committee expenditure, the Director of Finance shall verify that such expense is a budgeted item and sufficient funds remain for such purpose.

#### **D. ADJUSTMENTS AND SUPPLEMENTS TO COMMITTEE BUDGETS**

1. Should circumstances warrant a transfer between budget line items during the course of the year, the committee chair may obtain authorization from the Executive Director for transfers up to \$200, or from the Association Treasurer and the Chair of the Finance Committee for higher amounts.
2. Should a committee require additional funds during the course of the year, approval for same may be obtained upon consent of the following:
  - a. The Executive Director for amounts up to \$200.
  - b. The Association Treasurer and the Chair of the Finance Committee for amounts between \$200 and \$1,500.
  - c. The Finance Committee for amounts exceeding \$1,500.
3. Any special committee or task force appointed during the year shall, as promptly as possible, have a budget prepared by the committee or task force chair, in consultation with the Executive Director, President, Treasurer and Chair of the Finance Committee. Such budget shall take effect immediately, subject to ratification by the Finance Committee at its next regularly scheduled meeting.

#### **E. RECONSIDERATION AND APPEALS**

Denials of any portion of a proposed budget, requests for additional funds, or requests for changes in line items or amounts, may be appealed to, or reconsidered by, the Finance Committee upon request of the committee chair. A further appeal to the Executive Committee may be taken from a decision of the Finance Committee. In either instance, the committee chair should contact the Executive Director for assistance in the appropriate procedure for the presentation of such appeals or requests for reconsideration.

#### **F. PAYMENT OR REIMBURSEMENT OF EXPENSES OF COMMITTEE AND TASK FORCE MEMBERS**

##### **1. Committees Generally**

- a. Association members are encouraged to participate in meetings of Standing Committees, Special Committees, and Task Forces (hereinafter referred to collectively as "committees"), in person, by video or by telephone conference call.

- b. Committees are encouraged to hold meetings by video or by telephone conference call, where practicable, and where an in person meeting is necessary, to schedule meetings at a location and time to complete all business within a single day and to allow members to complete travel within a single day.
- c. Committee members may apply for reimbursement of actual, reasonable travel expenses after attending one committee meeting per year (including Annual Meeting, if the Committee meets during the Annual Meeting).
- d. Committee members will not be reimbursed for travel expenses to or from the Association's Annual Meeting or the first meeting of the committee held each calendar year.
- e. The following categories of actual, reasonable travel expenses of a committee member who travels to a committee meeting held at a location 100 miles or more away from the member's office are reimbursable: a) air, train or bus fare at economy rates; b) reasonable ground transportation; c) an auto mileage allowance at a rate per mile determined annually by the Finance Committee for driving his or her own vehicle, plus actual tolls and parking charges incurred; d) overnight hotel or motel accommodations, but only if the committee meeting is so early or late in the day as to prevent the member from completing travel during the day of the meeting.
- f. The Finance Committee will annually determine a fixed dollar cap for reimbursable travel expenses per person per meeting. In the absence of an annual determination by the Finance Committee, the fixed dollar amount shall be \$600.
- g. This policy does not apply to the following Association committees which are subject to their existing practices and/or rules for travel expense reimbursements: Executive Committee, Finance Committee, Nominating Committee, Committee on Committees, Lawyer Assistance Committee and Committee to Review Judicial Nominations.
- h. This policy does not apply to committees and subcommittees of the Association's Sections, which are subject to the policies of the applicable Section.
- i. Any existing or new Association Committee may apply to the Finance Committee for an exception or variation of this policy based on special facts and circumstances.
- j. Any member may seek additional travel expenses in order to participate in committee work, and such applications will be considered by the Treasurer and Chair of the Finance Committee on a case by case basis.

## **2. Executive Committee**

- a. Reimbursement shall not be provided to members of the Executive Committee for attendance at meetings of the Executive Committee held in conjunction with regular meetings of the House of Delegates, except that members of the Executive Committee shall be entitled to be reimbursed for one night's hotel or motel accommodations incurred for meetings of the Executive Committee held in conjunction with the spring and fall meetings of the House of Delegates held at the Bar Center in Albany and the summer meeting of the House held at the Otesaga in Cooperstown, and as set forth immediately hereafter in subdivision (b), for limited reimbursement of expenses incurred in attending meetings of Association committees and sections in a liaison capacity during the Annual Meeting. For meetings other than those held in conjunction with regular meetings of the House of Delegates, members shall be entitled to reimbursement for expenses as hereinafter set forth in paragraph F(1)(e).
- b. Executive Committee members who attend meetings of Association committees and sections in a liaison capacity shall be entitled, as hereinafter set forth in paragraph F(5), to reimbursement for travel expenses incurred in such capacity. Executive Committee members attending committee or section meetings in such capacity during the week of the Annual Meeting may be reimbursed their actual costs for hotel accommodations and meals to a maximum of \$750 for extending their stay beyond the days normally required to attend meetings of the Executive Committee and House of Delegates.

## **3. Finance Committee**

Members of the Finance Committee shall not be entitled to reimbursement for attendance at Finance Committee meetings held in conjunction with regular meetings of the House of Delegates. For meetings other than those held in conjunction with regular meetings of the House of Delegates, members shall be entitled to reimbursement for expenses as hereinafter set forth in F(1)(e).

## **G. CONSULTANTS' EXPENSES**

1. In keeping with the policy that the Association is a voluntary organization whose members donate their time and services for the betterment of the profession, it is generally expected that committees, with the assistance of the Association staff, will perform all reasonable tasks, such as the conduct of studies and the preparation of reports, associated with their respective areas of interest. Where particular projects may require special expertise or entail effort beyond that which may reasonably be expected of volunteer committee members, consultants may be retained to render necessary services.

2. The retention of any consultant by a committee shall require specific advance approval from either the Association President or the Finance Committee.
3. Consistent with the philosophy underlying the voluntary donation of time and effort by committee members, it is expected that lawyer consultants will contribute a portion of their services on a pro bono basis for the improvement of the profession. In furtherance of this principle, lawyer consultants will be reimbursed on a time basis, at one-half their usual hourly rate, to a maximum of \$75 per hour, with an annual limit of \$3,000 per consultant. Any increase from these hourly or annual limitations shall require the authorization of the Finance Committee.
4. The terms of employment and limitation governing the compensation of non-lawyer consultants shall be approved in advance by either the Association President or the Finance Committee.
5. The duties of all consultants retained by committees, and the terms of their compensation, including applicable limitations, shall be set forth in a letter agreement at the time of retention to minimize the possibility of any subsequent misunderstanding.

**NEW YORK STATE BAR ASSOCIATION  
RULES OF THE HOUSE OF DELEGATES  
ADOPTED JANUARY 24, 1973; AMENDED APRIL 13, 1991; AMENDED NOVEMBER 5, 2022**

1. Chair of the House of Delegates

- (a) The President-Elect shall be the Chair of the House of Delegates. In the absence of the President-Elect, the President shall preside, and in the absence of the President and President-Elect, the Vice-President with seniority of membership shall preside. In the absence of the President, the President-Elect, and all Vice-Presidents, the senior member of the House shall preside.
- (b) The Chair of the House of Delegates shall:
  - (1) Ensure that meetings are conducted in an orderly manner.
  - (2) Decide questions of order and procedure.
- (c) The Chair of the House of Delegates may:
  - (1) Change the order of business at any meeting.
  - (2) Limit the time of debate or discussion on any matter of business.
  - (3) Call for a vote on any matter before the House.

2. Meetings of the House of Delegates

- (a) Unless otherwise ordered by the House, regular meetings shall be held at the time and place designated by the Chair of the House of Delegates, but in no event less than four times in each year including one meeting to be held in conjunction with the Annual Meeting of the Association.
- (b) Any meeting of the House of Delegates may be called at any time, subject to the notice requirements of the Bylaws and subsection c below, by:
  - (1) The President-Elect
  - (2) The President
  - (3) The Executive Committee
  - (4) The Secretary upon the written request of at least 25% of the delegates; provided, however, that the Secretary shall not be required to call such meeting to consider any matter which was considered and acted upon at a meeting of the House held within the previous twelve meetings.
- (c) Notice of any meeting of the House of Delegates shall be sent by the Secretary not less than 15 days prior to the time fixed for such meeting. Notice of any meeting shall be deemed sufficient when written notice of the time and place thereof is given by mail, email, or other electronic transmission by the Secretary to each member of the House of Delegates on or before the 15th day prior to such meeting.

3. Order of Business

- (a) The Chair of the House of Delegates shall determine the order and priority of business at a meeting. A written agenda shall be sent by mail, email, or other electronic transmission by the Secretary to each delegate not less than 15 days prior to the time fixed for the meeting, but additions or deletions may be made to the agenda by the President-Elect, the President, or the Executive Committee.
- (b) Unless permitted by the Chair of the House of Delegates, no resolution may be proposed by a delegate for action at a meeting unless such resolution has been submitted in writing to the Chair of the House of Delegates and the delegates at least 15 days prior to such meeting.
- (c) Delegates shall notify the Chair of the House of Delegates, in writing, by the end of the business day Wednesday prior to the meeting should they intend to introduce a matter of new business or make a motion to table a report or resolution, unless the Chair of the House of Delegates determines that the motion will be heard without such notice.
- (d) If no member has risen in opposition or requested to speak in opposition to a report or resolution, then the Chair of the House of Delegates may invoke the rules of limited debate, limiting comments to no more than three speakers.
- (e) With the exceptions noted below, no delegate shall speak more than three minutes at one time or more than once at the same session upon the same question unless such member obtains the consent of the Chair of the House of Delegates, or a majority of the delegates present at the meeting. The main motion and amendments shall be deemed separate questions. The person presenting the matter under discussion shall have the right to close the debate on that matter. The Chair of the House of Delegates may adjust the length of time for making oral presentations if in his or her judgment the conduct of the business of the House so requires, but such limitations may be removed by majority vote of the delegates present at the meeting.
- (f) Without limitation on the other powers of the House, the House may by majority vote refer any matter coming before it to the Executive Committee or other committee, section, or task force of the Association for further consideration.
- (g) Voting shall be by voice vote, unless the Chair of the House of Delegates directs a division of the House, or, if the delegate is participating remotely, by polling through the videoconference software.
- (h) Robert's Rules of Order, Newly Revised shall govern meetings of the House, except as otherwise provided in these Rules or the Bylaws.

4. Persons in attendance at meetings of the House of Delegates  
Meetings of the House shall be open to attendance by members of the Association unless the Executive Committee or the delegates vote to exclude non-delegates from a specified meeting. The Chair of the House of Delegates in his or her discretion may permit attendance at meetings of the House of Delegates by members of the press or members of the public. No non-delegate shall be heard by the House unless requested to speak by the Chair of the House of Delegates or upon the vote of two-thirds of the delegates present at the meeting, provided that such non-delegate shall first disclose the representative nature of his or her appearance, including the name of any client or principal whose interests the non-delegate may represent.
  
5. Amendments  
The Rules of the House of Delegates may be amended at any meeting of the House by a vote of two-thirds of those present, provided that 15 days previous notice in writing of the proposed amendment shall have been given to the delegates.

**NEW YORK STATE BAR ASSOCIATION  
RULES OF THE EXECUTIVE COMMITTEE AND HOUSE OF DELEGATES  
FOR THE CONSIDERATION OF REPORTS**

**(Adopted by the Executive Committee on January 27, 2011  
and by the House of Delegates on January 28, 2011)**

**1. Statement of Purpose.** These rules are issued pursuant to Article V, Section 1 and Article VII, Section 4 of the Bylaws of the New York State Bar Association (hereinafter “Bylaws”) to set forth procedures with respect to reports and resolutions and certain other matters (i) submitted to the Executive Committee and/or the House of Delegates for approval or action or (ii) issued by a committee, section or task force of the Association in its own name. These rules are intended to supplement and amplify the Bylaws to facilitate the consideration of reports and resolutions submitted to the Executive Committee and/or House of Delegates by committees, sections and task forces of the Association (collectively, “Association Committees”) and by other bar associations entitled to representation in the House of Delegates (collectively, together with Association Committees, “Association Groups”) without abrogating existing rights which they possess under the Bylaws. These rules supersede the New York State Bar Association Rules of the Executive Committee for the Consideration of Reports Prepared by Committees, Sections, and Task Forces of the Association (revised November 3, 1995).

**2. Implementation.** The Executive Director of the Association shall be responsible for implementing the procedures contemplated by these Rules. Initially, implementation will use a combination of (a) a webpage (the “Reports Webpage”) accessible to all members of the House of Delegates, all members of the Executive Committee, all officers of the Association (collectively, the “Officers”), up to three persons designated by each Association Group and all staff liaisons to Association Committees (collectively, the “Reports Group”), (b) a dedicated email address for submission of material to the Reports Webpage, and (c) periodic emails sent by the staff of the Association to the Reports Group to notify the Reports Group of new postings on the Reports Webpage and of the timetable for the submission of Reports and resolutions and comments for consideration and action at the next four Executive Committee and/or House of Delegates meetings. Each Association Group is encouraged to designate internally a single representative to be responsible for ensuring that information posted on the Reports Webpage or contained in a staff email to the Reports Group that may be of interest to the group or to a subgroup is timely distributed to the group or subgroup, as appropriate. All submissions to the Reports Webpage shall be in the form of Word or WordPerfect documents, which the staff will convert to searchable pdfs that bear a watermark saying “Confidential – Not for Distribution.” The Executive Director may, from time to time, determine that newer technological solutions will better serve the purpose of these rules, and amend the provisions with respect to implementation. The Executive Director of the Association shall give notice of any such amendment to all members of the Reports Group at least 90 days before implementing any such amendment.



### **3. When an Association Committee May Issue a Report in its Own Name.**

a) As provided in Article VII, Section 5 of the Bylaws, an Association Committee may, in its own name, issue reports on subjects within its area of interest and expertise or commenting on pending legislation or regulations, and may issue reports supporting or opposing pending legislative, regulatory or other action at the local, state or federal level, subject to the provisions of sub-section d) of this paragraph.

b) In issuing reports on subjects within its area of interest and expertise, or in commenting on pending legislation, an Association Committee may not publicly espouse positions, issue statements or release reports which are inconsistent with policy adopted by the House of Delegates or the Executive Committee. Positions adopted by the Executive Committee but not the House of Delegates shall be considered to be Association policy for six months from the date of adoption unless acted upon sooner by the House of Delegates.

c) If not intended for dissemination outside the Association, reports within an Association Committee's area of interest and expertise may be received by the Executive Committee without need for formal action.

d) Subject to the procedure set forth in i) and ii) below, an Association Committee's report regarding its area of interest and expertise, or comments on pending legislative or regulatory proposals, may be distributed in the name of the Association Committee so long as the report or comment clearly indicates that it reflects solely the views of the Association Committee and not those of the Executive Committee or the House of Delegates until approved by the Executive Committee or House of Delegates.

i) Notice of intended release. An Association Committee shall deliver an electronic copy of such report, in the form of a Word or WordPerfect document, to the Association President and Executive Director at least five (5) business days in advance of the intended release date, which date shall be stated in the transmittal document. The President may waive this notice requirement at the request of the Chair of the Association Committee.

ii) Authorization to release. The submission to the President and Executive Director shall be solely for a determination as to whether the prospective report or comment is inconsistent with policy adopted by the House of Delegates or Executive Committee. Authorization to release the report shall be deemed to have been given unless the President notifies the chair of the Association Committee to the contrary prior to the intended release date or any extension accepted on behalf of the Association Committee. Prior to the intended release date or any extension accepted on behalf of the Association Committee, the President may withhold authorization or may request that revisions be made to the language, tone or content of the Report to conform it to prior positions adopted by the Executive Committee or House of Delegates. If such revisions are accepted by the Association Committee, the report may then be released

as revised. If such revisions are not accepted, the Association Committee may withdraw the report or may request review of the matter by the Executive Committee. If in his or her judgment the President determines that the report raises significant issues or policy questions, the President may request that the report be submitted to the Executive Committee or House of Delegates, as appropriate, for consideration prior to release.

#### **4. When Approval by the Executive Committee or House of Delegates Is Required.**

a) Initiation of Legislative Action or Proposals for New or Modified Court Rules and Administrative Regulations. Association Committees may initiate legislative action at the local, state or federal level, or may submit proposals for new court rules and administrative regulations or for modification of existing court rules and administrative regulations but only with the prior approval of the Executive Committee or House of Delegates. Reports requesting such approval from the Executive Committee or House of Delegates shall be submitted and considered in accordance with the procedures set forth in subsection 5, below.

b) Any Association Committee that wishes to issue a report in the name of the Association rather than in the name of the Association Committee shall request approval of the Executive Committee and/or the House of Delegates of any report and resolution regarding its areas of interest and expertise, or of any comments on pending legislative or regulatory proposals. Where such approval is sought, a report and a proposed resolution requesting such approval shall be submitted and considered in accordance with the procedures set forth in subsection 5.

**5. Procedures for Approval by the Executive Committee and/or House of Delegates.** The following procedures apply to any report or other action item (a "Report") for which approval of the Executive Committee or House of Delegates is: (i) required (e.g., initiation of legislative action or proposals for court rules and administrative regulations) or (ii) not required, but sought by an Association Group (e.g., reports and resolutions and comments on pending legislative proposals to be issued in the name of the Association, rather than in the name of the Association Group alone):

a) An Association Committee preparing a Report ("Author Group") shall, promptly after the Association Committee determines that it will prepare such a Report or that it will seek Executive Committee or House of Delegates approval of such Report, submit a notice to be posted to the Reports Webpage setting forth (i) that it is preparing a Report, and describing the subject matter of the Report in sufficient detail to enable the members of the Reports Group to understand whether the Report is likely to implicate issues of interest to other Association Groups, and (ii) the name(s) and contact information of one or more persons to whom questions or comments about the Report or its subject matter should be addressed. Bar associations entitled to representation in the House of Delegates are not required to submit a notice pursuant to this subsection at the inception of work on a Report, but they are encouraged to submit such a notice promptly after they determine that they are likely to submit the Report for approval or action by the Executive Committee or House of Delegates.

b) Any member of the Reports Group or any Association Group that is interested in the topic of the Report (“Interested Party”) should contact the persons designated in the Author Group’s notice to discuss its interest in the subject matter of the Report. However, if the Interested Party believes that the Report may implicate issues of interest to a very broad range of Association Groups, the Interested Party may submit a comment to be posted on the Reports Webpage to express any concerns that the Interested Party believes warrant sharing with the Reports Group.

c) The Author Group is not required to post status reports or updates, but it is a best practice to communicate with all Interested Parties that have contacted the Author Group during the preparation of the Report.

d) The Author Group shall submit its Report and a proposed resolution for posting on the Reports Webpage at least seventy-five (75) days prior to the Executive Committee and/or House of Delegates meeting at which action will be requested on the Report. Staff also shall send a hard copy of any Report and proposed resolution to any member of the Reports Group who notifies staff in writing that the member wishes to receive hard copies of Reports and resolutions.

e) (i) Any Interested Party shall submit its comments on a Report for posting on the Reports Webpage at least fifteen (15) days prior to the Executive Committee and/or House of Delegates meeting at which action will be requested on the report.

(ii) If an Interested Party requires more than sixty (60) days to prepare its comments on a Report, it shall submit a notice to that effect to be posted on the Reports Webpage within fifteen (15) days after the Report is posted, with an explanation of why it is not possible to comment within the sixty (60) day period and a request to waive the requirement that comments be posted within sixty (60) days or to postpone consideration of and action on the Report to the next Executive Committee or House of Delegates meeting after the meeting at which the Report was originally going to be considered. If the Author Committee agrees to that request, it shall promptly submit a notice to be posted on the Reports Webpage that it waives the requirement for the Interested Party requesting additional time to comment within the sixty (60) day period, or that consideration of the Report will be deferred. If the Author Committee does not agree to the request, a majority of the Officers shall decide whether or not to grant the Interested Party’s request, and shall promptly submit a notice of their decision to be posted on the Reports Webpage.

f) Interested Parties and the Author Group may submit for posting reply comments to any comments submitted by any other Interested Party for posting on the Reports Webpage.

g) If the Author Committee makes changes to the Report before it is considered by the Executive Committee and/or the House of Delegates, the Author Committee shall promptly submit the revised Report to be posted on the Reports Webpage.

h) Any Interested Party who submits comments for posting on the Reports Webpage shall indicate whether the comments represent the views of the submitting individual or of an entity that is an Interested Party.

i) Only the Chair of an Association Committee or the President of an affiliated bar association, or a person designated in writing by the Chair or President to submit Reports or comments, may submit Reports or comments for posting on the Reports Webpage on behalf of that Association Group.

## **6. Modification of the Schedule Contemplated by Subsection 5.**

a) At any time after posting of a Report, a majority of the Officers may determine that the Report should be presented in two stages, with an informational presentation at one meeting of the Executive Committee or the House of Delegates, followed by formal consideration of and action on the Report at the next meeting or meetings of the Executive Committee or the House of Delegates, and shall decide the date by which comments will be due. In such instance, the staff shall inform the Author Group and post on the Reports Webpage a notice of the decision to consider the Report in two stages and the new date for comments.

b) Upon request by an Author Group, and a showing of need, the President of the Association and the Chair of the House of Delegates may allow a Report to be considered and acted on by the Executive Committee and/or the House of Delegates on shorter notice than set forth in Section 5 above. If the request is granted, the President and Chair of the House of Delegates shall establish and staff shall post on the Reports Webpage a timeline for posting the Report and for submitting comments on the Report.

c) If a majority of the Officers determines that a Report is complex, they may recommend that the House of Delegates adopt a scheduling order for consideration of and voting on the Report and accompanying proposed resolution, which may vary the time requirements set forth above.

**7. Applicability of Rules.** These rules do not apply to: reports relating to internal finance, governance or membership benefit issues of the Association, unless a majority of the Officers, in their discretion, decide that these rules or a variant of these rules should apply to a particular report; requests for *amicus* briefs; or requests to support, sponsor or oppose proposals to the American Bar Association House of Delegates. The Executive Committee and/or House of Delegates may consider and act on such reports or proposals without prior notice to the Reports Group.

**8. Reports to the Association.** Notwithstanding the foregoing, each Association Group shall retain its right under Article VI, Section 3(J) of the Bylaws to report to the Association at any time with the approval of the House of Delegates.



**RULES FOR THE FILING OF AMICUS CURIAE BRIEFS  
ON BEHALF OF THE  
NEW YORK STATE BAR ASSOCIATION**

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**Adopted by the NYSBA  
House of Delegates on June 28, 1975  
As Amended November 1, 1997**

**A. POLICY**

1. No Section or Committee shall file an *amicus curiae* brief. All *amicus curiae* briefs shall be filed in the name of the Association upon the approval of the Executive Committee and shall show as counsel, in addition to the person or persons actually preparing the brief, the President of the Association.
2. The costs of printing and filing an authorized *amicus curiae* brief shall be paid by the Association, but no fee shall be paid by it to any person for the preparation or review of such a brief.
3. Proposals to submit *amicus curiae* briefs shall not be publicized without the specific approval of the President or the Chair of the House of Delegates.

**B. APPROPRIATE CASES**

1. *Amicus curiae* briefs shall be addressed to issues of law alone and not to questions of fact. They shall be filed only in the appellate courts of the New York State or Federal judicial system or in the highest appellate court of another state.
2. An *amicus curiae* brief shall be authorized only when the proposed brief may be expected to make a significant contribution to the determination of the legal issues involved.
3. Except in cases where the court has specifically requested the views of the Association, the basis for filing of an *amicus curiae* brief should be that the position proposed to be taken in the brief is:
  - (a) Consistent with previously stated policy of the Association; or

- (b) Plainly one which would be supported by a large majority of the membership as a policy to be adopted by the Association; or
- (c) Of peculiar importance to the Association or to lawyers generally.

### C. APPLICATION TO THE EXECUTIVE COMMITTEE

1. Any Section or Committee of the Association, or any member of the Association, may apply to the Executive Committee, through the Executive Director of the Association, for approval of the filing of a proposed *amicus curiae* brief in the name of the Association. In the instance of a request to file a brief in the highest appellate court of another state, the application must be made by the President or the Chair of the House of Delegates. The Executive Director shall furnish copies of such application to the Executive Committee and to any Section or Committee appearing to have an interest in the subject matter, with a request that prompt and appropriate comment be made to the Executive Committee as to such application by any interested Section or Committee.
2. Unless the extraordinary procedures set forth in paragraph E shall be invoked, the application of an individual, Section or Committee shall be accompanied by:
  - (a) A copy of the complete brief, in final form as proposed for filing;
  - (b) A concise statement of the facts of the controversy, the status of the litigation, and the applicant's reasons for believing the case to be one calling for the Association's taking of the position proposed;
  - (c) In the case of an application by a Section or Committee, a statement showing how and when the application was authorized by the particular body, including a discussion of any dissenting views;
  - (d) A full disclosure of any personal or professional interest in the particular litigation or in the establishment of the position proposed to be taken in the brief, as to any individual application or as to any member of the governing body of a Section or Committee making an application.

### D. ACTION OF THE EXECUTIVE COMMITTEE

1. No *amicus curiae* brief shall be filed in the name of the Association without the prior, specific authorization of the Executive Committee.

2. If, in the opinion of the President of the Association, an application made to the Executive Committee stands no substantial chance of approval, the President may direct the Executive Director to canvass the Executive Committee by mail as to a recommendation that the application be denied. Unless three or more members of the Executive Committee shall respond by recommendation that the application be considered at a meeting of the Executive Committee, the application shall be considered as disapproved by the Executive Committee.
3. When a meeting is called for under the provisions of the preceding paragraph, and in all cases other than those governed by the extraordinary procedures of paragraph E, an application for authorization of an *amicus curiae* brief shall be considered at a regular or special meeting of the Executive Committee, held within a reasonable time after the circulation of the application to the Committee and the request for comment by an interested Section or Committee. If, in the judgment of the President, the meeting should be held before an interested Section or Committee can report formally on the application, the President may, at his or her option, either receive and convey to the Executive Committee any informal statement of the Chair of such Section or Committee or invite the Section or Committee Chair to appear, in person or by a representative, at the meeting of the Executive Committee and present a consensus of the views of such Section or Committee.
4. A majority vote of those present at a meeting of the Executive Committee shall be necessary for approval of an application for the filing of an *amicus curiae* brief. If the Executive Committee shall so approve an application in general or in principle, with the condition that additions or changes be made to the proposed brief submitted with the application, the President shall appoint a subcommittee of one or more members of the Executive Committee in this respect. Such subcommittee shall have authority to give or withhold final approval of the filing of the *amicus curiae* brief in the name of the Association, depending upon the compliance with the requirements of the Executive Committee for additions or changes.

#### **E. EXTRAORDINARY PROCEDURES**

1. If, in the opinion of the President of the Association, a complete and sufficient application under the requirements of paragraph C is obviously meritorious and an expedited decision is required, the President may direct the Executive Director to canvass the Executive Committee by telephone, electronic mail or fax, after circulating the application and without awaiting the comments or

reports of Sections or Committees, as to authorization of the proposed *amicus curiae* brief. An affirmative vote by a majority of the Executive Committee shall be required to authorize the filing of a brief by this procedure, PROVIDED HOWEVER: if three or more members of the Executive Committee shall respond by requesting that the application be considered at a meeting, the application shall be referred to a regular or special meeting of the Executive Committee.

2. Under unusual and compelling circumstances, the President may cause the application of a Section or Committee of the Association for authorization of an *amicus curiae* brief to be brought on before a regular or special meeting of the Executive Committee without the submission of a proposed brief in final form. The application shall otherwise comply as nearly as practicable with the other requirements of paragraph C: the application shall be circulated in advance to the Executive Committee and reasonable efforts shall be made to obtain the comments of other interested Sections or Committees. The Section or Committee making the application shall present a draft or synopsis of its proposed *amicus curiae* brief at the meeting of the Executive Committee if a copy of the proposed brief in final form is not then available. A majority vote of the members of the Executive Committee present at the meeting shall be required for authorization of the filing of an *amicus curiae* brief under this procedure and, if the proposed brief in final form is not approved at the meeting, the President shall appoint a subcommittee of one or more members of the Executive Committee to review any brief thereafter presented under the terms of approval thereof in principle. Such subcommittee shall have authority to give or withhold approval of the filing of the *amicus curiae* brief in its final form, depending on compliance with the standards or any terms stated by the Executive Committee. Such subcommittee shall also be charged with requiring that any brief thereafter prepared shall be of high professional quality and shall contain a fair representation of any policy position of the Association.

## F. MISCELLANEOUS

1. Any reference herein to authorization of the filing of an *amicus curiae* brief in the name of the Association shall include the execution and submission of appropriate requests or motion papers in the name of the Association for permission to file the same in any court.
2. These rules shall supersede the "Rules on Filing *Amicus Curiae* Briefs on Behalf of the Association" adopted by resolution of the House of Delegates on December 1, 1972, and shall take effect immediately. These rules shall be subject to amendment or revocation by any subsequent resolution of the



House of Delegates provided that timely notice of the subject matter is given in advance of the meeting at which such resolution is adopted.



**Rules for Commencement of Litigation  
on Behalf of the  
New York State Bar Association**

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**Adopted by the NYSBA  
House of Delegates on November 1, 1997**

**A. Policy**

1. These Rules govern the commencement of litigation by the New York State Bar Association in those instances in which the Association may be considered an appropriate entity to act on behalf of its members. These Rules do not govern litigation commenced in the normal course of business to which the Association may be a party.
2. No Section or Committee is authorized to commence litigation on its own behalf or on behalf of the Association. All litigation commenced pursuant to these Rules shall be conducted in the name of the Association upon the approval of the Association's Executive Committee.
3. Proposals for commencement of litigation shall not be publicized without the specific prior approval of the President or the Chair of the House of Delegates.

**B. Appropriate Cases**

1. Litigation shall be commenced solely in New York State or Federal courts.
2. The basis for commencing litigation in the name of the Association should be the following:
  - a. The issues presented are of unique significance to the Association or to lawyers generally; consistent with previously stated policy of the Association; or likely would be supported by a large majority of the membership.
  - b. The interests sought to be protected are germane to the Association's purposes as stated in its Bylaws.
  - c. Individual members of the Association would have standing to commence the litigation, but neither the claim presented nor the relief requested require the participation of individual members.

### **C. Application to the Executive Committee**

1. Any Association Section or Committee, individual Association member, or head of a New York State governmental authority, may apply to the Executive Committee, through the President, for approval to commence litigation in the name of the Association. Copies of such application shall be furnished to the Executive Committee and to any Section or Committee likely to have an interest in the subject matter, with a request that prompt and appropriate comment be made to the Executive Committee.
2. The application of an individual, Section, Committee or government official shall consist of the following:
  - a. A concise statement of the facts of the controversy, the applicant's reasons for believing the controversy to be one calling for the Association to take legal action, the basis on which the Association would have standing to commence litigation, and the relief to be sought by the Association.
  - b. In the case of an application by a Section or Committee, a statement showing how and when the application was authorized by the particular body, including a discussion of any dissenting views.
  - c. A full disclosure of any personal or professional interest in the proposed litigation by the individual or entity making the application.

### **D. Action of the Executive Committee**

1. No litigation shall be commenced in the name of the Association without the prior, specific authorization of the Executive Committee.
2. If, in the opinion of the President and the Chair of the House of Delegates, an application to the Executive Committee stands no substantial chance of approval, they may disapprove the application and shall so advise the submitting individual or group.
3. When a meeting is called for under the provisions of the preceding paragraph, and in all cases other than those governed by the extraordinary procedures of paragraph G, an application for the authorization of litigation shall be considered at a regular or special meeting of the Executive Committee, held within a reasonable time after the circulation of the application and the request for comment by interested Sections or Committees. If, in the judgment of the President, the meeting should be held before an interested Section or Committee can report formally on the application, the President has the option to either receive and convey to the Executive Committee any informal statement of the chair of such Section or Committee or invite the Section or Committee chair to appear, in person or by a representative, at the meeting of the Executive Committee and present the views of such Section or Committee.

4. The individual applicant, government official or representative of the Section or Committee making application for commencement of litigation shall appear before the Executive Committee in the course of the committee's consideration of the application.
5. A two-thirds vote of those present at a meeting, but no less than a majority of the full Executive Committee, shall be necessary for approval of an application for commencement of litigation. In appropriate circumstances, the Executive Committee may forward the application to the House of Delegates for consideration and approval.

#### **E. Appointment of Subcommittee**

1. If the Executive Committee approves an application for commencement of litigation, the President shall appoint a subcommittee consisting of two or more members of the Executive Committee, including the President, to oversee the litigation process. The subcommittee shall have the authority to make decisions regarding the retention of outside counsel to represent the Association and the conduct of the litigation.
2. The President shall report the Executive Committee's authorization of litigation to the House of Delegates, and thereafter shall report to the Executive Committee and the House of Delegates on a regular basis regarding the status of the litigation.

#### **F. Retention of Outside Counsel**

1. The Association shall enter into a written retainer agreement with any outside counsel selected by the appointed subcommittee of the Executive Committee, specifying the scope of services to be rendered, the scope of the Association's involvement in the conduct of litigation, and the terms of counsel's compensation and the reimbursement of expenses. The retainer shall set forth the names of the subcommittee members empowered to make decisions on behalf of the Association regarding the conduct of the litigation.
2. In making decisions regarding the retention of outside counsel, the subcommittee shall require that papers submitted on behalf of the Association shall be of high professional quality and contain a fair and accurate representation of relevant policy positions of the Association.

#### **G. Extraordinary Procedures**

If, in the opinion of the President of the Association, unusual and compelling circumstances exist to warrant expedited consideration of an application by the Executive Committee, the President may direct the Executive Director to circulate the application to the Executive Committee without awaiting the comments or reports from other Sections or Committees. A meeting of the Executive Committee shall be held as soon as practicable following the circulation of the application.

## **H. Effective Date**

These rules shall take effect immediately. Nothing in these rules shall supersede or affect the “Rules on Filing Amicus Curiae Briefs on Behalf of the Association,” adopted by the House of Delegates on June 28, 1975 and as subsequently may be amended. These rules shall be subject to amendment or revocation by any subsequent resolution of the House of Delegates provided that timely notice of the subject matter is given in advance of the meeting at which such resolution is to be considered.

## NYSBA Guidelines for Effective Advocacy

### Introduction

If the New York State Bar Association's advocacy activities are to be effective, we must deliver clear, concise, and coherent "messages" to state and federal public officials based on the general interests of the entire Association. Responsibility for the Association meeting this objective lies with the Association's Department of Governmental Relations (Governmental Relations). Governmental Relations, with lawyers long experienced in legislative advocacy, is at the center of all of our legislative activities, both in Albany and in Washington.

To enable Governmental Relations to carry out its functions, it is essential that sections and committees coordinate all of their legislative activities with Governmental Relations' lawyers. This means that no section or committee should contact or communicate with any local, state or federal official except through or with the guidance of Governmental Relations.

This is important for several reasons. First, the New York State Bar Association is registered with the state as a lobbying organization<sup>1</sup>. For this purpose, the Association is one entity, including all of its sections and committees. The Lobbying Act, which applies to us, is quite technical and requires periodic reporting to the Joint Commission on Public Ethics (JCOPE). We must report all contacts with legislators, executive agencies and the Governor's office, including those made by sections and committees. Compliance with the law is of the utmost importance.

Further, the Association is perceived by those with whom we communicate, such as legislators, the Governor, other public officials and the media, as a single organization. Most outsiders do not fully understand the Association's section and committee structure, and as a consequence do not always appreciate the distinction between communications from the Association itself and those from its sections and committees. As a consequence, the Association needs to coordinate all of its legislative activities through Governmental Relations. Sections and committees can and should be engaged in legislative matters, but we must make sure that everything we do in terms of our many and varied legislative activities is beneficial, rather than detrimental, to the entire Association.

Moreover, many of the policy issues of interest to the Association and its sections and committees are within the purview of a limited number of legislators, such as the leaders and the chairs of the Judiciary and Codes committees. The Association has established a good working relationship and regularly interacts with those holding these positions. It is important that sections and committees work with Governmental Relations to navigate the legislative process and ensure that the integrity of these relationships remains intact.

In general, Governmental Relations, working with the leadership, is in the best position to maximize our efforts, marshal the resources available for our legislative work and ensure compliance with the law.

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<sup>1</sup> Most of the Association's lobbying activities focus on legislation and the Legislature, but lobbying as defined under state law also covers administrative regulations and most other public officials.

Governmental Relations regularly reports to the Association leadership, which is ultimately responsible for assuring that the Association maximizes its effectiveness, both in Albany and in Washington. Governmental Relations needs to be aware of all of the efforts of our sections and committees to effectively keep the leadership informed.

The following are examples of activity by a section, committee, or individual member that would be problematical:

- Distributing to state or federal public officials any legislative proposal that has not been approved by the Association's Executive Committee and/or House of Delegates;
- Releasing any report, memorandum, op-ed or statement to the public without appropriate notification to and approval by the President; or,
- Independently contacting state or federal public officials to advocate a position on legislation or a proposed administrative regulation.

### GUIDELINES

With this in mind, the Executive Committee hereby adopts the following guidelines:

1. **DEVELOPMENT OF NYSBA LEGISLATIVE PROPOSALS** – It is essential that sections and committees communicate with Governmental Relations regarding to issues that they plan to address, as well as their timetable. Governmental Relations will work with the sections and committees in navigating our policy-development process. Any legislative proposal from a section or committee must be submitted to and approved by the Executive Committee and/or the House of Delegates before it can be submitted to the Legislature. Once approved, it becomes a policy of the Association, not the submitting section or committee.
2. **PROMOTING APPROVED NYSBA PROPOSALS** – After a proposal has been approved it becomes a policy of the Association, with advocacy conducted or overseen by the leadership. The section or committee that initiated the proposal should anticipate working with Governmental Relations to assist in its promotion in the Legislature. There cannot be any section or committee activity independent of this process.
3. **SUPPORTING AND OPPOSING NON-NYSBA LEGISLATIVE PROPOSALS**  
- Under the Association bylaws, sections and committees may support or oppose proposals pending in the Legislature without obtaining Executive Committee or House approval. However, this authority is not absolute, and is subject to the general supervisory authority of the Executive Committee over sections and committees set forth in the bylaws. Several issues need to be addressed before a section or committee may submit a memorandum or other document in support of or in opposition to a pending proposal or take any other action.

To ensure that the position to be taken does not conflict with a previously adopted policy of the Association, a proposed memorandum must be reviewed by the President. To allow this process to work, any document that a section or committee wishes to issue

supporting, opposing or commenting on a pending proposal must be submitted to Governmental Relations. Under our bylaws, the President has five business days within which to complete the review.

In addition, since the Association's overall legislative efforts need to be coordinated, no one bill or policy can be considered in a vacuum. For example, timing is very important. If we are to be effective, we must make our submissions to the Legislature at the opportune time for maximum impact and they need to be directed to those members who are likely to have a significant role in the outcome. Thus, Governmental Relations, working with the leadership, is in a position to maximize our efforts and marshal the resources available for our legislative work. Prioritizing these efforts must be done centrally.

Another concern is the tone or appropriateness of a legislative memo. Everything we submit to the Legislature affects our relationship with its members and how the Association is viewed. The Association's overall interests require that we submit lawyer-like substantive memos. Memoranda that are personally critical of public officials, inappropriate in tone, or purely political do not present us well. We have the respect of the Legislature because we present substantive, thoughtful arguments. If we lose that respect we will have lost our most precious resource.

4. DELIVERY OF "MESSAGE" – Upon receiving a document that Governmental Relations believes may present the type of issues described above, Governmental Relations shall forthwith submit the document to the President. After consultation with Governmental Relations and the leadership of the section or committee submitting the document, the President may direct that the document be publicly released with such changes as may be agreed upon by the President and such section or committee. If there is not agreement as to such changes, or if the President believes that the document should not be released, the President shall call a meeting of the Executive Committee of the Association by telephone conference as soon thereafter as practicable. At such meeting, the section or committee submitting the document shall be entitled to make a presentation in support of its view. The Executive Committee may decide to amend or withhold the document from public release, or to take such other action as it may determine is in the best interests of the Association. If the actions taken by the Executive Committee are not acceptable to the section or committee submitting the document, such section or committee may elect to withdraw the document from public release by notice to the President. If the President is not available at any time during the process, the President-elect may act on behalf of the President to the extent necessary to avoid undue delay.

5. COMPLIANCE WITH THE LOBBYING LAW – Since the Association is registered to lobby in the State, we are required to periodically report all of our contacts with the Legislature and administrative agencies. These reports are drafted by Governmental Relations. Thus, it is essential that Governmental Relations know of every contact by any member with the Legislature or any other public official if it relates to an Association matter. Consequently, no member may have any legislative contact except through Governmental Relations. There is no other manner of compliance with the law.



Any violation of this requirement puts the Association at risk of a violation and a monetary penalty.

6. GIFTS – As a lobbying organization, we are prohibited from giving a “gift” to any public official. Under the statute, a gift is anything of value, although there are exceptions. The law is quite technical, but the basic rule is not to give any gift, which includes food, drink and entertainment, to any public official. Should an issue arise, Governmental Relations can advise you.

7. SUGGESTIONS FOR SECTIONS AND COMMITTEES -

a. Sections should create a small legislative committee that will provide expertise and continuity from year to year. Involve the section chair in communication on legislative priorities and in coordinating activities. Involve the section chair-elect in order to maintain continuity from year to year.

b. Consider involvement, coordinating with Governmental Relations, in the following areas:

- commenting on pending legislation by issuing memoranda, using the process described above;
- drafting and promoting affirmative legislative proposals;
- meeting with legislators and their staff regarding particular issues;
- analyzing and preparing “white papers” on legislative issues

c. When the Legislature is in recess (generally from July-December), set priorities. Identify major issues and goals for the upcoming legislative session. Part of this issue-identification process is consideration of whether a topic or a particular report produced by the section or committee may be of interest to the news media. Contact Department of Media Services and Governmental Relations to discuss particular issues and reports. Such contact should be early in the process, before release of the final product.

d. Consider asking that a proposal previously approved by the Executive Committee or House of Delegates become an Association legislative priority. Keep in mind that when the Legislature is not in session is the time when the Association conducts its process for identifying legislative priorities for the following legislative session. Requests for priorities are submitted during the summer to Governmental Relations, as the committees that set the priorities meet in the early fall. The Executive Committee usually finalizes the priorities for the upcoming session later in the year.

e. The Legislature is a “political institution” that does not operate by the same model and timetables used by most business or professional institutions. To be effective, recruit members who have had experience with the legislative

process to work with Governmental Relations. In addition, create a mechanism for rapid and effective response at certain times, especially during critical stages of the legislative session. These include the adoption of the budget in late March and end of session in June.

f. As noted, the Association is a registered lobbying organization. You should call Governmental Relations with specific questions about compliance with the Lobbying Act.

# NEW YORK STATE BAR ASSOCIATION

## GOVERNANCE AT A GLANCE

Action of Section	NYSBA Executive Committee Approval	House of Delegates Approval	Finance Committee Approval	Coordination and Consultation with Governmental Relations Department and NYSBA Leadership
Amend Section Bylaws	✓			
Annual Section Budget	✓	✓	✓	
Expenditure of Surplus Funds			✓	
Modify Section Dues Structure			✓	
Develop Affirmative Legislative Proposals*	✓			✓
Issuance of Position, Statement or Report Regarding Legislative Action**				✓ 5-day Rule Applies
Promoting Approved NYSBA Proposals				✓
Supporting or Opposing Non-NYSBA Legislative Proposals				✓ 5-day Rule Applies
Compliance with Lobbying Law				✓
Gifts to Public Officials (prohibited except under limited circumstances)				✓

\* Proposals that are expected to have broad interest may also be brought to the House of Delegates.

\*\* Any communication to the President of the United States or White House officials may be submitted only by the President of the Association.

# NYSBA STRUCTURE AND GOVERNANCE

## House of Delegates

The control and administration of the NYSBA is vested in the House of Delegates, the decision and policy-making body of the Association. The House meets four times a year (January, April, June and November). Action taken by the House of Delegates becomes official NYSBA policy.

At the present time, the House of Delegates is composed of approximately 300 members. A simple representational formula allows for the diverse voices of lawyers within the state to be represented.

## Executive Committee

The 30-member Executive Committee has the authority to act and speak for the NYSBA, consistent with previous action of the House of Delegates, when the House is not in session. It also approves affirmative legislative proposals drafted by Sections and Committees.

The Executive Committee meets quarterly and at other times as necessary. The Executive Committee is composed of the President, President-Elect, Treasurer, and Secretary of the Association. In addition, there are vice-presidents from each of the thirteen judicial districts in the state (the 1st district has two vice presidents) and eleven members-at-large. The immediate past president is also a member of this body. All officers are elected to serve one-year terms.

## OFFICERS

Nominations of candidates for all offices are submitted by the NYSBA Nominating Committee. NYSBA officers are elected by the House of Delegates and include the President, President-Elect (who automatically becomes President the year following that of election), Secretary, and Treasurer.

### The President

Serves for one Association year, from June 1 to May 31. The President and his or her designee is the official spokesperson in expressing policy of the Association as determined by the House of Delegates. Unless otherwise provided, the President appoints the chairs and members of committees of the Association.

### The President-Elect

Serves a term of one Association year, from June 1 to May 31, chairs the House of Delegates, and performs such other duties as the President may assign, or the duties of the President, should the President become disabled and unable to perform the duties of office.

## Finance Committee

The Finance Committee is responsible for the continuing supervision of all of the financial affairs of the Association (except those specifically assigned to the Audit Committee). The Finance Committee prepares the budget for submission to the House of Delegates. The six members of the Finance Committee are appointed by the President. The President, President-Elect, Treasurer and Immediate Past President serve as ex officio members and are entitled to vote on deliberations of the Committee.

## NYSBA Committees

The NYSBA Committees listed in the Bylaws have specific functions to perform that are essential to the harmonious operation of the organization. The House of Delegates, the Executive Committee or the President may designate additional committees of the Association. The President annually appoints the members, designates the chairs and fills vacancies in committees of the Association (except as otherwise provided for in the Bylaws).

## NYSBA Sections

NYSBA Sections are established by the House of Delegates. Each Section may adopt Bylaws, not inconsistent with the Bylaws of the Association, but such Bylaws become effective only upon approval by the Executive Committee. Each Section may create committees of the Section relating to particular branches of the Section.

**NYSBA Social Media and Digital Communications Policy  
Approved by the NYSBA Executive Committee January 2020**

**A. Policy Statement**

The New York State Bar Association (“NYSBA” or “the Association”) recognizes that the internet, electronic communications and social media are changing communication and information delivery. This policy is designed to foster responsible, constructive communications via social media for members of the Association.

This policy is intended to conform to the laws of New York State and the United States. It should be interpreted in a manner consistent with NYSBA bylaws and policies, including the Code of Conduct of the New York State Bar Association already in place. This policy also complements the Association’s guidelines for use of bulk e-mail for communications to members. A separate policy for Association staff has been developed as an addendum to the Employee’s Handbook.

**B. Guiding Principles**

1. Effectively managing and protecting NYSBA’s confidential information is a critical responsibility for all members. You must not speak or otherwise imply that you are acting on behalf of the NYSBA or that you have an official NYSBA opinion unless authorized to do so. Communications made through social media do not constitute a legal or official notice or comment to NYSBA or any official or employee of NYSBA for any purpose.
2. NYSBA Social Media Sites: Only those officially designated in item “a” below or by NYSBA’s executive director or his or her designee can use social media to speak on behalf of NYSBA, though any member may use social media to speak for themselves individually.
  - a. Those officially designated to use social media to speak for the Association are the Officers of the Association, the Executive Director, the Social Media and Web Content Manager and the Managing Director of Marketing & Communications or his or her specific designee - an employee who is a direct report to the Director and who has received training on social media and media services.
  - b. NYSBA will maintain the official NYSBA presence on any social media/social networking site and may, at its discretion, create sites for various entities, such as Sections or Committees. Only NYSBA staff designated as social media administrators (the social media and web content manager or a designated staff member from Marketing and Communications) may create official NYSBA social media sites. NYSBA reserves the right to have any unofficial pages removed by the social media/social networking site.
  - c. The use of the NYSBA name, logo, trademarks or other branding elements on social networking sites is limited to NYSBA’s official sites only; the NYSBA name, logo, trademarks or other branding elements should be added to such sites only by NYSBA staff designated as social media administrators. All use of NYSBA’s name, logo, trademarks or other branding elements must comply with existing NYSBA graphic standards and trademark/service mark policies.
  - d. Staff liaisons authorized by the Executive Director may post social media communications on behalf of a group to which they are liaison. The liaison must confine him or herself to posting only information specific to the Section or Committee to which they are assigned as liaison and only to the social media accounts specific to that entity.
  - e. NYSBA members and Section and Committee members are encouraged to interact with NYSBA’s social media channels and to participate in NYSBA’s social media platforms. Any member may post to a NYSBA social media group of which they are a member if that social media channel allows for posting.

3. Misrepresentations made about NYSBA by the media or analysts should be brought to the attention of the Managing Director of Marketing and Communications; the Managing Director or his or her designated representative will handle any response in consultation with the Executive Director. Misrepresentations made about NYSBA by bloggers or other social media communications on any forum, network, group, etc. should be brought to the attention of the Social Media and Web Content Manager, who will handle a response in consultation with the Executive Director and other NYSBA staff as appropriate.
4. Guidelines for member use of various social media channels:
  - a. NYSBA trusts and expects members to exercise personal responsibility and to act professionally whenever they use social media in any manner related to NYSBA.
  - b. NYSBA members are encouraged to become followers of NYSBA's social media vehicles. Members are welcome to comment using their own "handles" or accounts but should remember that they are being viewed in their professional capacity and should submit their comments accordingly and in accordance with the guidelines in this policy.
  - c. NYSBA reserves the right not to friend, follow, like or link to any social media accounts for any reason.
  - d. NYSBA members should always be aware that their communications on social media are neither private nor temporary. Social Media communications live online indefinitely, and they may be visible to a broader audience than one may intend.
  - e. NYSBA social media sites exist for the exchange of substantive, topical information by, between and for NYSBA members. Negative or harmful conduct is prohibited, including but not limited to flame wars, *ad hominem* attacks, advertising not related to NYSBA or any types of commercial solicitations. Posts are subject to libel, slander, and antitrust laws.
  - f. NYSBA members should not post on NYSBA Social Media sites:
    - i. information containing or linking to libelous, defamatory or harassing content, even by way of example or illustration;
    - ii. information that is confidential or proprietary to NYSBA, NYSBA's affiliates, or NYSBA's members;
    - iii. anything that would bring or tend to bring the Association into disrepute;
    - iv. use the NYSBA brand to endorse or promote any product, opinion, cause or political candidate unless such use is authorized by the NYSBA president or NYSBA Executive Committee;
  - g. By posting content to a social media platform, you warrant and represent that you either own or otherwise control all of the rights to that content, including, without limitation, all the rights necessary for you to submit the content.
  - h. Members who post to blogs must also comply with [NYSBA's Blogging Policy](#).
  - i. Members who post to Communities must also comply with [NYSBA's Communities Policy](#).
5. All members are reminded that they are to abide by the principles of the New York Rules of Professional Conduct, including attorney obligations with regard to competency, advertising, privilege, and client confidences, and this policy is complementary to the Rules.
6. NYSBA encourages transparency and honesty in its activities. Members must use their real names in any social media communication that involves Association-related topics. The use of pseudonyms and aliases is not permitted for communication that involves Association-related topics.
7. Compensation and Incentives:
  - a. NYSBA does not pay bloggers or anyone else outside of NYSBA to write endorsements or create fake or misleading social media communications
  - b. NYSBA does not purchase inbound links, participate in link bartering exchanges or use the promise of inbound links to try to convince individuals to create positive social media communications about or on behalf of the Association

8. NYSBA's sections and committees draft documents for internal consideration and governance of those sections and committees and for the Association. They also draft statements, proposed rules and a wide variety of position papers, reports and other documents meant to influence a wide variety of people and interests.
9. NYSBA supports open communication, however, open communication must be balanced with the understanding that a draft that is still in the formulation stage has not reached a state where the group drafting the document has reached consensus on the position taken by the draft. It is contrary to an open and thoughtful deliberation process to post drafts in an area of the **NYSBA website or elsewhere** that is accessible to more than the immediate group drafting the document. In general, a group drafting a document should refrain from posting the internal Section or Committee deliberations, including drafts, in any public online forum or format. Forums appropriate for discussion of drafts in formulation stage include NYSBA Communities and collaborative workspaces provided by NYSBA. Draft reports intended for consideration by the Executive Committee and/or House of Delegates should be submitted to the Association in accordance with the NYSBA reports policy.
10. NYSBA members using social media channels with respect to NYSBA business are expected to do so without infringing the rights or property of others.
11. NYSBA members must not use social media channels to discuss NYSBA's legal matters, litigation, its financial performance or other confidential information unless specifically authorized by the NYSBA leadership. See [NYSBA Ethics Opinions](#) page for further guidance.

### **C. Enforcement**

12. Failure to comply with this policy may result in:
  - a. Removal of content
  - b. Withdrawal, without notice, of access to information and/or information resources.
  - c. Discontinuance of unauthorized social media accounts.
  - d. Disciplinary action in accordance with NYSBA bylaws and policies.

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## Appendix A - Definitions

1. Social Media Networks and Forums – Communities, blogs, Facebook, Twitter, LinkedIn, Instagram, YouTube, wikis, social networks, social bookmarking services, user rating services and any other online applications, sharing or publishing platform, whether accessed through the web, a mobile device, text messaging, email or any other electronic communications platform.
2. Social Media Account – A presence or participation in a social networking channel.
3. Social Media Communications – Communities, blog posts, blog comments, status updates, text messages, posts via email, images, audio recordings, video recordings or any other information made available through a social media channel. Social media communications are the information and data a user distributes through a social media channel, usually by means of their social media account.
4. NYSBA-related Topics – Examples of NYSBA-related topics include news and information about our businesses, members, affinity partners, products and services, as well as the categories in which we compete.
5. Official Content – Content created and made available by NYSBA.
6. Inbound Links – An inbound link is a hyperlink that transits from one domain to another. A hyperlink that transits from an external domain to your own domain is referred to as inbound link. Inbound links are important because they play a role in how search engines rank pages and domains in search results.
7. Link Bartering Exchanges – Trading or purchasing inbound links from other domains exclusively for the purposes of lifting your domain in search engine page results.
8. NYSBA Branding Elements – Branding elements refer to the name, logo, trademarks and other intellectual property of NYSBA.



## NYSBA BLOGGING POLICY

**Approved by the NYSBA Executive Committee January 2020**

### BLOG APPROVAL PROCESS

The New York State Bar Association (NYSBA) has dedicated a portion of its website to blogs ([www.nysba.org/blogs](http://www.nysba.org/blogs)). If a NYSBA section, committee, or other NYSBA entity would like to set up a blog page, they must email [webmaster@nysba.org](mailto:webmaster@nysba.org) for approval to start a blog page. NYSBA can approve or decline a proposal for a blog page for any reason. If approved, NYSBA will set up a blog page for that Section, committee or NYSBA entity.

### BLOG ADMINISTRATION

1. Approved NYSBA entities should appoint a blog administrator (or more than one) from the group to be the primary blogger(s). Blog posts should be “signed” by the person making the post in the event the blog is written by multiple parties using a common login. For blogs with multiple logins the system indicates the name of the contributor. Sections and Committees may have more than one blog (at the discretion of NYSBA). The creation of all blogs requires the approval of the Section or Committee chair.
2. All approved blog pages, must include a header at the top of the blog page, which states, “*The opinions expressed and statements made by the bloggers are those of the blogger alone and do not necessarily reflect the opinions of NYSBA, its sections, committees, special committees or subcommittees or any employee or other member thereof. Posts or portions thereof are not intended to represent legal advice of any kind.*”
3. Blog administrators should consult with their staff liaison with regard to any questions about posts.
4. Blog administrators should ensure that content is uploaded to the blog on a regular basis, preferably at least one post per month. If there is inactivity on a blog page that exceeds one year, NYSBA, at its discretion, will give notice to the NYSBA entity that the blog will be removed from the NYSBA website.
5. All blog submissions, including comments, become the property of NYSBA which reserves the right to reproduce these entries in any format currently known or to be developed in the future.
6. NYSBA is the publisher of all blogs and as such retains the right to edit or remove any submission for style, content, clarity, brevity, usage, or any other reason. NYSBA reserves the right to only publish comments relevant to the conversation.

### BLOG GUIDELINES

1. NYSBA blogs exist for the purpose of expanding the body of knowledge relating to positions of the Bar Association and have no commercial intent or purpose. NYSBA Sections, committees, and other NYSBA entities with approved blog pages are invited to blog on topics of interest to the NYSBA membership and the public at large.
2. Use of a NYSBA blog should not be construed as any type of contract or employment. Blog contributions are strictly voluntary and should not be considered works for hire. Contributors will receive no consideration for their work.

3. As the publisher, NYSBA encourages thoughtful and cogent blog posts and insightful commentary. Blog posts that become personal, resort to inappropriate language, or do not support the overall mission of NYSBA will not be published or will be removed. Comments will only be published if they directly relate to the blog post to which they are attached and comply with the above standards.
4. By posting content to a blog, you warrant and represent that you either own or otherwise control all of the rights to that content, including, without limitation, all the rights necessary for you to submit the content. If you would like to post certain content on the blog that was originally posted elsewhere, please send an email to [webmaster@nysba.org](mailto:webmaster@nysba.org).
5. When crafting posts, do not provide legal advice. Contact [webmaster@nysba.org](mailto:webmaster@nysba.org) or your staff liaison if you ever have questions on this point.
6. Use caution when discussing actual matters or litigation on the blogs (even as a hypothetical). Blogs are not confidential communications. Messages may be seen by other parties, government agencies, or opposing counsel.
7. Blog administrators and bloggers are encouraged to post links to their blog posts to personal and NYSBA-sanctioned social media accounts in order to encourage traffic to the blog post.
8. Posts are subject to libel, slander, and antitrust laws.
9. Blog administrators and members who utilize NYSBA's Blog pages must also comply with the provisions of NYSBA's Social Media and Digital Communications Policy.
10. NYSBA reserves the right to terminate access to any user who does not abide by this policy.

## NYSBA Communities Policy

Approved by the NYSBA Executive Committee January 2020

Thank you for being part of a New York State Bar Association (“NYSBA”) Communities. In order to join and use one or more NYSBA Communities, you must read the policy set forth below and accept the acknowledgement below.

You also agree to reserve discussions, shared files and content to that best suited to the medium. This is a great medium with which to solicit the advice of your peers, benefit from their experience, and participate in an ongoing conversation. Questions should be directed to our Member Resource Center via [webmaster@nysba.org](mailto:webmaster@nysba.org).

Please take a moment to acquaint yourself with this policy. If you have questions, contact NYSBA’s Member Resource Center at [webmaster@nysba.org](mailto:webmaster@nysba.org). In order to preserve a climate that encourages both civil and fruitful dialogue, we reserve the right to suspend or terminate membership in this Community for anyone who violates these rules.

### **DISCUSSION GROUP ETIQUETTE & RULES OF CONDUCT**

1. Only send a message to the entire group when it contains information that everyone in your community can benefit from. Send messages such as “thanks for the information” or “me too” to individuals—not to the entire group. Do this by using the “*Reply to Sender*” link (instead of “*Reply to Group*.”)
2. Include a signature tag on all messages. Include your name, affiliation, location. If you are not a licensed attorney, please note that in your signature line in every post to the Communities.
3. State concisely and clearly the topic of your comments in the subject line. This may include common abbreviations or “hashtags” such as LPM, LIT, or CORP. This allows members to respond more appropriately to your posting and makes it easier for members to search the archives by subject.
4. Include only the relevant portions of the original message in your reply. Delete any header information and put your response before the original posting.
5. Do not post administrative messages, such as “remove me from the group.” Instead, use the web interface to change your settings or to remove yourself from a group. If you are changing e-mail addresses, you do not need to remove yourself from the group and rejoin under your new e-mail address. Simply change your settings.
6. Warn other Community subscribers of lengthy messages either in the subject line or at the beginning of the message body with a line that says “Long Message.”
7. Don’t challenge or attack others. The discussions and comments are meant to stimulate conversation not to create contention. Let others have their say, just as you may.
8. Don’t post commercial messages in any Community. This includes advertising or promoting non-

NYSBA CLE programs.

9. Information posted to a Community or its library is available for all members of the group to see, and comments are subject to libel, slander, and antitrust laws.
10. Use caution when discussing actual matters or litigation (even as a hypothetical). The Communities are confidential forums. Posts may be seen by other parties, government agencies, or opposing counsel.
11. All defamatory, abusive, profane, threatening, offensive, or illegal content is strictly prohibited.
12. The Communities are not the place for discussion of partisan politics, world politics, terrorism, and war. No political editorials, articles or links thereto, may be posted to unless related directly to legislation or a specific legal topic.
13. Do not distribute through the Communities any content such as, petitions for signatures, solicitations of users, promotional materials, chain letters or letters relating to pyramid schemes, advertising or solicitations for funds, political campaigning, mass mailings, any form of unsolicited commercial or promotional email ("spam") or an offering of lawful or fraudulent goods, services, schemes or promotions.
14. Do not post anything that you would not want the world to see or that you would not want anyone to know came from you. Please note carefully all items listed in the disclaimer and legal rules below, particularly regarding the copyright ownership of information posted.
15. Participants are asked not to share content outside the community unless they obtain the consent of the author.
16. Post should be made only to the most appropriate Communities or libraries. Do not spam several Communities or libraries with the same message.
17. Posts may not encourage or facilitate members to arrive at any agreement that either expressly or impliedly leads to price fixing, a boycott of another's business, or other conduct intended to illegally restrict free trade. Posts that encourage or facilitate an agreement about the following subjects are inappropriate: fees, prices, discounts, or terms or conditions of sale; salaries; profits, profit margins, or cost data; market shares, sales territories, or markets; allocation of customers or territories; or selection, rejection, or termination of customers or suppliers.
18. Do not post any information or other material protected by copyright without the permission of the copyright owner. By posting material, the posting party warrants and represents that he or she owns the copyright with respect to such material or has received permission from the copyright owner. In addition, the posting party grants NYSBA and users of this site a nonexclusive and transferrable right and license to display, copy, publish, distribute, transmit, print, and use such information or other material.
19. This site is provided as a service for NYSBA members. NYSBA is not responsible for the opinions and information posted on this site by others. We disclaim all warranties with regard to information posted on the Communities; this disclaimer includes all implied warranties of merchantability and fitness. In no event shall NYSBA be liable for any special, indirect, or consequential damages or any damages whatsoever resulting from loss of use, data, or profits, arising out of or in connection with the use or performance of any information posted on this site.
20. NYSBA does not actively monitor the site for inappropriate postings and does not on its own undertake editorial control of postings. However, in the event that any inappropriate posting is

brought to the attention of NYSBA, appropriate action will be taken. NYSBA reserves the right to remove discussion threads, including all posts, related to any content that is in violation of this policy. NYSBA reserves the right to terminate access to any user who does not abide by this policy.

21. Participants in Communities must also comply with NYSBA's Social Media and Digital Communications Policy.

## **Guidelines on Statements to the Media**

- A. Written media releases relating to policy or positions of the New York State Bar Association (Association) shall be cleared by the Association President or authorized designee.
- B. Written media releases relating to Section or Committee activities and not involving Association policy or positions shall be cleared by the appropriate Section or Committee Chair, the Association President or authorized designee, and shall be prepared and distributed by the Association's Department of Media Services and Public Affairs. All such releases shall make it clear that the position stated or opinion expressed is that of the Section or Committee and not that of the Association, unless authorized by the Executive Committee or the House of Delegates.
- C. Media inquiries regarding Association policy or positions shall be referred to the Department of Media Services and Public Affairs. Media inquiries directed to the Association shall be handled by the Association President, the Executive Director, the Director of the Department of Media Services and Public Affairs, or other authorized staff person or, when appropriate, by a Section or Committee Chair, or other authorized designee.
- D. Media inquiries regarding Section or Committee activity, not involving Association policy or positions, shall be referred to the Department of Media Services and Public Affairs before a response is provided. They may be answered by a Section or Committee Chair when authorized, but all such public statements should make it clear that the position stated or opinion expressed is that of the Section or Committee and not that of the Association unless otherwise authorized by the Executive Committee or the House of Delegates as referenced in Paragraph B.
- E. A Section or Committee Chair must advise the Department of Media Services and Public Affairs that he or she:
  - 1. Would like to make a public statement; or
  - 2. Has been contacted by the media for a public statement.

The Department of Media Services and Public Affairs will work with the Chair to develop the public statement, if such a statement is appropriate under the circumstances.
- F. Committee members speaking or writing on their own behalf, and not on behalf of the Committee, may not identify themselves as Committee members.

**GUIDELINES FOR STAFF LIAISONS  
AND COMMITTEES  
(Approved by the Executive Committee June 23, 2005; Amended by the Executive  
Committee October 28, 2021)**

**INTRODUCTION**

Standing committees are an essential part of the Association. The active involvement and personal commitment of countless standing committee members provide the Association with an unparalleled leadership position within the legal profession. To maintain this advantageous position, it is imperative that each staff liaison take an active role in coordinating the activities of assigned committees to facilitate the provision of meaningful, relevant, and outstanding services to the members.

Standing committees are similar in scope and purpose to NYSBA sections and task forces. NYSBA membership is a prerequisite for service in sections, task forces, and standing committees of the Association. However, standing committees differ from both sections and task forces in several keyways.

Sections focus on specific areas of practice or work setting and range in size from 300 to 4,500+ members. Each section draws its membership from lawyers or judges with common professional interests. Sections address professional development, improvement of laws, and continuing legal education in a variety of substantive law fields. Each section has its own officers, dues schedule, and committees of the section. Sections, subject to a few limitations such as the age requirements for the Young Lawyers Section and 50+ Section, are generally open to all members of the Association. Members of the Judicial Section must be active members of the judiciary.

Task forces are smaller, limited-scope groups formed by the Executive Committee or Association President to engage in a timely review of pressing legal issues or matters pertaining

to the governance of the Association. This usually includes the preparation of a substantive policy-based report and recommendations within the term of the President who established the task force. Standing committees, in contrast, have smaller memberships and generally focus on specific assignments or issue-focused areas, such as Animals and the Law, Law Practice Management, or Membership. Committees are created by the House of Delegates, the Executive Committee, or the President, and are periodically reviewed by these bodies and by the Committee on Committees. The mission, work, and function of committees are governed by Article VI of the Association Bylaws. Any questions on the Bylaws, or on the general governance of committees, should be directed to the General Counsel and the Deputy General Counsel. The Bylaws are available online at <https://nysba.org/committees/committee-on-bylaws/>.

Appointments to standing committees and task forces are made at the discretion of the Association President as outlined in Guideline 13 below. Staff liaisons play a central role in assisting standing committees in accomplishing their goals and objectives. Standing committee furnish essential services to the overall Association and staff liaisons are critical to ensuring the proper functioning of these entities. The staff liaison is a key contact that committee leaders and members have with the Association. Thus, it is important that staff liaisons exercise careful judgment, work closely with their assigned committees, communicate with other staff, and adhere to the Association's policies and procedures.

These guidelines are intended to outline some common responsibilities expected of a staff liaison, with the caveat that each committee operates at a different activity level with many diverse structures, needs, activities and goals. Thus, flexibility and thought are required in the application of these guidelines. Questions arising regarding the interpretation or applicability of these



guidelines in given situations, or liaison responsibilities in general, should be raised with the liaison's department head, the Deputy General Counsel, the General Counsel, or, as appropriate, the Executive Director.

## **GUIDELINES**

1) Liaisons should be available to committee leaders by videoconference, telephone, e-mail, or in person to discuss proposals, policy issues, or any other matters. Committee liaisons should meet with the respective committee chairs towards the beginning of the Association year (June 1<sup>st</sup>) to discuss changes to the committee roster, goals for the year, plans for upcoming events, and other relevant committee business. *See Attachment 2: Sample Introductory Email to New Committee Chairs; Attachment 3: Sample Welcome Email to Committee Members.*

2) Liaisons should coordinate with their assigned committee leaders to develop agendas for meetings, and to distribute agendas and meeting materials prior to the meetings. Letterhead for each standing committee is created at the start of each Association year in June by the Assistant to the General Counsel and is accessible in the Shared Drive\ under S:\LTRHEAD. *See Attachment 4: Sample Committee Letterhead.*

3) Liaisons should actively share information with appropriate staff and departments to facilitate committee initiatives and to be sure that these initiatives are in accord with Association policies and procedures. These will include, but are not limited to governmental relations, media contact and publicity, meeting development, membership, continuing legal education, financial administration, and other activities. E-mail is a particularly effective tool for this purpose and will enhance coordination and reduce overlap and redundancy of effort between sections and

committees on programs, reports, or legislative initiatives.

4) Liaisons should keep an electronic folder in either the Shared or Department drive for assigned committees. These folders should include, categorized by year, copies of meeting minutes, reports, legislative actions, meeting information, and general correspondence relative to the committee.

5) Liaisons are expected to participate in all meetings of the committee, in person, by videoconference, or by telephone. Likewise, liaisons should participate in staff liaison meetings to share information and ideas, and to coordinate with other relevant staff members on projects involving multiple committees, sections, or leadership initiatives.

6) Liaisons should ensure that committees maintain minutes of all their meetings. *See* Attachment 5: Template Meeting Agenda and Minutes

7) Liaisons should encourage their committees to meet on a reasonable basis, either in person, by videoconference, or by telephone. In furtherance of this purpose, liaisons should arrange meetings, videoconferences, or conference calls for committees, as needed. Standing committees should utilize the NYSBA videoconference and conference call systems to the greatest extent possible. In person meetings should be held at neutral locations, such as the Bar Center, law schools, and, as appropriate, the law office conference rooms of committee chairs or members. Careful attention should be given to ensure that the use of law offices for committee meetings does not represent or imply that the Association gives preferential treatment to or maintains a favored opinion of said law firm.

8) Liaisons shall familiarize themselves with the Financial Policy for Committees of the Association and ensure that committee chairs are familiar with this policy, especially the provisions on travel reimbursements. The policy is available online at <https://nysba.org/section-committee-resources/>. Requests for the use of funds supplemental to the committee budget require the approval of either the Executive Director, the Association Treasurer and Chair of the Finance Committee, or the full Finance Committee, depending on the amount of the request.

9) Liaisons shall work with committee chairs to develop yearly budgets and keep track of expenditures monthly. The budget preparation process begins in June of each year. Committee liaisons are expected to prepare the draft budgets for their assigned committees and to communicate with committee chairs, and the appropriate staff, to complete this process based on the anticipated reasonable needs of the individual committee. Draft budgets for all committees, sections, and departments are compiled over the summer and the full budget then prepared by the Finance Department under the Senior Director of Finance in consultation with the Executive Director. The Finance Committee then meets in the fall to review, amend, and approve the draft budget. The budget for the upcoming year is then presented to and approved by the House of Delegates at the Fall meeting.

9) Liaisons should help committee chairs establish a “rapid response” mechanism for reporting on and/or responding to emergent issues and for commenting on reports prepared by other Association entities, as requested by the Association’s leadership. This may include the preparation and submission of memoranda concerning legislation at the state or federal level. Staff liaisons should consult with the Governmental Relations Department on committee requests

pertaining to legislation, commentary on legislation, or any outreach to the state or federal government. Committee chairs and members shall not, in any capacity, hold themselves out as representatives of the Association without the prior approval and oversight by NYSBA leadership and the Governmental Relations Department. Any outreach to the government done outside of these established frameworks could be interpreted as lobbying and expose the Association to significant liability and penalty. Immediately contact the Governmental Relations Department and, as appropriate, the General Counsel, Deputy General Counsel, or Executive Director should any members of the committee, including committee chairs, engage in any such activity without the approval and involvement of NYSBA leadership and the Governmental Relations Department.

10) Liaisons should coordinate with the Marketing Department's website coordinator in the development and ongoing maintenance of committee websites. This shall include coordination on the posting of meeting notices and registration materials; periodic review of the sites for relevance and timeliness and communication with relevant in-house staff if changes are necessary. Liaisons, and not member leadership, are responsible for the maintenance of and posting to the committee websites.

11) Staff liaisons should encourage the use of the committee online community to the greatest extent possible. The online communities function as a listserv and documentary repository and serve as a forum for committee members to share information and relevant resources and materials. Committee liaisons, chair, and members should familiarize themselves with the Communities Policy for use of the online community. This policy is available at <https://nysba.org/app/uploads/2021/07/NYSBA-Communities-Policy-January-2020.pdf> and as Attachment 7 to these Guidelines. Any request for messages to be sent should be coordinated through the Communications Department and Marketing Department.

12) Liaisons should keep committee leaders apprised of Association policy related to proposed or planned projects of the committee. They should notify appropriate staff regarding items that might affect other sections or committees or come before the Executive Committee or House of Delegates. They should also keep the committee informed of relevant Association positions or actions.

13) Staff liaisons should familiarize themselves with the Rules of the Executive Committee and House of Delegates for the Consideration of Reports and ensure that committee chairs are similarly aware of the rules and requirements for the submission of reports. The Rules are available at <https://nysba.org/app/uploads/2020/06/Final-New-Rules-for-Submission-of-Reports-corrected-4-12-11-002.pdf> and as Attachment 8 of these Guidelines. Agenda items which require the approval of the Executive Committee and/or House of Delegates, including substantive reports prepared by Association sections, task forces, and committees, are shared with all section and committee chairs via the Reports Group online community in advance of scheduled meetings of the House of Delegates. This allows committees to review and comment on relevant reports before they are voted on by the House and become Association policy. Staff liaisons should ensure that committee chairs are aware of these notices when reports are posted to the Reports Group online community and of the opportunity to comment on reports. However, the actual review and decision to comment on the reports should be at the discretion of the respective committee. Resources pertaining to the House of Delegates, including meeting agendas, materials, and reports, are available at <https://nysba.org/committees/members-of-the-house-of-delegates/>. Please contact the General Counsel and Deputy General Counsel with any questions pertaining to the Executive Committee, House of Delegates, or reports of the Association.

14) The filing of amicus curiae briefs on behalf of NYSBA requires the approval of the Executive Committee and cannot be undertaken by an individual committee. The Rules for the Filing of Amicus Curiae Briefs on Behalf of the New York State Bar Association are available at <https://nysba.org/app/uploads/2020/07/NYSBA-Amicus-Policy.pdf> and as Attachment 9 of these Guidelines.

15) Liaisons shall assist in the annual committee review and appointment process. The committee appointment process begins each February with the President-Elect as he or she prepares for the upcoming term. A form will be sent to each liaison to work with the committee chair to review the membership of the committee, including recommendations on any new members or members to be rotated off the committee for lack of participation or other purposes. *See* Attachment 10: Sample Confidential Questionnaire for Committee Appointment Process; Attachment 11: Sample Email to Committee Chairs Re Committee Appointment Process. The staff liaison shall also participate in the periodic review of committee activity as requested by the Committee on Committees. This periodic review ensures that committees remain focused on their intended purpose and mission, and that Association resources are adequately allocated to support the continued work of committees. *See* Attachment 12: Sample Confidential Questionnaire for Committee on Committees Review. Committee members are notified of their appointment – or reappointment – the committee in the late spring of each year (usually in May, to coincide with the start of a new Association year and presidential term on June 1<sup>st</sup>). *See* Attachment 13: Sample Committee Appointment Letter.

16) Liaisons should assist committees in the preparation of plans for the year ahead and an annual report to the President regarding section activities, or other reports as may be requested by the Association’s leadership or Department of Communications. Liaisons should coordinate

with the General Counsel and Deputy General Counsel should the committee wish to request to give an informational report to the Executive Committee and/or House of Delegates, in addition to adherence to the Rules posted above concerning the submission of substantive reports for approval by the Executive Committee and/or House of Delegates.

17) If a committee has an award program, liaisons should make sure the necessary steps, such as the call for nominations and announcement of awards, are fulfilled by announced deadlines, and coordinate with other departments, as necessary. The creation or new awards, or the modification or current awards, requires the approval of the Executive Committee as a consent calendar action item, and should be brought to the attention of the General Counsel and Deputy General Counsel in advance of scheduled meetings of the Executive Committee.

18) Liaisons to committees shall be responsible for arranging space for Annual Meeting programs, and, with the Sections and Meeting Services Department and Marketing Department, developing program fliers, publicizing and mailings for events, as well as assisting in the compilation of meeting materials.

19) Liaisons should coordinate with the Marketing Department in developing targeted mailing lists for meetings and special events. Liaisons should coordinate with the Continuing Legal Education Department in the scheduling of all committee CLE programs and webinars. Although these programs will be administered by the CLE Department, the liaison is expected to monitor developments relative to the program and ensure that information on the program is available to members of the committee.

20) Members of the Executive Committee are assigned as member liaison to several Association sections and committees. The purpose of this liaison-ship is twofold – to report to the Executive Committee on the workings and needs of individual sections and committees, and to

report to sections and committees on matters related to the policy, governance, and fiscal oversight of the Association. This reporting may involve consultation with the committee staff liaison on the working of the committee, goals, and programs. Executive Committee liaisons are requested to participate in the assigned section's executive committee meetings and, for committees, scheduled full committee meetings, and to also attend other major events for the assigned section or committee. Executive Committee liaisons are ex officio members of the committee and should abstain from all votes taken by the assigned committee.

21) The New York State Bar Association is registered with the New York State Joint Commission on Public Ethics ("JCOPE") pursuant to the Lobbying Act to engage in lobbying activities. Consequently, public officials cannot accept certain benefits from the Association. Notify the General Counsel and Governmental Relations' office of any intended gifts to public officials or plans to give gifts to public officials to ensure that any activity follows NYSBA and JCOPE policy.

22) Staff liaisons are employees of the New York State Bar Association, and not of any individual section, committee, chair, or member. Staff should confer with their supervisor on any member requests that suggest action outside the scope of these Guidelines.

#### **INFORMATION ON REMOTE MEETINGS AND EVENTS VIA ZOOM**

Committees are encouraged to hold meetings by video or by telephone conference call where practicable (*See* Financial Policy for Committees, F.1.b.). Zoom has proven to be a reliable tool for hosting committee meetings, forums, and other events. The following information should be instructive to liaisons as they plan future remote meetings and events for their assigned committees.



- There are two types of Zoom platforms – Meetings and Webinars. Although similar in setup and operation within the Zoom software, there are some key differences. Meetings are most like an in-person traditional meeting, in that all participants, unless otherwise prohibited by the host, can turn on video and audio, screen share, and view the list of attendees. Webinars, in contrast, are structured so that the host designates a certain number of panelists who are given the ability to share video, audio, and screen. All other attendees participate in the webinar as an observer (i.e., they view and listen to whatever is being shared by the host or panelists), although there are certain interactive features which may be enabled, such as Q&A, chat, and polls. The webinar host can “promote” attendees to panelists so that they can share screen, audio, and video – this can be particularly useful in managing the Q&A for larger events.
- In general, regular committee meetings and smaller events (fewer than 30 people) should be set up as Zoom meetings, while larger events, such as CLE programs, public forums, and special events such as meetings of the House of Delegates should be set up as Zoom webinars. The Zoom webinar platform allows for a more structured and controlled event than a Zoom meeting in that the host has absolute control over who can share audio, video, and screens (although there are useful administrative features within the Zoom meeting platform to ensure privacy and a smoothly-managed meeting, such as the waiting room, which requires the host to approve all individual attendees before they can join the meeting, and the “mute upon entry” feature which requires attendees to manually unmute themselves when they wish to speak. The meeting host also retains the ability to mute attendees, designate co-hosts, and remove participants as needed from the meeting).

- It is recommended that staff liaisons confer with the committee or event chair before the event on preferences for remote meeting etiquette, including how speakers will be recognized and whether the chat will be enabled. The “Raise Hand” function should be used should attendees wish to speak. Once selected, a “raised hand” Emoji will appear next to the attendees’ name in their individual picture box and next to their name in the list of attendees in both Zoom webinars and Zoom meetings. The host can lower hands as needed and in a Zoom webinar, as described above, can choose to promote attendees with their raised hand so that they can share screen, audio, and video. The Q&A feature may also be utilized in Zoom webinars should an attendee wish to pose a specific question to the webinar host, panelists, or moderator. The host, panelist, or moderator can choose to either answer the question live, type out an answer, or ignore the question. The chat function can also be disabled as needed or limited so that only panelists, and not attendees, can use the chat.
- The staff liaison should ensure that all presenters are comfortable using the “share screen” feature, especially if PowerPoint is to be used, and should save backup copies of any PowerPoints or videos in case presenters have technical difficulties in sharing multimedia via Zoom. However, it is generally expected that presenters will share and control their own PowerPoint presentations.
- The staff liaison should confer with the committee chair in advance of the event on whether the meeting or webinar should be recorded and, if so, also whether the transcript should be enabled in Zoom. Both staff liaisons and committee chairs should remain aware that the minutes, and not recordings or transcripts, are the official record of Association meetings

per the Bylaws. A committee member should be designated as Secretary or Recorded if needed to take minutes for the remote meeting or event.

- Polls can be enabled for both Zoom meetings and Zoom webinars. The results of the poll can be shared with all attendees or only shown to the host and panelists – the staff liaison should confer on this with the committee chair before the meeting. Staff liaisons should note that the first poll must be built within the Zoom app before the webinar/meeting begins, and other polls can only be built during the scheduled duration of the webinar/meeting (i.e., if the meeting is only scheduled for two hours in Zoom, then the poll feature will be disabled once the two-hour mark is reached and the host prohibited from building additional polls). Staff liaisons should ensure that Zoom meetings and webinars are appropriately scheduled so that such technological delays are avoided, with polls built in advance of the meeting or webinar.
- The meeting or webinar host will receive an email notification with link to any recordings, poll results, and transcripts shortly after the end of the meeting. The link to the recording can be freely shared, or, in coordination with the Communications Department, uploaded to the Association’s Vimeo account and the committee’s online community.

## **CONCLUSION**

The foregoing guidelines represent a core body of principles to guide staff members in discharging their liaison responsibilities to standing committees of the Association. These guidelines shall not be viewed as all-inclusive, as circumstances may arise where variations are warranted. In those situations, liaisons shall consult with their supervisor so that appropriate

actions may be taken. If applied thoughtfully, these guidelines will assist staff members in rendering effective assistance to their assigned committees.

**NEW YORK STATE BAR ASSOCIATION  
MINUTES OF HOUSE OF DELEGATES MEETING  
THE OTESAGA, COOPERSTOWN, NEW YORK, AND REMOTE MEETING  
JUNE 18, 2022**

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**PRESENT:** Ahn, Aidala, Alcott, Arenson, Barreiro, Baum, Beltran, Ben-Asher, Berlin, Berman, Bladykas, Braiterman, Braunstein, Braverman, Bray, Brown, Buholtz, Burke, Buzard, Carbajal-Evangelista, Carter, Chandrasekhar, Chang, Christian, B. Cohen, D. Cohen, O. Cohen, Cohn, Cooper, Coreno, D’Angelo, Davidoff, Degnan, Doyle, D’Souza, Dubowski, Effman, Feal, Filemyr, Finerty, Fogel, Fox, French, Gauntlett, Gerstman, Getnick, Gilbert, Gilmartin, Gold, Good, Graber, Grays, Griffin, Gross, Gutekunst, Haig, Harper, Heath, Himes, Holder, Houth, Islam, Jackson, Jaglom, James, Jimenez, Johnson, Jones, Kamins, Karson, Kaufman, Kean, Kelley, Kenney, Kimura, Ko, Kobak, Koch, Kretser, Lau-Kee, Leber, Lenci, Leventhal, Levin, Levin Wallach, Lewis, Livshits, Loyola, Lynn, Mack, Madigan, Marinaccio, Markowitz, Maroney, Martin, May, Mazur, McCann, McElwreath, McFadden, McGinn, McNamara, C. Miller, M. Miller, Minkoff, Minkowitz, Montagnino, Moreno, Moretti, Morrissey, Mukerji, Muller, Mulry, Murphy, Napoletano, Nielson, Nowotarski, O’Connor, Palermo, Parker, Petterchak, Quaye, Quiñones, Randall, Riano, Richardson, Richman, Richter, Riedel, Rothberg, Russell, Ryan, Safer, Samuels, Santiago, Sargente, Schram, Schrauer, Schwartz-Wallace, Sciocchetti, Seiden, Sen, Shafiqullah, Sharkey, Sikkander, Silkenat, Sonberg, Spring, Standard, Starkman, Stephenson, Stoeckmann, Stong, Swanson, Sweet, Tambasco, Terranova, Treff, Triebwasser, Vaughn, Ward, Waterman-Marshall, Wesson, Westlake, Whittingham, Wolff, Woodley, Yeung-Ha, Younger

Mr. Lewis presided over the meeting as Chair of the House.

1. Call to order, Pledge of Allegiance, and introduction of new members. The meeting was called to order and the Pledge of Allegiance was recited. A moment of silence was observed in honor of the victims of recent mass shootings in New York State and across the country. Mr. Lewis welcomed the new members of the House.
2. Approval of Minutes of April 2, 2022, meeting. The minutes were deemed accepted as distributed.
3. Installation of President. Ms. Levin Wallach was formally installed as the one-hundred and twenty-fifth President of the New York State Bar Association. The oath of office was administered by Hon. Cheryl E. Chambers, associate justice of the New York State Supreme Court Appellate Division, Second Department.
4. Report of President. Ms. Levin Wallach addressed the House with respect to her planned initiatives for her term as President. A copy of the written report is appended to these minutes.
5. Videoconference Address by Hon. Jenny Rivera – Associate Judge, New York State Court of Appeals. Judge Rivera addressed the House, speaking on topics including the role of the judiciary in a changing society, support for the rule of law, and the importance of judicial

independence, judicial integrity, and the safety and security of judges. Judge Rivera also noted her participation as a member of the Task Force on the U.S. Territories and commented on the mission of the recently created Task Force on the Modernization of Criminal Practice. The Chair received the report with thanks.

6. Reports of Treasurer. Domenick Napoletano, treasurer, reported that through April 30, 2022, the Association's total revenue was \$11,973,929, a decrease of approximately \$888,462 from the previous year, noting the increased expenses associated with the relocation of the print shop, the April 2022 meetings of the Executive Committee and House of Delegates held in New York City, software licensing fees, and increased health insurance premiums. Mr. Napoletano also reported on the status of the Association's investment portfolio and reviewed the status of larger income items including member dues, section dues, and CLE income. The report was received with thanks.
7. Report of Task Force on Racism, Social Equity, and the Law. Task Force co-chairs Taa R. Grays and Lillian M. Moy presented on the Task Force's ongoing work in anticipation of submission of a final report for consideration at the November 2022 meeting of the House of Delegates. The report was received with thanks.
8. Report of Strategic Planning Committee. Strategic Planning Committee co-chairs Taa R. Grays and Christopher R. Riano reported to the House members on the mandate and composition of the Strategic Planning Committee, the anticipated work of the committee, and the timeline for this work. The report was received with thanks.
9. Report and recommendations of Task Force on Voting Rights and Democracy. Jerry H. Goldfeder, chair of the Task Force on Voting Rights and Democracy, outlined the recommendations contained in the report pertaining to election administration in New York State. After discussion, a motion was made to approve the report and recommendations, after which a motion to amend the report to delete the fifth recommendation on appointment of an Elections Inspector General failed for lack of a second. The main motion to approve the report and recommendations was then adopted.
10. Report and recommendations of Committee on Diversity, Equity, and Inclusion. Mirna Martinez Santiago, immediate past chair of the committee, together with committee member Lillian M. Moy, reviewed the committee's recommendation to remove the sunset clauses from Bylaws provisions V.3.H. and VII.1.F.1., thereby permanently providing for the diversity delegates and diversity Executive Committee members-at-large positions. After discussion, a motion was made to adopt the resolution, after which a motion to amend the resolution to extend the sunset provisions for an additional ten years through May 31, 2034, failed. The main motion was then approved, and the following resolution was adopted by the House:

NOW THEREFORE, IT IS

RESOLVED, that the New York State Bar Association reaffirms its unwavering and longstanding commitment to increase racial and ethnic diversity within its

leadership ranks based upon its firm belief that diversity, equity, and inclusion must be fostered within the legal community and in society at large.

FURTHER RESOLVED, that the mission of the New York State Bar Association's Committee on Diversity, Equity and Inclusion is to promote the full and equal participation of attorneys of color and other diverse attorneys in the Association and in all sectors and at every level of the legal profession.

FURTHER RESOLVED, that the Association is made stronger and more capable of implementing change through the law when its membership reflects the diversity of the individuals and communities served by the legal profession.

FURTHER RESOLVED, that the subject bylaws provisions institutes a deliberate and thoughtful process to identify and recruit diverse members whose perspectives help inform and strengthen the Association's decisions and policies.

FURTHER RESOLVED, that the increased participation of attorneys of color in leadership positions also helps foster a welcoming environment for and serves as an incentive to diverse lawyers considering membership within the Association.

FURTHER RESOLVED, that the subject bylaws provisions promote the objectives approved by the Association in its adoption of the 2020 Diversity Plan which commits the Association to require diversity as an emphasis in all leadership nomination processes, including diversity among the decision-makers on the Nominating Committee.

RESOLVED, that consistent with these stated principles and commitments, the Association hereby approves the continuation of the bylaws provisions, without any sunset clause, to ensure that at least 12 members of the Association will be appointed by the President from underrepresented racial and ethnic groups to serve in the House of Delegates and that two members-at-large of the Executive Committee of the Association shall be selected to further ethnic and racial diversity.

11. Report and recommendations of Committee on Standards of Attorney Conduct. Committee vice chair James Q. Walker, together with committee members James B. Kobak, Jr., and Ronald C. Minkoff, outlined the committee's proposal to add new comments to Rules 1.4 and 5.6 of the New York Rules of Professional Conduct concerning the obligations of departing lawyers and law firms to notify clients when a lawyer with primary or substantial responsibility for specific matters or clients intends to leave a law firm to join a different firm. After discussion, the report was acted on in two parts. First, a motion was adopted to approve the recommendation on new comments to Rule 1.4. Second, a motion was adopted to approve the recommendation on new comments to Rule 5.6. Mr. Doyle abstained from both votes.
12. Report of The New York Bar Foundation. Hon. Cheryl E. Chambers, vice president of the New York Bar Foundation, updated the House members on the ongoing work and mission of The Foundation. The report was received with thanks.

13. Administrative items. Mr. Lewis reported on the following:
- a. Confirmation of Tenth District Representatives to Nominating Committee. At the April 2, 2022, meeting of the House of Delegates, when the members of the Nominating Committee for the 2022-2023 Association year were elected, all representatives for the Tenth District were not included on the list. The Tenth District representatives are Justin Block, Dorian Ronald Glover, Lynn-Poster Zimmerman, Sanford Strenger, Steven Leventhal (1<sup>st</sup> alternate) and Ilene Cooper (2<sup>nd</sup> alternate). A motion was adopted to confirm the election of these members to the Nominating Committee for the 2022-2023 Association year. One member abstained from the vote.
  - b. Ratification of appointments to Audit Committee. At its June 1, 2022, meeting, the Executive Committee had confirmed the reappointment of Elizabeth J. Champnoi as chair of the Audit Committee, and the reappointment of Michael L. Costello, Hermes Fernandez, Bryan Hetherington, Naomi K. Hills, Hon. Edwina F. Martin, and Robert T. Schofield, IV, as members of the Audit Committee. Pursuant to the Bylaws, the House is required to ratify the selection of these members. A motion was adopted to ratify the members' selection. Two members abstained from the vote.
  - c. Ratification of appointments to Finance Committee. At its June 1, 2022, meeting, the Executive Committee had confirmed the reappointment of Michael J. McNamara as chair of the Finance Committee, the reappointment of Taa R. Grays as a member of the Finance Committee, and the appointment of Hon. Cheryl E. Chambers as a member of the Finance Committee. Pursuant to the Bylaws, the House is required to ratify the selection of these members. A motion was adopted to ratify the members' selection.
14. New Business. House member Vincent T. Chang, president of the New York County Lawyers Association, spoke to the constitutional issues surrounding a vacancy in the position of lieutenant governor and commended the New York State Bar Association's Committee on the New York State Constitution for its efforts in forming a Subcommittee on the Lieutenant Governor to review and make recommendations on this topic.
15. Date and place of next meeting. Mr. Lewis announced that the next meeting of the House of Delegates would take place on Saturday, November 5, 2022, with options for participation in person at the Bar Center in Albany or remotely via Zoom.
16. Adjournment. There being no further business to come before the House of Delegates, the meeting was adjourned.

Respectfully Submitted,



Taa R. Grays  
Secretary



**NEW YORK STATE BAR ASSOCIATION  
MINUTES OF HOUSE OF DELEGATES MEETING  
BAR CENTER, ALBANY, NEW YORK, AND REMOTE MEETING  
NOVEMBER 5, 2022**

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**PRESENT:** Adigwe, Ahn, Alcott, Alomar, Arenson, Barreiro, Bascoe, Baum, Beltran, Berlin, Block, Bond, Braiterman, Bray, Brown, Buckley, Buholtz, Bunshaft, Burke, Buzard, Campbell, J. Carter, R. Carter, Chambers, Chandrasekhar, Chang, Christian, B. Cohen, Cohn, Cooper, Coreno, D’Angelo, Davidoff, Degnan, Doerr, Donaldson, D’Souza, Dubowski, DuVall, Effman, Emborsky, Feal, Fellows, Fennell, Fernandez, Filemyr, Finerty, Fogel, Fox, French, Galler, Gauntlett, Gerstman, Getnick, Gilbert, Gilmartin, Gold, Good, Graber, Greenberg, Gross, Haig, Harper, Harwick, Heath, Hill, Hoffman, Holder, Houth, Islam, Jackson, Jaglom, James, Jamison, Jimenez, Johnston, Jones, Joseph, Kamins, Karson, Katz, Kaufman, Kean, Kelley, Kenney, Kiernan, Klugman, Ko, Kobak, Koch, Kodjoe, Kolhmann, Kossover, LaMancuso, LaRose, LaTrop, Lau-Kee, Leo, Lessard, Levin, Levin Wallach, Lewis, Lisi, Loyola, Mack Madigan, Makofsky, Marinaccio, Markowitz, Maroney, May, Mazur, McCann, McElwreath, McFadden, McGinn, McKeegan, McNamara, Merriman, Messina, Middleton, C. Miller, M. Miller, Milone, Minkoff, Minkowitz, Moreno, Moretti, Morrissey, Mukerji, Muller, Murphy, Napoletano, Noble, Nowotarski, Palermo, Parker, Petterchak, Quaye, Quinones, Randall, Riano, Richter, Riedel, Rosenthal, Rothberg, Russ, Russell, Ryan, Safer, Santiago, Sargente, Schofield, Schraver, Schwartz-Wallace, Sciocchetti, Seiden, Sen, Sharkey, Silkenat, Skidelsky, Sonberg, Spring, Starkman, Stephenson, Stoeckman, Stong, Sweet, Syracuse, Teff, Terranova, Treff, Triebwasser, Vaughn, Vigdor, Ward, Warner, Waterman-Marshall, Wesson, Westlake, Wolff, Woodley, Yeung-Ha.

Mr. Lewis presided over the meeting as Chair of the House.

The meeting was called to order and the Pledge of Allegiance was recited.

1. Approval of Minutes of June 18, 2022, meeting. The minutes were deemed accepted as distributed.
2. Report and recommendations of the Committee on Bylaws. Robert T. Schofield, IV, chair of the Bylaws Committee, outlined proposed bylaws amendments: first, to implement the resolution of the Committee on Diversity, Equity, and Inclusion as adopted by the House of Delegates on June 18, 2022, directing the addition of a new Section 2 to Article II and amendments to Article V, Section 3(H) and Article VII, Section 1(F)(1); second, to incorporate requests made by the Committee on Membership for amendments to Article III, Section 1(D)(1) and Article III, Section 6; and, third, to correct an internal citation error at Article IV, Section 7. The proposed amendments received the required subscriptions to permit their consideration at the 2023 Annual Meeting
3. Report and recommendations re the Rules of the House of Delegates. Justin S. Teff, a member of the Committee on Bylaws subcommittee tasked with reviewing the Rules of the House of Delegates, outlined proposed amendments to the Rules. After discussion, a motion was made to approve the report and recommendations, after which a motion to

amend Rule 3(g) to read “Voting shall be by voice vote, unless the Chair of the House of Delegates directs a division of the House, or, if the delegate is participating remotely, by polling through the videoconference software.” was duly carried. The main motion to approve the report and recommendations was then adopted.

4. Reports of Treasurer. Domenick Napoletano, treasurer, reported that through September 30, 2022, the Association’s total revenue was \$16,051,439, a decrease of approximately \$295,278 from the previous year, and that the Association’s total expenses were \$13,751,497, an increase of \$2,786,075 from the previous year. The report was received with thanks.
5. Report of President. Ms. Levin Wallach highlighted items contained in her written report, a copy of which is appended to these minutes.
6. Report and recommendations of Finance Committee re proposed 2023 income and expense budget. Michael J. McNamara, chair of the Finance Committee, reviewed the proposed budget for 2023, which projects revenue of \$20,521,643, expenses of \$20,472,563, and a projected surplus of \$49,080. After discussion, a motion was adopted to approve the proposed 2023 budget.
7. Memorial for Hon. Richard D. Simons. Hon. Howard A. Levine presented a memorial in honor of Hon. Richard Duncan Simons, former associate judge of the Court of Appeals from 1983 to 1997 and acting chief judge in late 1992 and early 1993, who passed on July 17, 2022.
8. Report of Nominating Committee. Henry M. Greenberg, chair of the Nominating Committee, reported that the Committee had nominated the following individuals for election to the indicated offices for the 2023-2024 Association year: President-Elect – Domenick Napoletano of Brooklyn; Secretary – Taa R. Grays of New York City; Treasurer – Susan Harper of New York City; District Vice-Presidents: First District – Bridgette Ahn of New York City and Michael McNamara of New York City; Second District –Pauline Yeung-Ha of Brooklyn; Third District – Jane Bello Burke of Albany; Fourth District – Nancy Sciocchetti of Saratoga Springs; Fifth District – Hon. James P. Murphy of Syracuse; Sixth District – Michael R. May of Ithaca; Seventh District – Mark J. Moretti of Rochester; Eighth District – Kathleen M. Sweet of Buffalo; Ninth District – Karen Beltran of Yonkers; Tenth District – Michael A. Markowitz of Hewlitt; Eleventh District – David Louis Cohen of Kew Gardens; Twelfth District – Michael A. Marinaccio of White Plains; Thirteenth District – Orin J. Cohen of Staten Island. The following individuals were nominated to serve as Executive Committee Members-at-Large for a 2-year term beginning June 1, 2023: LaMarr J. Jackson of Rochester (Diversity Seat); Thomas J. Maroney of New York City; and Christopher R. Riano of New York City. Nominated as Young Lawyer Member-at-Large was Lauren E. Sharkey of Schenectady. Nominated as Section Member-at-Large was Barry D. Skidelsky of New York City. The following individuals were nominated as delegates to the American Bar Association House of Delegates for the 2023- 2025 term: Claire P. Gutekunst, Yonkers; Scott M. Karson, Melville; Michael Miller, New York City; Domenick Napoletano, Brooklyn; and Sherry Levin Wallach, White Plains. The report was received with thanks.

9. Report of Task Force on Emerging Digital Finance and Currency. Jackie Drohan and Dana Syracuse, co-chairs of the Task Force on Emerging Digital Finance and Currency, presented on the Task Force's ongoing work and programming. The report was received with thanks.
10. Report of Task Force on Modernization of Criminal Practice. Catherine Christian and Andy Kossover, co-chairs of the Task Force on Modernization of Criminal Practice, presented on the mission, composition, and goals of the Task Force. The report was received with thanks.
11. Report and recommendations of Committee on Procedures for Judicial Discipline. Justin S. Teff, chair of the Committee on Procedures for Judicial Discipline, reviewed the Committee's report and recommendations concerning suspension as a mode of judicial discipline. After discussion, a motion was duly carried to table consideration of the report until a future meeting of the House.
12. Presentation of 2022 Root/Stimson Award to Samantha I.V. White. President Levin Wallach presented the Root-Stimson Award, which honors members of the profession for outstanding community service, to Samantha I.V. White, a staff attorney in the Criminal Defense Unit at the Legal Aid Bureau of Buffalo, Inc., where she works as a Public Defender in Buffalo City Court.
13. Report and recommendations of Committee on Legal Aid and President's Committee on Access to Justice. Hon. Edwina F. Martin, immediate past co-chair of the President's Committee on Access to Justice, outlined the groups' report on access to justice during the COVID-19 pandemic and its recommendations to address the impacts of the pandemic in the long term on the administration of justice in New York State. After discussion, a motion was adopted to approve the report and recommendations.
14. Report and recommendations of Task Force on the U.S. Territories. Mirna Martinez Santiago, co-chair of the Task Force on the U.S. Territories, presented on the Task Force's report calling on the Association to support efforts to overrule the *Insular Cases*, including through the filing of *amicus curiae* briefs in appropriate litigation. After discussion, a motion was adopted to approve the following resolution:

NOW, THEREFORE,

IT IS RESOLVED, that the New York State Bar Association supports efforts to overrule the *Insular Cases* and the territorial incorporation doctrine and dismantle the colonial framework they establish, including but not limited through the filing of *amicus curiae* briefs in appropriate litigation; and it is further

RESOLVED, that the President of the Association is authorized to take such other and further action as may be required to implement this resolution.

One member abstained from the vote.

15. Report and recommendations of Women in Law Section. Susan Harper and Terri Mazur, past chairs of the Women in Law Section, presented the Section’s resolution and accompanying report entitled “Resolution Supporting Reproductive Health-Care Rights and Reproductive Autonomy and the New York State Equal Rights Amendment.” After discussion, a motion was adopted to approve the following resolution:

NOW, THEREFORE,

IT IS RESOLVED, that the New York State Bar Association supports the rights of individuals to choose legal reproductive health care, including abortion; and it is

FURTHER RESOLVED, that the New York State Bar Association supports the amendments to New York State Public Health Law, Education Law, and Penal Law, as enacted in New York State by the signing of S.240/A.21 in 2019; and it is

FURTHER RESOLVED, that the New York State Bar Association supports N.Y. Public Health Law Article 25-A as enacted in 2019; and it is

FURTHER RESOLVED, that the New York State Bar Association supports the June 13, 2022, Legislative Package, as enacted by New York State and supports the policies and intent of the legislative package enacted; and it is

FURTHER RESOLVED, that the New York State Bar Association supports S.51002 of 2022, as passed by the New York State Senate and Assembly, and as policy the proposal codified in this concurrent resolution to amend Section 11 of Article 1 of the New York State Constitution in relation to equal protection; and it is

FURTHER RESOLVED, that the New York State Bar Association supports passage of the Women’s Health Protection Act of 2022, and supports the policies and intent of this bill; and it is

FURTHER RESOLVED, that the New York State Bar Association opposes passage of laws that would ban abortion nationwide and/or diminish the current protections under New York law; and it is

FURTHER RESOLVED, that the New York State Bar Association approves the report and recommendations of the Women in the Law Section; and it is

FURTHER RESOLVED, that the officers of the Association are hereby authorized to take such other and further action as may be necessary to implement this resolution.

Hon. James P. Murphy abstained from the vote.

16. Report of The New York Bar Foundation. Hon. Cheryl E. Chambers, vice president of the New York Bar Foundation, updated the House members on the ongoing work and mission of The Foundation. The report was received with thanks.
17. Administrative items. Mr. Lewis urged members to register for the 2023 Annual Meeting, advised of the ongoing Member Referral Program, and urged members to attend a Continuing Legal Education program on implicit bias scheduled for December 1, 2022.
18. New Business. House member Scott M. Karson, co-chair of the International Section's Ukraine Task Force, proposed a motion in two parts. First, to ratify the Section's report and resolution entitled "Regarding Investigation and Prosecution of the Russian Federation and its Culpable Officials Arising from Its Illegal Military Invasion of Ukraine," as adopted by the Executive Committee on July 16, 2022, which reads:

WHEREAS, NYSBA, the nation's largest voluntary state bar association, has a long, consistent and proud tradition of defending the rule of law, both domestically and internationally; and

WHEREAS, NYSBA's defense of the rule of law has included support for the establishment of the Permanent Court for Arbitration at The Hague and the ICC; and

WHEREAS, Russia's unlawful invasion of Ukraine is a direct attack on the rule of law, in that it violates the prohibition of the use of force against the territorial integrity and political independence of another state as proscribed by Article 2(4) of the Charter of the United Nations and most fundamental peremptory norms of international law, and is contradictory to the mission of the United Nations to end war and promote peace; and

WHEREAS, the actions by Russia in launching its prolonged armed attack on Ukraine constitutes a direct violation of the 1994 Memorandum on Security Assurances in Connection with Ukraine's Accession to the Treaty on the Non-Proliferation of Nuclear Weapons, whereby Russia reaffirmed its obligation to refrain from the threat or use of force against the territorial integrity and political independence of Ukraine, and also agreed to refrain from any form of economic coercion designed to subordinate to its own interest the exercise by Ukraine of the rights inherent in Ukraine's sovereignty and thus to secure advantages of any kind at Ukraine's expense; and

WHEREAS, the invasion of Ukraine by Russia constitutes an “act of aggression” and, by virtue of its sustained military presence and offensive within the borders of Ukraine, “a war of aggression” and, therefore, a “crime against peace,” all as defined in the Declaration of the United Nations General Assembly on Principles of International Law Concerning Friendly Relations and Cooperation Among States (Resolution 2625 (XXV) and the General Assembly’s Resolution 3314 (XXIX) on the Definition of Aggression; and

WHEREAS, the reported actions by Russia, including, wantonly attacking and decimating cities, towns and villages of Ukraine; in targeting civilian institutions, buildings, and property, resulting in the deaths of thousands of civilians; deporting civilians to the Russian territory, imposing Russian political control over occupied parts of Ukraine, among other acts, which if proven, would constitute war crimes and crimes against humanity committed in connection with the crime of a war of aggression, and therefore are worthy of investigation, prosecution, and upon conviction, punishment under the Principles of International Law Recognized by the Charter of the Nuremberg Tribunal and in the Judgment of the Tribunal; and

WHEREAS, these reported actions of Russia, while it calls into question Ukraine’s legitimacy and its inherent right to independence and sovereignty, would constitute genocide within the meaning of Article II of the Convention on the Prevention and Punishment of the Crime of Genocide, which is also a crime against international law and punishable thereunder; and

WHEREAS, Russia’s war of aggression has caused untold damage to the people and property of Ukraine, resulting in immense economic loss and privation, for which Russia has state responsibility as a matter of customary international law as most recently articulated in the Articles proposed by the International Law Commission on Responsibility of States for Internationally Wrongful Acts, for which Ukraine is entitled to reparation by Russia in the form of restitution, compensation and satisfaction; and

WHEREAS, NYSBA is encouraged that democratic nations around the world are standing together to assist Ukraine in fighting Russia’s aggression and taking appropriate legal actions to support Ukraine; and

WHEREAS, NYSBA is also encouraged that, among other organizations, the Council of Europe Parliamentary Assembly and the Parliament of the European Union have condemned Russia’s War Crimes, including the crime of aggression, committed in and against Ukraine, and have called for appropriate legal actions to support Ukraine; and

WHEREAS, NYSBA supports the United Nations General Assembly's condemnation of the invasion of Ukraine by Russia and Russia's alleged violations of international law; and

WHEREAS, there already exists strong legal and diplomatic precedent, supported by well settled jurisprudence, for the establishment of a justice mechanism to investigate, indict, and prosecute the leadership of Russia and its armed forces and agents for violations of international law such as the crime of aggression, crimes against the peace, crimes against humanity, and acts constituting genocide; and

WHEREAS, the jurisdiction of the ICC over Russia for the crime of aggression is uncertain but, nevertheless, Russia's aggression against Ukraine must be fully investigated and prosecuted by the international community through some other appropriate tribunal in accordance with the rule of law; and

WHEREAS, the United Nations General Assembly, in its very first session, in the aftermath of World War II, in Resolution 3, called on member and non-member states to take all necessary measures to cause the arrest of those war criminals who have been responsible for or taken a consenting part in such crimes and to cause them to be returned to the countries where they committed their crimes "that they may be and punished according to the law of those countries"; and

WHEREAS, the United Nations General Assembly, in Resolution 3074, enunciated Principles of International Cooperation in the Detection, Arrest, Extradition & Punishment of Persons Guilty of War Crimes & Crimes Against Humanity, including that States shall cooperate with each other in the collection of information and evidence which would help to bring to trial persons against whom there is evidence that they have committed international crimes; and

WHEREAS, the United Nations General Assembly, has played a leading role in establishing judicial mechanisms and commissions to investigate and prosecute criminal violations of international law, including Resolutions 52/135 and 57/228 calling for the formation of the Extraordinary Chambers of the Courts of Cambodia for the Prosecution of Crimes Committed During the Period of Democratic Kampuchea, and in Resolution 63/19, endorsing the International Commission Against Impunity in Guatemala;

IT IS THEREFORE RESOLVED THAT:

NYSBA hereby deplores and condemns Russia's unlawful invasion of Ukraine, causing untold harm to the people of Ukraine; and it is further resolved that

NYSBA hereby supports any and all international and domestic efforts to investigate, prosecute, and hold Russia's armed forces and officials accountable for acts committed by Russia, its military and its agents, in the prosecution of its unlawful war of aggression; and it is further resolved that

NYSBA hereby calls upon those members of the international community with deep, actual experience in the investigation and prosecution of war crimes, to investigate, prosecute, and bring to justice Russia and its culpable officials, its military and its agents; and it is further resolved that

NYSBA calls upon the United Nations General Assembly to take action by authorizing the Secretary General of the United Nations to establish, at an appropriate time and place, such tribunals – e.g., a hybrid international war crimes tribunal involving Ukraine, similar to those established to investigate and prosecute war crimes in Sierra Leone, Rwanda, and Cambodia – as he shall deem appropriate to exercise jurisdiction and hear and determine whether Russia and its culpable officials violated international law, including but not limited to the crime of aggression against Ukraine, and hold to account those responsible.

Second, to ratify ABA Resolution 22A405, as adopted by the American Bar Association House of Delegates on August 9, 2022, which reads:

RESOLVED, That the American Bar Association condemns the Russian Federation's unlawful invasion of Ukraine; and


FURTHER RESOLVED, That the American Bar Association calls upon the United Nations General Assembly to authorize the Secretary General of the United Nations to expeditiously report to the General Assembly on what further measures are needed to ensure that those who committed war crimes, crimes against humanity, genocide and crimes of aggression during the Russian Federation's unlawful invasion of Ukraine are held accountable.

After discussion, a motion was duly carried to ratify both resolutions.

19. Date and place of next meeting. Mr. Lewis announced that the next meeting of the House of Delegates would take place on Friday, January 20, 2023, at the New York Hilton Midtown in New York City.
20. Adjournment. There being no further business to come before the House of Delegates, the meeting was adjourned.



Respectfully Submitted,

A handwritten signature in cursive script, appearing to read "Taa R. Grays".

Taa R. Grays  
Secretary

**NEW YORK STATE BAR ASSOCIATION  
MINUTES OF HOUSE OF DELEGATES MEETING  
NEW YORK HILTON MIDTOWN, NEW YORK  
JANUARY 20, 2023**

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**PRESENT:** Ahn; Aidala; Alcott; Alomar; Arenson; Baum; Beecher; Beltran; Berman; Block; Braverman; Brown; Bucki; Buholtz; Campbell; Chandrasekhar; Chang; Christian; B. Cohen; D. Cohen; O. Cohen; Cohn; Davidoff; Degnan; Doyle; Dubowski; Effman; Feal; Fernandez; Fogel; French; Gerstman; Gilmartin; Gold, Grays; Gross; Haig; Harper; Heath; Jackson; Jacobson; Jaglom; James; Jamieson; Jones; Kamins; Karson; Kenney; Kiernan; Klass; Kobak; Koch; Kohlmann; LaMancuso; Lara-Garduno; LaRose; Lathrop; Lau-Kee; Leber; Lenci; Lessard; Levin Wallach; Lewis; Lisi; Loyola; Lustbader; Lynn; Madigan; Marinaccio; Markowitz; Maroney; Martin; Matthews; May; McCann; McGinn; McKeegan; McNamara; C. Miller; M. Miller; Minkoff; Moretti; Morrissey; Muller; Mulry; Napoletano; Nowotarski; Pettechak; Quay; Riano; J. Richardson; Richter; Riedel; Rothberg; Russell; Santiago; Sargente; Seiden; Sen; Sharkey; Silkenat; Simon; Skidelsky; Sonberg; Stephenson; Sunshine; Swanson; Sweet; Tambasco; Vaughn; Wesson; Westlake; Wolff; Woodley; Yeung-Ha; Younger

Mr. Lewis presided over the meeting as Chair of the House.

The meeting was called to order.

1. Approval of Minutes of November 5, 2022, meeting. The minutes were deemed accepted as distributed.
2. Report of the Nominating Committee and election of officers and members-at-large of the Executive Committee. Sharon Stern Gerstman, in her capacity as alternate member-at-large of the Nominating Committee, reported that the Committee had nominated the following individuals for election to the indicated offices for the 2023-2024 Association year: President-Elect: Domenick Napoletano, Brooklyn; Secretary: Taa R. Grays, New York City; Treasurer: Susan Harper, New Jersey; and Vice Presidents: First District – Bridgette Ahn and Michael McNamara, New York City; Second – Pauline Yeung-Ha, Brooklyn; Third – Jane Bello Burke, Albany; Fourth – Nancy Sciocchetti, Saratoga Springs; Fifth – Hon. James P. Murphy, Syracuse; Sixth – Michael R. May, Ithaca; Seventh – Mark J. Moretti, Rochester; Eighth – Kathleen M. Sweet, Buffalo; Ninth – Hon. Karen T. Beltran, Yonkers; Tenth – Michael A. Markowitz, Hewlett; Eleventh – David Louis Cohen, Kew Gardens; Twelfth – Michael A. Marinaccio, White Plains; Thirteenth – Orin J. Cohen, Staten Island. Nominated as members-at-large of the Executive Committee were Thomas J. Maroney and Christopher R. Riano, New York City; LaMarr J. Jackson of Rochester (Diversity Seat); Barry D. Skidelsky, New York City (Section Seat); and Lauren E. Sharkey, Schenectady (Young Lawyers Seat).

There being no further nominations, a motion was made and unanimously carried to elect the above-named individuals as officers and members-at-large of the Executive Committee.

3. Report and recommendations of LGBTQ Law Section. Samuel W. Buchbauer, a member of the LGBTQ Law Section, reviewed the Section’s report and resolution in support of the “New York State Unified Court System’s UCS Bench Card and Best Practices for Judges ‘Using LGBTQ+ Inclusive Language and Pronouns’.” After discussion, a motion was made to adopt the resolution, after which a motion to amend the resolution to reference that “A group, or an individual who has requested otherwise, may be addressed by a gender specific pronoun.” failed. The main motion was then approved, and the following resolution was adopted by the House:

WHEREAS, judges have a duty to foster an environment free of bias, prejudice, and harassment.

WHEREAS, our profession must be vigilant in protecting the LGBTQ+ community, and especially transgender individuals, within the New York State Courts and require all judges to adhere to the Rules of Judicial conduct, the Bench Card both fosters a more welcoming, gender-inclusive space while simultaneously assisting judges in removing one form of bias from the administration of justice.

NOW, THEREFORE, IT IS RESOLVED, that the New York State Bar Association supports the respectful treatment of all persons in the courtroom; and it is

FURTHER RESOLVED, that the New York State Bar Association supports the Rules of the Chief Administrative Judge that judges have a duty to foster an environment free of bias, prejudice, and harassment; and it is

FURTHER RESOLVED, that the New York State Bar Association supports the use of LGBTQ+ inclusive language and pronouns; and it is

FURTHER RESOLVED, that the New York State Bar Association supports the adoption of the “Using LGBTQ+ Inclusive Language and Pronouns” Bench Card;

FURTHER RESOLVED that the New York State Bar Association approves this report and the recommendations of the LGBTQ Law Section; and it is

FURTHER RESOLVED that the officers of the New York State Bar Association are hereby authorized to take such other and further action as may be necessary to implement this resolution.

4. Remarks by Deborah Enix-Ross, Esq. Deborah Enix-Ross, President of the American Bar Association, addressed the House on matters of mutual interest to the ABA and NYSBA, including the role of the New York delegation to the ABA, the integrity of the justice system, the importance of civics education, and partnership between the two associations. The report was received with thanks.
5. Presentation of the Ruth G. Schapiro Memorial Award. Ms. Levin Wallach presented the annual Ruth G. Schapiro Memorial Award to Hon. Elizabeth A. Wolford in recognition of

her contributions on behalf of women, and commitment to championing equal opportunities for all.

6. Report and recommendations of Committee on the New York State Constitution. Christopher Bopst, chair of the Committee on the New York State Constitution, and Alan Rothstein, chair of the Committee's Subcommittee on the Lieutenant Governor, presented the Committee's report entitled "Gubernatorial Selection in New York: Constitutional and Statutory Recommendations Regarding Gubernatorial Succession and Inability." After discussion, a motion was adopted to approve the report and recommendations.
7. Report of Task Force on Mental Health and Trauma Informed Representation. Joseph A. Glazer, co-chair of the Task Force on Mental Health and Trauma Informed Representation, reported on the mission, composition, and goals of the Task Force. The report was received with thanks.
8. Report and recommendations of Task Force on Racism, Social Equity, and the Law. Taa R. Grays and Lillian M. Moy, co-chairs of the Task Force on Racism, Social Equity, and the Law, outlined the Task Force's report and recommendations addressing legal, regulatory, and societal structures currently affecting people of color in New York State. After discussion, a motion was unanimously adopted to approve the report and recommendations.
9. Administrative items. Mr. Lewis reported that at the April 1, 2023, meeting, the House will be requested to elect five of the Association's eleven delegates to the American Bar Association House of Delegates. The Nominating Committee had nominated the following individuals for the 2023-2025 term: Claire P. Gutekunst, Yonkers; Michael Miller, New York City; Scott M. Karson, Stony Brook; Sherry Levin Wallach, White Plains; and Domenick Napoletano, Brooklyn.

Mr. Lewis announced the names of the members designated by Article VIII of the Bylaws to serve as members-at-large of the Nominating Committee for the 2023-2024 Association year. The members-at-large will be as follows: Scott M. Karson, chair, of Stony Brook; Henry M. Greenberg of Albany; T. Andrew Brown of Rochester; and Michael Miller, alternate, of New York City.

10. New Business. Mr. Lewis read the following statement:

Yesterday, the New York State Bar Association Executive Committee approved the appointment of a Special Committee on the Selection of Judges for the Court of Appeals in response to concerns raised in recent weeks over the appointment of a chief judge. The committee will examine the selection process, including its history, and make recommendations to the association.

The Executive Committee reaffirms that the rule of law and the independence of the judiciary are crucial to the administration of justice. It is of the utmost importance to public confidence that there is a fair process that allows the judiciary to operate independently and effectively.

11. Report of Task Force on Emerging Digital Finance and Currency. Dana Syracuse, co-chair of the Task Force on Emerging Digital Finance and Currency, presented on the Task Force's ongoing work and programming. The report was received with thanks.
12. Date and place of next meeting. Mr. Lewis announced that the next meeting of the House of Delegates would take place on Saturday, April 1, 2023, at the Bar Center in Albany, New York, with an option for remote participation.
13. Adjournment. There being no further business to come before the House of Delegates, the meeting was adjourned.

Respectfully Submitted,

A handwritten signature in cursive script, appearing to read "Taa R. Grays".

Taa R. Grays  
Secretary

**NEW YORK STATE BAR ASSOCIATION  
MINUTES OF HOUSE OF DELEGATES MEETING  
BAR CENTER, ALBANY, NEW YORK, AND REMOTE MEETING  
APRIL 1, 2023**

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**PRESENT:** Abneri; Ahn; Alcott; Alomar; Arenson; Barreiro; Bascoe; Battistoni; Baum; Bello Burke; Beltran; Berlin; Berman; Bladykas; Block; Bond; Bonina; Braunstein; Brown; Bucki; Buholtz; Bunshaft; Campbell; Carter; Chambers; Chandrasekhar; Chang; Christian; B. Cohen; D. Cohen; O. Cohen; Cohn; Coreno; D’Angelo; Davidoff; Degnan; Doyle; D’Souza; Dubowski; DuVall; Effman; Feal; Fernandez; Filemyr; Finerty; Fiore; Fox; Gauntlett; Gerstman; Gilmartin; Gold; Good; Grays; Greenberg; Griffin; Gutekunst; Haig; Harper; Harwick; Heath; Hill; Himes; Hoffman; Islam; Jackson; Jacobson; Jaglom, James; Jimenez; Jones; Kamins; Karson; Kaweck; Kelley; Kelly; Kenney; Kiernan; Ko; Kobak; Koch; Kretser; LaMancuso; Larose; Lathrop; Lau-Kee; Lessard; Levin; Levin Wallach; Lewis; Livshits; Loyola; Madigan; Makofsky; Markowitz; Marotta; Marinaccio; Martin; Mathews; May; Mazur; McCann; McElwreath; McGinn; McGeegan; McNamara; C. Miller; M. Miller; Minkoff; Minkowitz; Montagnino; Moretti; Morrissey; Muller; Murphy; Napoletano; Nielson; Noble; Nowotarski; Palermo; Parker; Pettechak; Pope; Quaye; Randall; Richter; Riedel; Rothberg; Russ; Russell; Safer; Samuels; Sargente; Schram; Schrauer; Schwartz-Wallace; Sciocchetti; Seiden; Sen; Sharkey; Silkenat; Skidelsky; Sonberg; Spring; Stephenson; Strong; Sunshine; Swanson; Sweet; Tambasco; Terranova; Treff; Vaughn; Vigdor; Waterman-Marshall; Wesson; Westlake; Whittingham; Yeung-Ha

Mr. Lewis presided over the meeting as Chair of the House.

The meeting was called to order and the Pledge of Allegiance was recited.

1. Approval of Minutes of January 20, 2023, meeting. The minutes were deemed accepted as distributed.
2. Report of Treasurer. Domenick Napoletano, Association treasurer, reported that through February 28, 2023, the Association’s total revenue was \$10,668,818, an increase of approximately \$803,831 from the previous year, and total expenses were \$4,461,259, an increase of approximately \$1,588,945 over 2022, for a budgeted surplus of \$6,207,559. The report was received with thanks.
3. Address by Hon. Elizabeth A. Garry – Presiding Justice, Appellate Division, Third Department. Presiding Justice Garry updated the House on matters of interest within the Third Department, including technology upgrades, the scheduling of in person, hybrid, and remote proceedings, and staffing at the various courts within the Department. The Chair received the report with thanks.
4. Report of President. Ms. Levin Wallach highlighted items contained in her written report, a copy of which is appended to these minutes.

5. Presentation of the 2023 Ruth Bader Ginsburg Memorial Scholarship Award to Shelley Wu. Ms. Levin Wallach presented the annual Ruth Bader Ginsburg Memorial Scholarship Award to Shelley Wu, a third-year law student at Benjamin N. Cardozo School of Law, in recognition of her academic achievements and work on behalf of women and children's rights.
6. Election of Nominating Committee and State Bar Delegates to ABA House of Delegates. Henry M. Greenberg, chair of the Nominating Committee, presented the report of the Nominating Committee.
  - a. Election of members of the Nominating Committee. The following were nominated for service on the 2023-2024 Nominating Committee:

District members and alternates of the Nominating Committee: First –Jai Chandrasekhar, Vincent Ted Chang, Lisa M. Stenson Desamours, Margaret J. Finerty, Stephen Charles Lessard, Seth Rosner, Jay G. Safer, Diana S. Sen, Richard P. Swanson, First Alternate Mira C. Weiss, Second Alternate Mark Griffin, Third Alternate David Cohn; Second – Hon. Cheryl Chambers, Aimee Richter, and Alternate Hon. Joanne D. Quiñones; Third – Elena DeFio Kean, Matthew J. Kelly, Alternate Matthew Griesemer; Fourth – Peter V. Coffey, Martin Gilmartin, Alternate M. Elizabeth Coreno; Fifth – Donald C. Doerr, Jean Marie Westlake, Alternate John McCann; Sixth –Kathryn Grant Madigan, Bruce McKeegan, Alternate Alyssa Barreiro; Seventh – Eileen E. Buholtz, Amy Schwartz Wallace, Alternate Kevin F. Ryan; Eighth – Norman P. Effman, Sharon Stern Gerstman, Alternate Vincent E. Doyle, III; Ninth – Clare J. Degnan, John A. Pappalardo, Hon. Jonah I. Triebwasser, Alternate Hon. Adam Seiden; Tenth – Justin M. Block, Dorian Ronald Glover, Lynn D. Poster-Zimmerman, Sanford Strenger, First Alternate Ilene S. Cooper, Second Alternate Steven Leventhal; Eleventh – Richard M. Gutierrez, Zenith Taylor, Alternate Arthur Terranova; Twelfth – Hugh Campbell, Suzanne McElwreath, Alternate Steven E. Millon; Thirteenth – Jonathan B. Behrins, Sheila T. McGinn, Alternate Claire Cody Miller.

A motion to elect the foregoing was adopted.
  - b. Election of Delegates to ABA House. A motion was adopted to elect the following members for a two-year term in the ABA House of Delegates, commencing in August 2023: Claire P. Gutekunst, Scott M. Karson, Sharon Levin Wallach, Michael Miller, and Domenick Napoletano.
7. Report of Task Force on Mental Health and Trauma Informed Representation. Joseph A. Glazer, co-chair of the Task Force on Mental Health and Trauma Informed Representation, reported on the ongoing work of the Task Force in anticipation of submission of a final report for consideration at the June 2023 meeting of the House of Delegates. The report was received with thanks.
8. Report of Task Force on Modernization of Criminal Practice. Catherine Christian and Andy Kossover, co-chairs of the Task Force on Modernization of Criminal Practice, reported on

the ongoing work of the Task Force and an update on the status of the Task Force's forthcoming report and recommendations. The report was received with thanks.

9. Reports and recommendations of Task Force on Notarization. Ellen G. Makofsky, co-chair of the Task Force on Notarization, together with Task Force members Jaime D. Lewis and Michael A. Markowitz, presented on the Task Force's reports on Notary Record Keeping Regulations and Remote Online Notarization ("RON") Credentialing. After discussion, a motion was adopted to approve the following resolution:

WHEREAS, Executive Law 130 and 135-c, and regulations from Secretary of State 19 NYCRR 182 have been recently promulgated regarding electronic and non-electronic notarizations;

WHEREAS, these new laws and regulations have a significant impact on notaries and attorneys;

WHEREAS, there is no statutory basis for the record keeping and retention requirement for non-electronic notarizations;

WHEREAS, the new laws and regulations are unduly broad and burdensome on notaries and attorneys;

WHEREAS, the new law requires that a licensed electronic notary select a Credential service provider who meets certain technical requirements;

WHEREAS, in many circumstances, the licensed electronic notary lacks sufficient knowledge to determine whether the technical requirements have actually been met; and

WHEREAS, there is no showing that the new laws and regulations will diminish concerns of fraud that the legislation was intended to address;

WHEREAS, the efficiency of attorney notaries will be impacted by the above resulting in increased costs to consumers,

NOW, THEREFORE, IT IS RESOLVED that the Executive Committee approves the Reports and Recommendations of the Task Force on Notarization.

AND IT IS FURTHER RESOLVED that the officers of the New York State Bar Association are hereby authorized to take such other and further action as may be necessary to implement this resolution.

10. Report of Task Force on the Ethics of Local Public Sector Lawyering. Steven Leventhal, co-chair of the Task Force on the Ethics of Local Public Sector Lawyering, presented to the House on the mission, composition, and goals of the Task Force. The report was received with thanks.



11. Report and recommendations of Task Force on Emerging Digital Finance and Currency. Task Force co-chair Jacqueline J. Drohan and Matthew Feinberg, a member of the Task Force, presented the Task Force’s report on digital assets in two parts.

First, after discussion, a motion was adopted to approve the “Legislative Regulatory Resolution,” which reads as follows:

**Whereas** The New York State Bar Association formed a Task Force on Emerging Digital Finance and Currency in June 2022 to study the impact of digital assets, digital currency, non-fungible tokens, Web3, and the Metaverse on the legal profession, to educate lawyers on how to represent clients effectively, ethically, and knowledgeably in these areas, and to evaluate and study the regulatory, legislative, and licensing structures governing emerging digital assets, finance and currency.

**Whereas** The Task Force has held education programs on the topics of digital assets, digital currency, non-fungible tokens, Web3 and the Metaverse and its impact in and on the law and legal profession and presented to bar leaders on the effects of these emerging technologies across many practice areas.

**Whereas** NYSBA, in conjunction with the Task Force, has taken notice of the rapid growth and expanded application of digital finance and underlying distributed ledger and other decentralized web technologies, and has undertaken a careful consideration of the manifest need for consumer and environmental protection against certain risks posed by virtual currency markets.

**Whereas** Given the interest, knowledge base and broader informational needs of its membership in the complex legal, regulatory and practice aspects of the industry, and the leading role New York State has played in licensing and enforcement, the Association shall take a position of public advocacy for clear, efficient, and effective state regulation.

**Resolved** The New York State Bar Association supports prioritizing consumer and environmental protection while balancing the growth of well-regulated digital finance and related business within New York State.

**Resolved** The New York State Bar Association recommends regulation, legislation and licensing that is consistent across the country to prevent inequities in the use of currency and assets across the country.

**Resolved** The New York State Bar Association suggests exploration of regulation, legislation and licensing of digital finance and currency, digital assets, and Web 3 across the country and globally.

Second, after discussion, a motion was adopted to approve the “Web3 Resolution,” which reads as follows:

**Whereas** The New York State Bar Association formed a Task Force on Emerging Digital Finance and Currency in June 2022 to study the impact of digital assets, digital currency, non-fungible tokens, Web3, and the Metaverse on the legal profession, to educate lawyers on how to represent clients effectively, ethically, and knowledgeably in these areas, and to evaluate and study the regulatory, legislative, and licensing structures governing emerging digital assets, finance and currency.

**Whereas** The Task Force has held education programs on the topics of digital assets, digital currency, non-fungible tokens, Web3 and the Metaverse and its impact in and on the law and legal profession and presented to bar leaders on the effects of these emerging technologies across many practice areas.

**Resolved**, that the Task Force recommends that the New York State Bar Association explore and engage in the Web3 space by providing information-sharing opportunities, educating its members, and promoting the mission of the Association through use of the Web3 and other emerging digital technologies, including the potential use of blockchain, the Metaverse, NFTs, and digital currency to store and deliver content and provide value and access to the membership.

One member abstained from the vote.

12. Report of The New York Bar Foundation. Carla M. Palumbo, President of The Foundation, updated the House members on Foundation activities, including the awarding of grants, fellowships, and scholarships. The report was received with thanks.
13. Report of Committee on Membership. Clotelle L. Drakeford and Michelle H. Wildgrube, co-chairs of the Committee on Membership, presented on the Association’s membership engagement and retention efforts, including membership renewal for the 2023 dues year. The report was received with thanks.
14. Administrative items. Mr. Lewis reported on the following:
  - a. Motions to approve the designation of delegates filed by the county and local bar associations for the 2023-2024 Association year and to approve the filed roster of the members of the House for the 2023-2024 Association year were requested and approved.
  - b. The Chair advised that Allyn Crawford, Elected Delegate, Thirteenth Judicial District, had resigned from the House of Delegates in March, and that the vice president and remaining elected delegates from the Thirteenth District had nominated Ellen Soren to

fill the vacancy. A motion to elect Ellen Soren to fill the vacancy for the 2023-2024 term was requested and approved by the elected delegates in attendance at the meeting.

- c. The Chair noted that this meeting represents his last as Chair of the House and thanked the House for the opportunity to serve. He thanked the departing members of the Executive Committee and the House for their service and thanked the staff for their support. He introduced Domenick Napoletano as the next Chair of the House and presented him with the House's gavel.
15. Date and place of next meeting. Mr. Lewis announced that the next meeting of the House of Delegates would take place on Saturday, June 10, 2023, at The Otesaga in Cooperstown, New York, with an option for remote participation.
16. Adjournment. There being no further business to come before the House of Delegates, the meeting was adjourned.

Respectfully Submitted,

A handwritten signature in cursive script, appearing to read 'Taa R. Grays', written in black ink.

Taa R. Grays  
Secretary