



Staff Memorandum

HOUSE OF DELEGATES Agenda Item #3

REQUESTED ACTION: Approval of the proposed amendments to the Rules of the House of Delegates.

In 1973, when the House of Delegates was formed, it adopted Rules to govern the conduct of meetings. The rules were last amended in 1991. Given the length of time since the last review and changes in how meetings are conducted, including the development of remote and hybrid meetings, a review of the Rules was undertaken for potential changes.

The report briefly outlines the proposed amendments to the Rules and justification for the proposed amendments. A redlined draft of the proposed amended Rules is attached as Exhibit "A." A clean, non-redlined draft of the proposed amended Rules is attached as Exhibit "B." The current version of the Rules, as amended in 1991, is attached as Exhibit "C."

The report will be presented by Justin S. Teff, a member of the Committee on Bylaws subcommittee which was tasked with reviewing the Rules.



MEMORANDUM

To: Members of the House of Delegates
Date: October 7, 2022
Re: Proposed Amendments to the Rules of the House of Delegates

The Rules of the House of Delegates were last amended in 1991. These amendments to the Rules are proposed to better reflect current practices at meetings of the House and ensure that the Rules continue to align with the Bylaws, specifically those provisions relating to remote meetings and remote notice of meetings.

The following memo briefly outlines the proposed amendments to the Rules and justification for the proposed amendments.

A redlined draft of the proposed amended Rules is attached as Exhibit “A.” A clean, non-redlined draft of the proposed amended Rules is attached as Exhibit “B.” The current version of the Rules, as amended in 1991, is attached as Exhibit “C.”

Section 1(a) and General Changes Throughout

The existing version of the Rules utilizes varying terminology to refer to the presiding officer of the House (e.g., “chair,” “President-Elect”) at times resulting in a lack of clarity. The proposed revision attempts in a general sense to employ more consistent language throughout the document and utilize the same in setting forth the line of succession as to presiding officer (President-Elect, President, senior Vice-President, etc.) in Section 1(a).

Section 1(b) and (c)

The existing section 1(b) assigns two mandatory obligations to the presiding officer: (1) ensure “meetings are conducted in an orderly manner,” and (2) “[d]ecide questions of order and procedure.” The proposed revision leaves intact these mandatory responsibilities but refines them with four discretionary capabilities in an effort to ensure that the House at its meetings may efficiently work through the business at hand in a reasonably unimpeded manner, yet with due regard for the participation rights of the delegates. These include the ability to change the order of business, limit the time for debate, and call for a vote, as well as a catch-all provision permitting “reasonable steps” to advance the meeting.

Section 2(b) and (c)

The existing version permits for the calling of a “special meeting” of the House with relaxed notice requirements if the calling officer determines that there is an “emergency.” The proposed version is meant to eliminate the above distinction and simply denote that a meeting of the House other than the four mandated by section 2(a) may be called at any time by the listed officers with a standardized notice procedure that has no emergency exception. In cases of genuine emergency, it was deemed sufficient for the officers and Executive Committee to possess authority to take various necessary actions on behalf of the organization.

The proposal also renumbers existing subsection (c) as paragraph four of subsection (b) and expands the reconsideration limitation on the Secretary's mandate to call a meeting at the request of 25 percent of the delegates from "the last previous meeting" to the "previous twelve meetings" (approximately three years). This expands the existing limitation but falls short of the ABA Rules' more stringent requirement. The revision is meant to afford a reasonable balance between the House's obligation to consider what its delegates deem important business and avoiding repetitious and/or fruitless consideration of matters previously raised and rejected by the House.

The new proposed subsection (c) is also updated to accord with modern technology and practices and reflect that notice of a meeting may be transmitted by the Secretary via regular mail, e-mail, or other form of electronic communication.

Section 3

This section has been generally updated to utilize consistent language in referring to the presiding officer as well as provide for modern communication methods relative to notice requirements. Revised subsection (h) is updated to reflect that the newly revised version of Robert's Rules (12th ed.) shall govern procedure, unless in conflict with a provision of the Rules or Bylaws, in which case the latter control.

The proposed revision also contains several substantive elements that seek to promote efficiency and order within the context of House meetings as well as robust yet judicious debate. New subsection (c) inserts a requirement that delegates provide certain notice to the presiding officer should they intend to introduce a matter of wholly new business or make a motion to table a report or resolution scheduled for consideration. Here the intent is to give all parties a fair opportunity for due consideration prior to the meeting, decreasing the likelihood of haphazard handling at the meeting itself. The subsection does permit the presiding officer discretion to waive this requirement.

New subsection (d) gives the presiding officer the authority to limit debate/comment on a pending matter to no more than three speakers if no opposition to the pending matter is voiced amongst the delegates. This will hopefully preserve valuable meeting time when no true disagreement exists in the House.

Revised subsection (e) reduces the time a delegate may speak on a matter from ten minutes to three minutes, again meant to preserve time at meetings and efficiently advance the agenda to its conclusion prior to the adjournment of the meeting. This requirement may be waived upon the consent of the presiding officer, or a majority vote of the delegates present at the meeting.

Revised subsection (g) updates the voting rules to reflect modern technology and practices and the advent of remote participation via videoconference software. The subsection provides that voting on matters of House business is permitted electronically through the relevant software, and for those delegates present on the floor, the presiding officer may call for the remainder of the vote *viva voce*, by division of the House, or anonymous written ballot.

Existing Section 4 is eliminated as unnecessary given that membership in the House is determined pursuant to the Bylaws.

Exhibit A - Redlined Draft of Proposed Amendments to the Rules of the House of Delegates

NEW YORK STATE BAR ASSOCIATION
RULES OF THE HOUSE OF DELEGATES
ADOPTED JANUARY 24, 1973; AMENDED APRIL 13, 1991; PROPOSED AMENDMENTS
SEPTEMBER 2022

1. Presiding Officer

(a) The ~~Chair~~President-Elect shall ~~preside be the Presiding Officer at all meetings~~ of the House. In the absence of the ~~Chair~~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 ~~of Delegates~~ shall preside.

(b) The ~~presiding~~Presiding officer~~Officer~~ shall:

- (1) ~~insure~~Ensure that meetings are conducted in an orderly manner.
- (2) Decide questions of order and procedure.

(c) The Presiding Officer 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.
- (4) Take other reasonable steps to advance the efficiency of the meeting.

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~~Presiding Officer, 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) ~~A~~Any special 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 ~~Chair of the House~~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) A special meeting of the House of Delegates shall be called by the Chair or the President upon the request in writing of at least 25% of the delegates; provided, however, that the Chair or President shall not be required to call a special meeting to consider any matter which was considered and acted upon at the last previous meeting of the House.~~

(dc) ~~Except in case of emergency, notification~~ Notice of any ~~regular or special~~ meeting of the House of Delegates shall be sent by the Secretary ~~of the Association~~ not less than 15 days prior to the time fixed for such meeting. Notice of any meeting shall be deemed ~~to be sufficiently given~~ sufficient when written notice of the time and place thereof is ~~mailed~~ 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. ~~In case the Chair of the House, the President, or the Executive Committee determines there is an emergency, a special meeting of the House may be called upon six days prior notice given by mail, or four days prior notice given by telegraph or telephone to each member of the House of Delegates.~~

3. Order of Business

- (a) The ~~Chair, or in the absence of the Chair, the presiding~~ Presiding officer ~~Officer~~ shall determine the order and priority of business at a meeting. ~~Except in case of emergency, a~~ written agenda shall be ~~mailed sent by mail, email, or other electronic transmission~~ by the Secretary ~~of the Association~~ to each delegate not less than 15 days prior to the time fixed for the meeting, but additions or deletions may be made ~~in to~~ the agenda by the ~~Chair of the House~~ President-Elect, the President, or the Executive Committee.
- (b) Unless permitted by the ~~presiding~~ Presiding officer ~~Officer~~, no resolution may be proposed by a delegate for action at a meeting unless such resolution has been submitted, in writing to the ~~Chair~~ Presiding Officer and the delegates, at least 15 days prior to such meeting.
- (c) ~~Delegates are required to~~ shall notify the Presiding Officer, in writing, by the end of the business day the 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 there is good cause in which case notice should be given as soon as practical, and the Presiding Officer may make a determination as to whether that the motion will be heard without such notice or moved to a future meeting.
- (d) If no member has risen in opposition or requested to speak in opposition to a report or resolution, then the Presiding Officer 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 ~~ten~~ 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 ~~presiding~~ Presiding officer ~~Officer~~ or ~~the a~~ majority of the delegates present at the meeting. The person presenting the matter under discussion shall have the right to close the debate on that matter. The ~~Chair~~ Presiding Officer may ~~impose further limitations upon~~ 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 ~~another other~~ committee, section, or ~~action unit~~ task force of the Association for further consideration.
- (g) Voting shall be by voice vote, ~~or, if the delegate is participating remotely, by polling through the videoconference software,~~ unless the ~~presiding~~ Presiding officer ~~Officer~~ directs a ~~division~~ division of the House or ~~an anonymous~~ written ballot ~~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.~~ Membership

~~(a) Delegates to the House of Delegates shall be determined in accordance with Article V, Sections 3 and 4 of the Bylaws.~~

~~(b) Section delegates, as set forth in Article V, Section 3, paragraph D of the Bylaws, shall be chosen according to procedures established by the sections and may, but need not be officers of their respective sections.~~

~~(c) Delegates from those judicial districts 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, as set forth in Article V, Section 3, paragraph E, subparagraph 5 of the Bylaws, shall be chosen by the governing bodies of such county bar associations in a manner mutually agreed upon by such bar associations. In the absence of such mutual agreement, the House of Delegates shall determine the manner in which the delegates shall be chosen.~~

~~54.~~ 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 ~~presiding~~ Presiding officer ~~Officer~~ of the meeting 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 ~~presiding~~ Presiding officer ~~Officer~~ of the meeting 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.

~~65.~~ 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.

Exhibit B - Clean, Non-Redlined Draft of Proposed Amendments to the Rules of the House of Delegates

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

1. Presiding Officer

- (a) The President-Elect shall be the Presiding Officer of the House. 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 Presiding Officer shall:
 - (1) Ensure that meetings are conducted in an orderly manner.
 - (2) Decide questions of order and procedure.
- (c) The Presiding Officer 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.
 - (4) Take other reasonable steps to advance the efficiency of the meeting.

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 Presiding Officer, 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 Presiding Officer 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 Presiding Officer, no resolution may be proposed by a delegate for action at a meeting unless such resolution has been submitted in writing to the Presiding Officer and the delegates at least 15 days prior to such meeting.
- (c) Delegates shall notify the Presiding Officer, 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 Presiding Officer 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 Presiding Officer 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 Presiding Officer or a majority of the delegates present at the meeting. The person presenting the matter under discussion shall have the right to close the debate on that matter. The Presiding Officer 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 Presiding Officer directs a division of the House or an anonymous written ballot 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 Presiding Officer of the meeting 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 Presiding Officer of the meeting 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.

Exhibit C - Rules of the House of Delegates as amended in 1991

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

1. Presiding Officer

- (a) The Chair shall preside at all meetings of the House. In the absence of the Chair, 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 of Delegates shall preside.
- (b) The presiding officer shall:
 - (1) Insure that meetings are conducted in an orderly manner.
 - (2) Decide questions of order and procedure.

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, 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) A special meeting of the House of Delegates may be called at any time by:
 - (1) The Chair of the House
 - (2) The President
 - (3) The Executive Committee
- (c) A special meeting of the House of Delegates shall be called by the Chair or the President upon the request in writing of at least 25% of the delegates; provided, however, that the Chair or President shall not be required to call a special meeting to consider any matter which was considered and acted upon at the last previous meeting of the House.
- (d) Except in case of emergency, notification of any regular or special meeting of the House of Delegates shall be sent by the Secretary of the Association not less than 15 days prior to the time fixed for such meeting. Notice of any meeting shall be deemed to be sufficiently given when written notice of the time and place thereof is mailed by the Secretary to each member of the House of Delegates on or before the 15th day prior to such meeting. In case the Chair of the House, the President, or the Executive Committee determines there is an emergency, a special meeting of the House may be called upon six days prior notice given by mail, or four days prior notice given by telegraph or telephone to each member of the House of Delegates.

3. Order of Business

- (a) The Chair, or in the absence of the Chair, the presiding officer shall determine the order and priority of business at a meeting. Except in case of emergency, a written agenda shall be mailed by the Secretary of the Association to each delegate not less than 15 days prior to the time fixed for the meeting, but additions or deletions may be made in the agenda by the Chair of the House, the President, or the Executive Committee.
- (b) Unless permitted by the presiding officer, no resolution may be proposed by a delegate for action at a meeting unless such resolution has been submitted, in writing to the Chair and the delegates, at least 15 days prior to such meeting.
- (c) With the exceptions noted below, no delegate shall speak more than ten minutes at one time or more than once at the same session upon the same question unless such member obtains the consent of the presiding officer or the majority of the delegates present at the meeting. The person presenting the matter under discussion shall have the right to close the debate on that matter. The Chair may impose further limitations upon 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.
- (d) Without limitation on the other powers of the House, the House may by vote refer any matter coming before it to the Executive Committee or another committee, section or action unit of the Association for further consideration.
- (e) Voting shall be by voice vote unless the presiding officer directs a division or a written ballot.
- (f) Roberts Rules of Order Revised shall govern meetings of the House, except as otherwise provided in these Rules or the Bylaws.

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- (a) Delegates to the House of Delegates shall be determined in accordance with Article V, Sections 3 and 4 of the Bylaws.
- (b) Section delegates, as set forth in Article V, Section 3, paragraph D of the Bylaws, shall be chosen according to procedures established by the sections and may, but need not be officers of their respective sections.
- (c) Delegates from those judicial districts 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, as set forth in Article V, Section 3, paragraph E, subparagraph 5 of the Bylaws, shall be chosen by the governing bodies of such county bar associations in a manner mutually agreed upon by such bar associations. In the absence of such

mutual agreement, the House of Delegates shall determine the manner in which the delegates shall be chosen.

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6. 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.