

Finger Lakes Women's Bar Association  
A Chapter of the Women's Bar Association of the State of New York  
**By-Laws**

**Article 1. Name and Jurisdiction**

1.1 The name of this organization shall be the Finger Lakes Women's Bar Association (hereinafter referred to as "Chapter"), an official Chapter of the Women's Bar Association of the State of New York (hereinafter referred to as "WBASNY").

1.2 The jurisdiction of the Chapter shall include Cayuga, Chemung, Cortland, Schuyler, Seneca, Steuben, Tioga, Tompkins and Yates Counties.

**Article 2. Purpose**

2.1 The purpose of this Chapter will be in accordance with that of WBASNY and to: (a) establish and direct policies and issue policy statements on issues of local significance, especially those relating to women lawyers and women generally, and to bring such issues to the attention of WBASNY for further endorsement and action; (b) to cooperate with, aid and support organizations and causes which advance the status and progress of women in society; (c) to encourage education of lawyers; (d) to promote the fair and equal administration of justice; and (e) to inform members and disseminate information to them.

2.2 The Chapter will report to and consult with WBASNY and will act consistently with the By-Laws of WBASNY.

**Article 3. Membership**

3.1 Any persons admitted to practice before the Bar of the State of New York in good standing may be members of this Chapter and WBASNY upon payment of appropriate Chapter dues. If this is their primary Chapter, these attorneys shall be "Class I" members and may vote in all elections and general membership votes of this Chapter and WBASNY.

3.2 Any persons who are: (a) admitted to the Bar of a jurisdiction other than the New York and in good standing ("Class II" members. These attorneys may vote in all elections and general membership votes of this Chapter), (b) law school graduates preparing to take the bar exam or awaiting admission to the Bar ("Class III" members), or (c) law students ("Class IV" members), may be voting members of this Chapter and non-voting members of WBASNY upon payment of appropriate Chapter dues.

3.3 Any person who is a member in good standing of another WBASNY Chapter may also become an "adjunct member" of this Chapter ("Class V" members) upon payment of appropriate Chapter dues.

3.4 Pursuant to WBASNY's By-Laws, guidelines and procedures, the Chapter will periodically submit to WBASNY a list of its members and their addresses, and other contact and demographic information, along with any required "per capita" dues owed to WBASNY based on such members' Class status.

#### **Article 4. Membership Meetings**

4.1 The Chapter shall hold at least six (6) membership meetings a year. One of these six meetings shall be the Annual Membership Meeting, which shall be held in April each year. Using any communication means allowed under the New York Not-For-Profit Laws (“appropriate means”), the Secretary of the Chapter will notify the membership of all regularly scheduled meetings at least ten (10) days in advance, and she shall notify the membership of the date of the Annual Membership Meeting at least thirty (30) days in advance. She shall also send or facilitate the sending of notice(s) (by appropriate means) to the membership concerning the nominations for Chapter positions and scheduling of elections, as provided for in Article 9 of these By-Laws.

4.2 Special meetings may be called at the discretion of the President or a majority of the member of the Board of Directors or upon the written request of ten percent of the Chapter’s voting membership. The Secretary of the Chapter will notify the membership of the special meeting using appropriate means at least three days in advance of said special meeting. The notice of the special meeting shall include the purpose of the meeting.

4.3 Fifteen percent (15%) of the Chapter’s voting membership shall constitute a quorum at membership meetings. If a quorum is not present, the meeting may be adjourned by a majority of the members present.

4.4 All members may attend the Annual Membership Meeting, but only members authorized to vote under the provisions of Article 3 may vote at such meeting. If unable to attend a membership meeting in person, voting members may vote by a duly signed proxy or absentee ballot. If the location supports remote participation (e.g., by teleconference or videoconference), votes may also be taken telephonically or electronically.

4.5 Proxies and absentee ballots shall count toward the establishment of a quorum, as shall any voting conducted via telephone, videoconference or other electronic means.

4.6 Once a quorum is established, all questions shall be decided by a majority of votes cast, unless otherwise required by the Chapter By-Laws or WBASNY By-Laws.

4.7 Except as otherwise provided by these By-Laws or by applicable law, all meetings shall be conducted in conformity with Robert’s Rules of Order.

#### **Article 5. Chapter Officers**

5.1 The Officers of the Chapter shall be President, Vice President, Secretary and Treasurer. These Officers shall comprise the Executive Committee of the Chapter. The Officers shall perform such duties as enumerated herein, and as may be assigned to them from time to time by the President and Board of Directors.

5.2.1 The President shall be the Chief Executive Officer of the Chapter and shall generally supervise and direct its affairs. The President shall preside at meetings of the Chapter and the Board. The President shall appoint all Committee Chairs and have the right to be present as a non-voting member of every Committee. At the Chapter’s Annual Membership Meeting, the President shall present a report to the members on the activities of the Chapter during the year.

5.2.2 The President may delegate to another Officer any duty imposed on or power granted to the President by these By-Laws, except the appointment of Committee chairpersons, the calling of special meetings of the Association, and the assignment of duties to other Officers.

5.3 The Vice President shall perform such duties as may be designated or assigned to her by the President or the Board of Directors. If the President is absent or otherwise unable to preside at a meeting, the Vice President will assume the duties of the President for that meeting.

5.4 The Secretary of the Chapter shall give notices of meetings of the Chapter to the full membership, by appropriate means. The Secretary shall keep the records of the Chapter, keep the minutes of Chapter meetings and Board meetings, and perform other duties as may be assigned by the President or Board of Directors. The Secretary shall assist the President as requested in producing written communications from the President or Board of Directors. The Secretary shall also provide (a) notices to the membership in accordance with Articles 4 and 9 of these By-Laws, (b) notices to WBASNY concerning the outcome of all Chapter elections, elections of WBASNY Officers, and of any membership votes on other topics, such as the ratifications of amendments to the By-Laws of the Chapter or WBASNY (Section 8.6); and (c) notices to WBASNY concerning any suit, proceeding or claim against the Chapter or other affiliated entities or persons (Section 10.2).

5.5.1 The Treasurer shall have general charge of the funds of the Chapter, subject to the control of the Board of Directors.

5.5.2 All Chapter funds shall be deposited to the credit of the Chapter in such banks, trust companies, or other depositories as the Board of Directors may select. At least once per year, the Treasurer and Board shall review the signatories on the Chapter's account(s) and determine whether such signatories should be changed, in which case the Board shall pass any required resolutions to effectuate such change.

5.5.3 The Treasurer shall collect Chapter dues from each member, payments for events and programs, and other monies received on behalf of the Chapter. She shall keep the accounts of the Chapter, deposit all funds received, invest its funds as directed by the Board of Directors, report on the Chapter's finances at each regular meeting of the Board of Directors, and make a report to the Chapter membership at the Annual Membership Meeting on the overall state of the Chapter's finances. The Treasurer shall pay all bills duly incurred by or on behalf of the Chapter. She shall comply with all WBASNY reporting and accounting requirements, including submitting reports on Chapter membership, providing information required for WBASNY accounting and tax returns, and remitting to WBASNY "per capita" dues and other payments owed to WBASNY by the Chapter.

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

5.6 No Officer shall serve more than two (2) consecutive years in the same office, except that the Treasurer and Secretary may serve in successive terms provided (a) she and the Chapter are in compliance with the requirements of Sections 5.5, *et. seq.* of this Article, and (b) her nomination to serve for more than two terms is approved by the Board at least 14 days in advance of the Chapter's elections in April..

5.7 No person shall hold more than one office at any one time.

## **Article 6. Chapter Representatives (“Delegates”) on the WBASNY Board of Directors**

6.1 Under WBASNY’s By-Laws, the Chapter President shall be a member of the WBASNY Executive Committee and of the Board of Directors of WBASNY. If the President cannot attend a meeting of the WBASNY Executive Committee or Board, upon notice to WBASNY she may designate an Officer or Board member to attend in her place.

6.2.1 Pursuant to WBASNY’s By-Laws, each Chapter is entitled to one or more additional representatives (“Delegates”), who serve as members of the WBASNY Board of Directors and attend and vote at WBASNY Board meetings.

6.2.2 The number of Chapter Delegates is set forth in the WBASNY By-Laws and is calculated based on the number of members the Chapter certifies by January 31st of the prior fiscal year who are (i) attorneys admitted to the Bar in the State of New York and in good standing, (ii) attorneys admitted to the Bar of other jurisdictions who are in good standing, or (iii) law school graduates studying for the bar or awaiting admission.

6.2.3 Chapter Delegates to the WBASNY Board are nominated and elected by the voting members of the Chapter in the same manner and timing as Chapter Officers and Directors.

6.2.4 In the event that a Chapter Delegate cannot attend a WBASNY Board meeting, the President may designate an Officer, Director or Chapter member to attend in place of the Delegate, upon notice to WBASNY.

6.3 To the extent possible, the President should also designate members to represent the Chapter on WBASNY’s Committees. At a minimum, she shall prioritize having representation on the following WBASNY Committees:

- Nominations (two representatives per Chapter; one delegate and one alternate) – interviews candidates and votes to select the members from across the state who will be nominated to serve as WBASNY Officers for the following fiscal year;
- Legislation (one representative per Chapter) – reviews legislation and makes recommendation on WBASNY’s legislative priorities and advocacy efforts;
- Awards (one representative per Chapter) – participates in the consideration of candidates for WBASNY’s annual awards, and assists the President in preparing and submitting nominations for Chapter members to be considered for such awards;
- Judicial Screening (two representatives per Chapter; one delegate and one alternate) – interviews and reviews the qualifications of candidates to fill periodic judicial vacancies on the New York Court of Appeals;
- Plus any of the other WBASNY Committees that address substantive topics, policies or other matters that are of concern to the Chapter or its membership.

6.4 The President shall notify Chapter Delegates to the WBASNY Board and its representatives to WBASNY’s Committees by appropriate means of the dates and times of WBASNY’s periodic Board and Committee meetings, and she shall instruct such representatives to notify her and WBASNY whether they will be attending such meetings, so that: (a) the President can designate alternate attendees, if required; and (b) WBASNY knows in advance who will be present on behalf of the Chapter.

## **Article 7. Chapter Board of Directors**

7.1 The Board of Directors shall consist of the Officers of the Chapter, the Immediate Past President of the Chapter, two (2) Chapter Directors, and the Chapter's Delegate(s) to the WBASNY Board of Directors.

7.2 The Board of Directors shall direct the general management of the affairs of the Chapter. The Board shall authorize contracts to be executed by or on behalf of the Chapter by the President or Treasurer. No party shall enter into any contracts on behalf of the Chapter, nor incur any extraordinary or unusual expenses on its behalf, without express authorization from the Board of Directors.

7.3 No later than April 1 of each year, the Board of Directors shall establish or confirm the dues to be paid by Chapter members for the succeeding fiscal year.

7.4 The Board of Directors shall meet at least six (6) times annually. A majority of the Board of Directors shall constitute a quorum.

7.5 For the purpose of Board of Directors meetings, in-person participation is expected of Board members, but should a Board member be unable to attend, such member shall be allowed to participate and cast any votes electronically or telephonically, provided that the meeting venue supports participation in a manner that allows all Board members to hear the full Board's discussions. Participation by telephone, videoconference or other electronic means shall count toward the establishment of a quorum.

## **Article 8. Chapter Elections and Vacancies**

8.1 The Chapter shall hold its Annual Membership Meeting and elections in April each year.

8.2 Article 9 of these By-Laws sets forth the process for nominating candidates for Chapter Officer, Director, and Delegate position(s), as well as the process for providing timely notification to the membership of the slate of such candidates. To the extent that the nominated slate that was distributed to the membership in advance of the Annual Membership Meeting pursuant to Section 9.1, *et seq.*, is uncontested, the election for such positions may be held on a voice vote of voting members present at the Annual Meeting.

8.3 If written notice was received pursuant to Section 9.1.3 of these By-Laws advising the Board that all or a portion of the slate of nominees is being contested, the election of members to fill any positions that have been contested shall be conducted by secret ballot. The ballot shall have a column at left with the title "Positions," a center column entitled "Nominations Committee Candidates" listing the candidates nominated by the Chapter Nominations Committee next to the office for which they were nominated, and a column at right entitled "Petition Candidates" listing the names of any contesting candidate(s) next to the designation of the office(s) for which they are running. Said ballot shall be distributed to members who are authorized to vote pursuant to Article 3 of these By-Laws. An equal number of designees appointed by the President and the contesting candidates shall serve as election proctors to record the votes, with no person running for office serving as proctor.

8.4 Election shall be by a majority of (a) voting members in attendance at the meeting, plus (b) voting members who executed a signed proxy allowing another voting member in good

standing who is in attendance at the meeting to vote for the absent member. Any voting member who cannot attend the voting meeting in person may vote by absentee ballot, provided the member's absentee ballot is received at or prior to the meeting. Completed proxies and/or absentee ballots shall count towards the establishment of a quorum.

8.5 At the Annual Membership Meeting, the Chapter shall also take a vote on the ratification of the slate of candidates nominated to serve as WBASNY Officers for the following fiscal year. Only voting members of the Chapter who are eligible (i.e., attorneys admitted to the Bar in New York State and in good standing) may vote on the WBASNY Officer slate. Such votes shall be taken in the same manner as the votes for Chapter Officer, Director and Delegate positions (as provided for in Sections 8.2, 8.3 and 8.4: by voice vote if there is no contest; or by secret ballot, proxy or absentee ballot and in compliance with any mandates contained in WBASNY's By-Laws if there is a contested election).

8.6 By no later than April 30 each year: the Secretary shall notify WBASNY, by appropriate means, of the results of the elections or other votes taken at the Chapter Annual Membership Meeting, including the names, positions and terms of the elected Chapter Officers, Directors and Delegates; the ratification of WBASNY Officer nominees for the following fiscal year; and any votes on By-Laws amendments or other substantive matters.

8.7 Chapter Officers and Delegates shall serve one year terms commencing June 1. Chapter Directors shall serve two year terms commencing June 1 of the year in which they are elected. The Directors' terms shall be staggered so that one-half of such Directors' terms expire each year. In the initial year of eligibility for multiple Directors, one-half of such Directors shall be appointed for to a one year term, and the other half to two-year terms.

8.8 Any Chapter Officer, Director, or Delegate may be removed if she has failed to satisfactorily perform her duties or has more than two successive absences without a reasonable excuse. The Board of Directors may in its discretion remove such Officer, Director, or Delegate by a two-thirds (2/3) vote of the remaining Board members, but only after written notification to said Officer, Director, or Delegate and after affording such person an opportunity to be heard by the Board of Directors.

8.9 If (by reason of death, resignation, removal or otherwise) a vacancy in the position of Chapter Officer, Director or Delegate occurs before the expiration of her term (including after the elections at the Annual Meeting but before she officially takes office), the Board of Directors shall consult with the Nominations Committee and then, at its next regular meeting or at a special meeting called for such purpose, elect a successor from among the voting membership who shall hold such office for the unexpired term. However, if the vacancy is in the office of President, the Vice President shall automatically succeed to the Presidency, and the Board shall elect a successor to the Vice President's position pursuant to the above procedure.

## **Article 9. Chapter Committees**

9.1.1 Nominations Committee – The Chapter Nominations Committee shall be comprised of: (a) a Chairperson appointed by the President, who shall serve a one-year term; (b) one member nominated by the Board of Directors, who shall serve a two-year term; and (c) one member nominated by the Nominations Committee, who shall serve a two-year term that will alternate with the two year term of the member nominated by the Board. The members of the Nominations Committee who are nominated by the Board and by the Nominations Committee shall be elected to their positions in the same manner as specified in these By-Laws for the

election of Officers, Directors, and Delegates. The Nominations Committee shall not nominate any of its current members to any Officer position (such potential Officer nominee must resign from the Committee and not participate in deliberations concerning nominations). Members of the Nominations Committee are not barred from serving as, or nomination to be, Directors or Delegates.

9.1.2 By no later than the end of February each year, the Nominations Committee shall select a slate of candidates for all Officer, Director, and Delegate positions. The Nominations Committee Chair shall notify the Board of the names and proposed positions for all nominees, but the Board of Directors does not vote on the slate of candidates nominated by the Nominations Committee.

9.1.3 At least 30 days prior to the Annual Membership Meeting in April, the Secretary shall provide notice to the membership, by appropriate means, of (a) the date of the Annual Membership Meeting and Elections, and (b) the names and proposed positions of all nominees for: Officer, Director, and Delegate positions, and for open Nominations Committee positions (not including the Nominations Chair position appointed by the President). Such notice shall also state that any persons wishing to contest any of the candidates on the proposed slate and/or nominate others for any of the positions must state such intention in writing and in such manner to ensure that it is *received* by the President and Secretary no later than 15 days prior to the Annual Membership Meeting.

9.2 Committee on Membership – The President shall appoint the Chairperson(s) of the Chapter Committee on Membership, at least one of whom may be an elected Chapter Director, to a one-year term of office. The Committee’s duties shall be to actively promote and solicit Chapter membership, including inviting prospective members to join and encourage past members to renew; to advise the President and Board on appropriate membership categories; to undertake social and other functions to increase membership and active participation in the Chapter; and to assist with planning programs to be presented at the meetings of the Chapter membership, under the direction of the President and/or her designee(s). If feasible, the Chairperson (or a designee of the President or the Chairperson) shall represent the Chapter at the meetings of the WBASNY Chapters-Membership Committee.

9.3 Committee on Programs and Events – The President shall appoint the Chairperson(s) of the Chapter Committee on Programs and Events, at least one of whom may be an elected Chapter Director, to a one-year term of office. The Committee’s duties shall be to assist with planning programs to be presented at the meetings of the Chapter membership under the direction of the President and/or her designee(s), and to plan and oversee the Chapter’s continuing legal education (CLE) programs in accordance with the CLE guidelines and mandates of WBASNY and the NYS CLE Board. A Chairperson (or a designee of the President or the Chairperson) shall serve as WBASNY CLE Liaison for the Chapter.

9.4 Judicial Screening Committee – The Chapter may establish a Judicial Screening Committee, which shall be comprised of members whose appointment is ratified annually by the Board of Directors. The Judicial Screening Committee shall interview and rate candidates for judicial office within the Chapter’s jurisdiction, subject to the provisions in the WBASNY By-Laws with respect to Chapters who share the geographic jurisdictions of courts in their area. Written judicial screening protocols and the rating system and criteria must be established and approved by the Board of Directors prior to any judicial screenings being conducted. All discussions and votes of the Judicial Screening Committee, and any information or material obtained during the course of the Judicial Screening Committee’s consideration of a candidate

shall be confidential, and no judicial ratings may be disclosed until the Board reviews such rating(s) and the President officially publishes them.

9.5 Any other Committees shall be established by the Board of Directors. Each such Committee shall have a Chairperson appointed by the President who will report to the Board of Directors. The Committee Chairpersons shall each have one one-year term of office but may be reappointed at the discretion of the next President. Members may volunteer to serve on committees, and such members may serve on more than one committee at any given time, but no member may be the Chairperson of more than one committee during the same term.

#### **Article 10. Indemnification and Insurance**

10.1. In its By-Laws, WBASNY defines the circumstances under which it may indemnify "Association Executives" and "Non-Profit Subsidiaries" (as defined in WBASNY By-Laws, Article XXVII, and including the WBASNY Foundation, the Chapters, and Chapter Foundations, and those duly acting on their behalf), against any judgments, fines, amounts paid in settlement and expenses, including counsel fees and disbursements. That Article also provides that WBASNY may, to the fullest extent permitted by law, maintain insurance to cover potential claims and suits, including for the potential liability and indemnification of Association Executives and such Non-Profit Subsidiaries.

10.2. Upon receiving notice of a suit, proceeding, a threat of suit, or a claim against WBASNY; the Chapter; Chapter Officers, Directors, Delegates, or others authorized to act on behalf of the Chapter (or other Non-Profit Subsidiaries or Association Executives); the Secretary (or in her absence the President) shall promptly notify WBASNY's President and Recording Secretary in writing, and by email or other appropriate means, and forward any documentation received in connection therewith.

#### **Article 11. Fiscal Year**

11.1 The fiscal year of the Chapter shall commence on June 1 in accordance with WBASNY's By-Laws.

#### **Article 12. Amendments to Chapter By-Laws**

12.1 A proposed amendment to the Chapter By-Laws shall not be presented to the membership for vote unless and until the proposed amendment has been reviewed and approved by WBASNY's By-Law Committee, approved by the Chapter By-Laws Committee (if such Committee has been established), and approved by a two-thirds (2/3) vote of the Chapter Board of Directors.

12.2 The members of the Chapter shall be given at least fifteen (15) days written notice of any proposed amendment(s) prior to the membership meeting at which a vote on such amendment will be taken. The affirmative vote of two-thirds (2/3) of the voting members present at such membership meeting, once a quorum exists, shall be required for the ratification and adoption of any amendment to the Chapter By-Laws.

12.3 Upon enactment of amendments to the Chapter By-Laws, a conformed copy of the new By-Laws, with revisions incorporated, shall be provided to the Chapter President and Secretary, as well as to the WBASNY President and WBASNY By-Laws Committee Chair(s), and notice of the enactment shall be provided to the Chapter membership.



12.4 The Chapter's current By-Laws shall also be posted on the Chapter website (if any) or on the Chapter page of WBASNY's website.

**Article 13. Conflict with WBASNY By-Laws**

13.1 In the event of a conflict between the Chapter By-Laws and WBASNY's By-Laws, WBASNY's By-Laws shall control.

**Article 14. Interpretation of By-Laws**

14.1 Wherever the word "she" or "her" is used herein, such word shall be construed to include "he" or "him" where appropriate.

*Amended on April xx, 2017 and effective June 1, 2017.*