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BY-LAWS

with

CERTIFICATE OF INCORPORATION

WESTCHESTER COUNTY BAR ASSOCIATION

As Amended to March 1, 1984

(Subsequent Amendments shall
be indicated by date on revised page.)

BY-LAWS OF WESTCHESTER COUNTY BAR ASSOCIATION

ARTICLE I

Name

The name of the Association shall be "Westchester County Bar Association".

ARTICLE II

Purposes

The purposes of the Association are to promote the ends of justice, to cultivate the science of jurisprudence, to maintain the availability of the law to all who seek redress, to facilitate the administration of justice, to elevate the standard of integrity, honor, competence and courtesy in the legal profession, and to participate with all members of society in seeking and perfecting the common good.

ARTICLE III

Membership

SECTION 1. *Active Members.* Any member of the Bar of the State of New York, in good standing, who resides in or has an office in the County of Westchester may become an Active Member of the Association upon election to Active Membership and payment of dues, as hereinafter provided.

Any Active Member who is no longer eligible for active status shall become automatically an Associate Member.

SECTION 2. *Associate Members.* Any member of the Bar of the State of New York, or of the Bar of any other state or territory, in good standing, who is not qualified for active membership may become an Associate Member upon election to Associate Membership and payment of dues, as hereinafter provided. Associate Members shall not be entitled to hold office or vote but shall have all other privileges of Active Membership except as otherwise specifically provided in these By-Laws.

SECTION 3. *Non-Lawyer Affiliate.* A non-lawyer affiliate membership category of this Bar Association is established for the following purposes:

1. To foster a closer association socially and professionally between attorney members of the Bar Association and non-attorney affiliate members of the Bar Association.
2. To promote the mutual interests of lawyers and non-lawyers providing service to the profession of law.
3. To conduct Continuing Legal Education programs of mutual interest for members of the bar and non-lawyer service providers.

Any person employed in or residing in Westchester County who meets the following description is eligible to apply to be a non-lawyer affiliate member of the Bar Association.

1. A paralegal employed or retained by a lawyer, law firm, governmental agency or other entity.
2. An individual employed by a lawyer, law firm, governmental agency or other entity as a law office administrator, or

3. An individual who is a title company agent, a licensed private investigator, a banker, a licensed insurance broker, agent, licensed real estate broker or salesperson or a member of another law-related occupation so approved by the Board of Directors.

4. A certificated paralegal who is actively seeking employment as a paralegal.

Such individual shall become a non-lawyer affiliate member of the Association after all of the following conditions are met:

1. Proof of compliance with the above requirements.

2. Approval of Membership Application by the Executive Committee or Board of Directors as set forth in Section 5 of this Article.

3. Making the required membership dues payments.

4. As a condition of their membership, non-lawyer affiliate members must, when describing or referring in any way to their relationship with the Association, specifically disclose their status as a "Non-Lawyer Affiliate Member".

A non-lawyer affiliate member may join a section or committee but may not be an officer of any section or committee other than a Non-Lawyer Affiliate Member Committee if such Committee is established pursuant to these By-Laws. A non-lawyer affiliate member shall have all the powers and privileges of an active member of the Association except those of voting or holding office, except in connection with a duly established Non-Lawyer Affiliate Member Committee, or as specifically provided.

A non-lawyer affiliate member shall pay an annual dues fee in accordance with the schedule of fees adopted, from time to time, by the Board of Directors.⁸

SECTION 4. *Law Student Membership.* A law student membership category of this Bar Association is established for the following purposes:

1. To increase contacts with law students for the purpose of building a better relationship between the Association and the newer members of the legal profession.

2. To promote the interests of law students.

3. To encourage law students to obtain the practical, ethical and professional guidance of the members of the Westchester County Bar Association.

4. To foster a closer association socially, professionally and culturally with the members of the Association.

Any law student in good standing in any accredited law school in Westchester County or any resident of Westchester County who is a student in an accredited law school outside of Westchester County may become a law student member in the Westchester County Bar Association. Such student shall become a law student member of the Association after the following:

1. Proof of compliance with the above-prescribed requirements.

⁸as amended to March 13, 2003

2. Approval of Membership Application as set forth in Section 5 of this Article.
3. Making the required membership dues payments.

A law student membership shall cease to be such upon admission to the bar of any jurisdiction or upon the expiration of two years following the graduation by the law student member from law school, whichever event occurs first.

A law student member may join a section or committee but may not be an officer thereof. A law student member shall have all the powers and privileges of a full member of the Association except those of voting and holding office or otherwise specifically provided in these By-Laws.

Law student members shall pay a reduced fee in accordance with the schedule of fees adopted, from time to time, by the Board of Directors. Fees for subsections or membership to programs or Sections shall be at a reduced rate as set by the particular chairperson.⁸

SECTION 5. *Applications.* A written Application for Active or Associate Membership shall be made on forms provided by the Association. An applicant who shall receive the unanimous vote of the members of the Executive Committee in attendance at the meeting at which said application is reviewed for approval, shall become an Active or Associate Member of the Association, as the case may be, upon payment of the required dues and computer database management fee. If the application is not approved by the Executive Committee, it shall be submitted to the Board of Directors in attendance for consideration at the next meeting. An applicant who shall receive the application approval of three fifths of the Directors in attendance at said meeting shall become an Active or Associate Member of the Association, as the case may be, upon payment of the required dues and computer database management fee. The same procedures for application for election to membership shall apply to Non-Lawyer Affiliates, or Law Students but payment of the computer database management fee shall not be required of Law Students.⁸

SECTION 6. *Honorary Members.* Any person who is or has been a member of the legal profession in the United States or any foreign nation, and who has attained preeminent distinction, may be elected an Honorary Member of the Association. Such election may be made at any meeting of the Board of Directors by affirmative vote equal to three-fifths (3/5) of the directors in attendance, or at any meeting of the membership of the Association by affirmative vote of three-fifths (3/5) of the members present. Honorary Members shall be exempt from the payment of dues. They shall have all privileges of Active Membership but shall not be entitled to vote. Any Honorary Member who is otherwise eligible, may become an Active Member upon written application to the Secretary. Thereafter, said Honorary Member shall be considered both an Honorary Member and an Active Member, and shall have all the rights and responsibilities of an Active Member.

SECTION 7. *Sustaining Members.* The Board of Directors shall have the power to establish Sustaining Memberships in the Association. Therefore, a Sustaining Membership shall be available to such members of any class of membership who are willing, for the support of the purposes and general work of the Association, to pay such amount as annual dues in any year, in addition to the normal dues prescribed by ARTICLE XII. 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. The Board of Directors shall

⁸as amended to March 13, 2003

have the power to make appropriate regulations as to such Sustaining Membership and the collection of Sustaining Membership dues, and to accord such members appropriate recognition for their dedication to the purposes of the Association.⁸

ARTICLE IV
Board of Directors

SECTION 1. *Composition.* There shall be a Board of Directors consisting of the elected officers of the Association, the immediate past President of the Association, the Senior Co-Chair of the New Lawyers Section¹¹, nine Directors elected as hereinafter provided, and the representatives of Local Bar Associations, the¹¹ Westchester Women's Bar Association, and Minority Bar Associations, hereinafter known as Representative Directors, who are designated in accordance with Section 3 hereof.⁶

SECTION 2. *Classes.* The nine elected Directors shall be divided into three classes of equal number. Three Directors shall be elected at each annual meeting for a term of three years commencing on the first day of May next succeeding said election. Vacancies shall be filled by election at each annual meeting for the remainder of the term. If a vacancy occurs between annual meetings, a successor shall be chosen by the Board to serve until the next annual meeting. If a Director shall be elected an officer of the Association, the Director's term shall automatically terminate upon taking office. If a vacancy occurs between annual meetings in the position of the Senior Co-Chair of the New Lawyers Section the Junior Co-Chair of that Section shall occupy the Board position until the next annual meeting and election of the Section.¹¹

SECTION 3. *Representatives of Local Bar, the Westchester Women's Bar, and Minority Bar Associations as Members of the Board of Directors.* Each Local Bar Association, Westchester Women's Bar Association, and Minority Bar Association in Westchester County whose organization has been approved by the Board of Directors of the Westchester County Bar Association, may designate any one of its members, who is also a member of the Westchester County Bar Association, to serve as a member of the Board of Directors of the Westchester County Bar Association to be known as a Representative Director. Each Representative Director shall have the same powers as other members of the Board, except that the vote of such Representative Director shall be counted as one-half of an elected Director's vote and such Representative Director shall serve for the same annual terms as elected officers of the Westchester County Bar Association. If a vacancy occurs for any reason before the expiration of the term of a Representative Director, a successor shall be designated in a manner determined by such designating organization.⁷

SECTION 4. *Limitation of Tenure.* A member of the Association who has served upon the Board for two consecutive terms as an elected Director, shall not be eligible to be elected as a Director for a term immediately succeeding. Service for any portion of the remainder of a term shall constitute a term for the purpose of this section.¹⁰ There shall be no such limitation applicable to elected officers of this Association or Representative Directors.⁶

⁶as amended to March 22, 2001

⁷as amended to March 21, 2002

⁸as amended to March 13, 2003

¹⁰as amended to March 17, 2005

¹¹as amended to March 16, 2006

SECTION 5. *Board Meetings.* Meetings of the Board may be called, in writing, at any time by the President of the Association, or at any time by the Secretary upon written demand of not less than six (6) members of the Board.

SECTION 6. *Duties and Powers.* The Board of Directors shall have the care and management of the property of the Association and direct its affairs; they shall have power and authority to enforce the By-Laws and from time to time to make such rules and regulations not in conflict with these By-Laws, as may be necessary or proper to conduct the business and care for and maintain the property of the Association. The Board of Directors shall have the power and authority to employ an Executive Director of the Association, and such other employees as the Board may deem necessary from time to time, none of whom need be members of the Association.⁶

SECTION 7. *Quorum.* Ten members of the Board shall constitute a quorum.

SECTION 8. *Debts, etc.* No debts shall be incurred, and no continuing obligation entered into, except upon the vote of a majority of the members present at a meeting of the Board of Directors, except that the Executive Committee shall have the authority to expend up to Ten Thousand (\$10,000.00) Dollars.⁷

SECTION 9. *Director's Council.* The Directors' Council shall consist of all past presidents of the Association who continue as members of the Association. The following members of the Directors' Council shall be invited by the President to attend meetings of the Board of Directors: all past presidents of the Association as of the adoption of this Amendment and thereafter the immediate Past President and the two past presidents immediately preceding him or her. All other past presidents not so defined may be invited to attend meetings of the Board of Directors at the discretion of the President.¹⁰ Members of the Directors' Council shall not have the right to vote at Directors' meetings nor shall their attendance be counted in determining the presence of a quorum. The Directors' Council shall meet annually with the incoming President of the Association no later than thirty (30) days after that person takes office. The Directors' Council shall meet at least once annually among themselves and in the discretion of the President shall meet with the President and/or the Executive Committee in order to provide advice to the President and/or Executive Committee.¹⁰

SECTION 10. *Executive Committee.* There shall be an Executive Committee composed of the President, one elected Director, one Representative Director, the President-Elect, the two Vice-Presidents, the Secretary, the Treasurer and the immediate Past President of the Association, which Committee shall meet upon the call of the President, and shall be authorized to exercise all the powers of the Board of Directors between the regular meetings of the Board. The elected Director and the Representative Director shall be designated annually by the Board of Directors. A full report of all actions taken by the Executive Committee shall be made at the first meeting of the Board of Directors held after a meeting of the Executive Committee. This Committee may be convened upon twenty-four hours notice given by the President of the Association either by mail, facsimile, telephone or by e-mail¹⁰ and a majority of the Committee shall constitute a quorum for the transaction of business.⁶ If a vacancy occurs for any reason before the expiration of the term of an Elected Director or a Representative Director, a successor shall be designated by the Executive Committee to serve only until such time as the annual designation by the Board of Directors as provided for in this Section.¹⁰

⁶as amended to March 22, 2001

⁷as amended to March 21, 2002

¹⁰ as amended to March 17, 2005

SECTION 11. *Removal from office.* Any Director may be removed from office by the Board of Directors after notice and hearing, for neglect of duty, violation of the provisions of the By-Laws, or of any direction of the Association or the Board of Directors.

ARTICLE V
Officers

SECTION 1. *Officers.* The officers of the Association shall be a President, a President-Elect, two Vice-Presidents, a Secretary and a Treasurer, each of whom shall be elected by the members at the Annual Meeting of the Association. Officers shall hold office for a term of one year from the first day of May next succeeding their election and until their successor shall be elected and take office. No President or President-Elect shall be elected to that office for more than two successive terms.

SECTION 2. *President.* The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and all meetings of the Board of Directors; and shall perform all other duties of the office of President provided for in these By-Laws, and may perform any executive duty which the Board of Directors shall request the President to perform, except duties of other executive officers. The President may establish¹⁰ ad hoc or special committees to handle special assignments and designate the Chair or Chairs¹⁰ thereof and the¹⁰ duration of the committee, except that the President shall not appoint themselves¹⁰ as Chair or Chairs¹⁰ of any ad hoc or special committee.⁴

SECTION 3. *President-Elect.* In the event of the absence or temporary disability of the President, the President-Elect shall perform the duties of the office of President. The President-Elect shall perform also such other duties as the President or the Board of Directors shall request. The President-Elect shall succeed to the office of President upon the conclusion of the term, or terms, of office of the President. In the event the President shall be re-elected for a second term of office, the succession of the President-Elect to the office of President shall be postponed until the conclusion of such term. A new President-Elect shall be elected whenever the office of President-Elect shall become vacant.

SECTION 4. *Vice-President.* Each Vice-President shall perform such duties as the President or the Board of Directors shall request.

SECTION 5. *Secretary.* The Secretary shall have the following duties:

(a) Maintain accurate records of all proceedings of the Association and of the Board of Directors.

(b) Have charge of the Seal, Minute Books of the Association, as well as Minute Books of the Board of Directors, Committees and Sections of the Association.

(c) Maintain a Register which shall contain the name, telephone number, business and residence address, and category of membership of each member of the Association, together with such other facts as the Board of Directors shall direct to be recorded.

(d) Issue notice of all meetings of the Association and of the Board of Directors.

⁴as amended to March 12, 1998

¹⁰ as amended to March 17, 2005

(e) Maintain the records of the Association, including, but not limited to the Certificate of Incorporation, and Amendments thereto; By-Laws of the Association, and Amendments thereto; the laws of the Association, and Amendments thereto; the By-Laws of Sections of the Association and Amendments thereto.

(f) Notify the officers and members of the Board of Directors elected by the Association, and all members of committees, of their election or appointment, together with their terms of office.

(g) Notify new members of their election, and provide the Treasurer of the Association with the names of all persons newly elected to membership.

(h) Perform such other duties as may, from time to time, be assigned by the Board of Directors.

SECTION 6. *Treasurer.* The Treasurer shall have the following duties:

(a) Maintain a complete Roll of the membership, and supervise the billing and collection of all dues.

(b) Receive all moneys of the Association, and deposit those moneys in a bank or banks, in such types of accounts as the Board of Directors shall direct. The Executive Director shall have the same authority as the Treasurer to receive all moneys of the Association and deposit those moneys in a bank or banks, in such types of accounts as the Board of Directors shall direct.⁶

(c) Pay such bills as the Board of Directors may direct. All such payments shall be by check signed by the Treasurer and counter-signed by the President, the President-Elect, a Vice-President, the Secretary or the Executive Director. In the absence of the Treasurer or in the event of the Treasurer's inability or disability to so perform, said checks may be signed by any two of the individuals authorized to counter-sign with the Treasurer. The depository shall not be bound to inquire into the absence of the Treasurer. Notwithstanding the foregoing, all checks for payment of rent regardless of the amount and all checks for employees' salaries, and for payment of other bills of the Association not to exceed \$3,500.00, may be signed by the Executive Director without need of any counter-signature. All Association monthly bank statements will be presented to the Treasurer, unopened, for his/her monthly review.⁶

(d) Maintain regular Books of Account for all funds received and expended by the Association.

(e) Make a report of the Association's Receipts and Disbursements, for each fiscal year as well as a statement of the Association's assets and liabilities as at December 31 of each fiscal year to the Association at its Annual Meeting, and to the Board of Directors, whenever requested to do so by the President of the Association or by the Board of Directors.

(f) In the absence of Directors and Officers Insurance, a Bond shall be filed with the Secretary by the Executive Director and each officer of the Association for the faithful performance of their duties. The bonds shall be in such amount, and with such sureties as the Board of Directors may require, and the expense of same shall be paid by the Association.⁷

⁶as amended to March 22, 2001

⁷as amended to March 21, 2002

(g) Perform such other duties as the Association or the Board of Directors shall require.

(h) Report annually to the Board of Directors with regard to insurance coverage and surety bonds.

(i) Serve as a member of the Committee on Budget and Finance.

SECTION 7. *Other Officers.* The Board of Directors shall have power to appoint an Assistant-Secretary, and an Assistant-Treasurer, neither of whom shall become, by virtue of that office, a member of the Board of Directors. Each may be removed by the Board at its discretion.

SECTION 8. *Removal from Office.* Any officer of the Association or of a Law Section thereof may be removed from office by the Board of Directors, after notice and hearing, for neglect of duty, violation of provisions of the By-Laws, or violation of any direction of the Association or the Board of Directors.

SECTION 9. *Vacancies.* In the event of any vacancy in any elective office, the Board of Directors shall designate an Active Member of the Association to fill the vacancy until the next annual meeting. A vacancy in any elective office is a vacancy which occurs by reason of death, resignation, termination of membership, removal from office, or discontinuance of residence or location of an office in the County of Westchester and State of New York.

SECTION 10. *Reimbursement of Expenses.* The officers of the Association shall be reimbursed for reasonable expenses incurred in the carrying out of their duties and obligations on behalf of the Association provided such expenses are duly authorized or approved by the Board of Directors.

ARTICLE VI

Nominating Committee and Nominations

SECTION 1. *Selection.* In each year the Board of Directors shall nominate seven Active Members of the Association, who are not officers, elected Directors, or Representative Directors of the Association, for election to membership on the Nominating Committee. The notice of the Annual Meeting shall contain a statement that said Nominating Committee is to be elected at that Meeting and shall likewise contain an alphabetical list of the seven candidates for membership on that Nominating Committee. Any 25 members of the Association in good standing may nominate additional active members of the Association for membership on the Nominating Committee. Such nominations must be in writing, signed by at least 25 active members, filed with the Secretary of the Association and posted by the Secretary in the office of the Association not less than ten (10) days prior to the annual election.⁷

No candidate for membership on the Nominating Committee to be voted upon at such Annual Meeting shall be nominated otherwise than as herein before provided, except in cases of a vacancy occurring by reason of resignation, death, disability or otherwise, in any of which events such vacancies shall be filled and nominations therefore made from the floor at such Annual Meeting. The members shall vote for seven of the candidates nominated. The seven candidates who receive the highest number of votes shall be elected and shall constitute the Nominating Committee and shall serve until the report of the Nominating Committee is formally presented to the Association. The President of the Association shall call the first meeting of the Nominating Committee for the purpose of its organization and election by the Committee of its permanent Chairperson.

⁷as amended to March 21, 2002

A member of the Nominating Committee who has served for three (3) consecutive years shall not be eligible for election as a member of the Nominating Committee for the year immediately succeeding said third year of consecutive service.

SECTION 2. *Designation of Candidates.* The Nominating Committee shall designate candidates for all offices and for membership as members-at-large on the Board of Directors, to be elected at the Annual Meeting. The report of the Committee designating those nominees shall be filed with the Secretary and posted at the office of the Association on or before the fourth Monday of each year and shall be mailed to the members of the Association with the Notice of the Annual Meeting. Any 25 active members of the Association in good standing may nominate candidates for any or all of the offices, or of such directorships required to be elected by vote at the Annual Meeting. Such nominations must be in writing, signed by the 25 members and filed with the Secretary of the Association and posted at the office of the Association not later than ten (10) days prior to the annual election. No candidate to be

voted for at such Annual Meeting shall be nominated otherwise than as herein before provided, except in case of a vacancy occurring by reason of the resignation, death or disability of any candidate or otherwise, in any of which events such vacancy shall be filled and nominations therefore made from the floor at such Annual Meeting.

SECTION 3. *Vacancy in Nominating Committee.* In the event of any vacancy in the membership of the Nominating Committee, the Executive Committee shall designate an active member of the Association to fill that vacancy.⁸

SECTION 4. *Notice of Annual Meeting.* In the notice of the Annual Meeting the Secretary shall state the offices to be filled and the nomination, or nominations, made for each office and for membership as Directors-at-Large on the Board of Directors.

ARTICLE VII
Elections

SECTION 1. *Elections.* Election of officers and members of the Board of Directors, nominated as provided in Article VI, shall take place at the Annual Meeting. A majority vote of the active members present shall be necessary to an election.

SECTION 2. *Tellers at Annual Election.* At the Annual Meeting if more than one (1) person is nominated for any elective office, the officer presiding shall appoint three (3) Tellers who shall have charge of the polls for the election of all directors and officers.

ARTICLE VIII
Meetings

SECTION 1. *Annual Meetings.* The Annual Meeting of the Association shall be held on the first Thursday of March, at such place and hour as the Board of Directors shall fix. If such Annual Meeting be not held on that day, it shall be held as soon thereafter as possible, at such place and time as the Board of Directors shall fix.

SECTION 2. *Special Meetings.* Special meetings of the Association may be called at any time by the President, or upon resolution of the Board of Directors, or of twenty-five (25) Active Members of the Association in good standing, addressed to the President, or in his absence, to the Secretary,

⁸as amended to March 13, 2003

specifying the purpose or purposes thereof. At such special meetings no business shall be transacted except that specified in the notice.

Meetings of the Association, its Committees and Sections shall, insofar as practicable or required to permit attendance thereat, be held at meeting places that are accessible to wheelchairs.

SECTION 3. *Notices.* Notices of special meetings shall be sent by first class mail to the members not less than ten days nor more than fifty days before the date of the meeting. Notices of all annual meetings shall be sent by first class mail to the members at least thirty (30) days before the date thereof. Notices of meetings shall state the place, date and hour of the meeting and except in the case of the Annual Meeting indicate that the notice 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 the meeting is called.⁷

SECTION 4. *Quorum.* At any meeting of the Association, the attendance of at least one hundred members in person or by proxy, shall constitute a quorum.

SECTION 5. *Rules of Order.* All meetings shall be conducted in accordance with Robert's Rules of Order.

SECTION 6. *Order of Business.* The order of business at all regular meetings shall be as follows:

1. Reading of the minutes of the preceding meeting, unless a motion is duly made, seconded and passed to dispense therewith.
2. Report of the President.
3. Report of the Treasurer.
4. Communications.
5. Reports of the Committees as directed by the President¹².
6. Reports of Special Committees.
7. Elections.
8. Unfinished Business.
9. New Business.

⁷as amended to March 21, 2002

¹² as amended to March 15, 2007

ARTICLE IX
Committees¹²

SECTION 1. *Committees.* A list of current committees of the Association may be obtained from the offices of the Association or viewed in the Association's current Directory of Attorneys Deskbook or by visiting the Association's website. The Board of Directors may, from time to time, constitute additional committees, define their powers and duties, and at any time abolish any committee. The powers and duties of a committee not detailed in Article X of these By-Laws are available for review through the offices of the Association or by reference to the Association's website or its current Directory of Attorney Deskbook.¹²

SECTION 2. *Appointment.* After taking office, the President shall appoint the Chair or Chairs of¹⁰ all Committees¹², except as hereinafter provided. Each Committee shall be composed of members of the Association¹⁰. The President or the Board of Directors may remove any member of a Committee with or without cause. Membership on the Grievance, Judiciary, Lawyer Referral Service and the Attorney-Client Economic Disputes Committees is by appointment of the President only. The sole method of membership on the Nominating Committee is set forth in Article VI of these By-laws.¹⁰

SECTION 3. *Rules.* Except as otherwise expressly provided in these By-Laws, the following rules shall govern the conduct of all committees:

(a) A majority of the members of each committee shall constitute a quorum thereof. The Chair or Chairs¹⁰ of each committee provided for in this ARTICLE shall be appointed by the President, except that the President shall not appoint themselves¹⁰ as chair of any committee. Each Committee may elect a Secretary, and may elect a Vice-Chair^{4 10} if no Co-Chair has been appointed by the President.¹⁰

(b) The Secretary of each committee may keep minutes of attendance and proceedings at its meetings, and a copy of such minutes shall be filed with the Secretary of the Association in conformity with ARTICLE V., SECTION 5. (b).

(c) A vacancy in the Chair or Chairs of a Committee shall be filled by the President for the remainder of the term.¹⁰

(d) Each Committee shall present a written report of its proceedings for the year to the Secretary not less than fifteen (15) days before the Annual Meeting.

(e) The Secretary of the Association is authorized to reproduce and distribute in advance of a meeting of the Association such reports of Committees as the Secretary, in the Secretary's discretion, determines should be so distributed.

(f) No communication shall be sent by a Committee to members of the Association generally or to any other Association, public body, or official, without approval of the Board of Directors, or the President of the Association.

(g) Conflicts in jurisdiction among committees shall be determined by the President or Board of Directors.

⁴ as amended to March 12, 1998

¹⁰ as amended to March 17, 2005

¹² as amended to March 15, 2007

(h) No Committee shall contract for, or make expenditures in excess of such budgetary appropriation as the Board of Directors shall allocate to such Committee.

(i) No action taken by any Committee shall be, or shall be deemed to be, the action of the Association, the Executive Committee or of the Board of Directors, nor shall such action be binding upon the Association, the Executive Committee or upon the members or officers of the Board of Directors, unless and until such action shall have been ratified by the Board of Directors, or by the Association unless otherwise provided by these By-Laws.¹²

SECTION 4. *Special Committees.* The President may, from time to time, establish such Special Committees as the President shall deem necessary or advisable, or as directed by the Board of Directors. The President shall appoint the Chair or Chairs of all Special Committees.¹⁰ The provisions of SECTION 3 hereof shall apply to the Special Committees with the same force and effect as to Other Committees.¹²

ARTICLE X

Duties of Certain Committees¹²

SECTION 1. *Committee on Bankruptcy and Creditors' Rights.* It shall be the duty of this Committee to observe the study and functions of the Courts of Bankruptcy, and shall make, from time to time, such recommendations with respect to the rules of these Courts and otherwise for the purpose of improving the administration of justice therein as it may deem advisable. It shall also be the responsibility of this Committee to study and report on the development of the laws and practice concerning the subject of creditors' rights under both New York State and Federal statutes.

SECTION 2. *Bar Journal Committee.* It shall be the duty of this Committee to handle the publication of the Westchester Bar Journal, the official publication of the Association. The Editor-in-Chief or Co-Editors-in-Chief of the Journal shall be appointed by the President of this Association and be subject to removal by the President. All other Editors of any description shall be appointed by the Editor-in-Chief or Co-Editors-in-Chief and be subject to removal by the said Editor-in-Chief or Co-Editors-in-Chief. It is the policy of this Association that the ultimate control of the content of the Bar Journal is the responsibility of the Executive Committee.¹¹

SECTION 3. *Committee on Budget and Finance.* This Committee shall be charged with the following duties:

(a) To retain a firm of certified public accountants, with the approval of the Board of Directors to audit all financial accounts of the Association maintained by the Treasurer and submit its report to the Board of Directors prior to the Annual Meeting of the Association.

(b) To determine the financial condition of the Association and formulate an annual budget containing a complete schedule of proposed expenditures and estimated revenues for the ensuing fiscal year which it shall submit for action to the Board of Directors prior to the fiscal year for which it is to take effect.

¹⁰as amended to March 17, 2005

¹¹as amended to March 16, 2006

¹²as amended to March 15, 2007

SECTION 4. *Committee on Community Relations.* It shall be the duty of this Committee to receive and consider all statements of public importance in the public communication media which pertain to the Association, the Bench or the Bar generally; to review and constantly strive to define and improve the relationship between the media and the Bar; to endeavor to correct material inaccuracies in published statements concerning the work of the courts in Westchester County, reports of trials therein, and activities therein of members of the Bar, and to make such recommendations to the Board of Directors and/or the Association with respect thereto, as it may deem advisable; to promulgate news reporting and news releases of the Association activities and to promote a better understanding of the lawyer's role in the community.⁷

SECTION 5. *Committee on Continuing Legal Education.* It shall be the duty of this Committee to arrange lectures, or courses of study, forums, discussions, and other programs it deems for the best interests and welfare of the Bar, and the residents of Westchester County. Such programs may be considered for presentation to members of the Bar as a whole, or as separate programs for members of the Association, or at regular or special meetings of the Association or Board of Directors. All such programs should be coordinated with the appropriate Committees and Law Sections which may be concerned with the subject matter thereof. The Committee shall also be charged with the duties of considering and reporting to the Board of Directors for its information and action, all matters relating to continuing legal education, and recommending courses of study which it deems would be for the best interest and welfare of the Bar and the residents of Westchester County.

SECTION 6. *Committee on Corporate and Commercial Law.* It shall be the duty of this Committee to consider and study the development of improved knowledge of the membership of the Association in the field of corporate and commercial law; to coordinate with the Association's Continuing Legal Education Committee's courses of study and programs for the dissemination of knowledge and special information on this subject; and the study, revision and interchange of ideas in respect to corporate and commercial law.

SECTION 7. *Court Committees on Practice and Procedure.*

- (a) Federal Courts.
- (b) State Supreme Court.
- (c) County Court.
- (d) Surrogate's Court.
- (e) Family Court.
- (f) Court of Claims.
- (g) Local Courts.

Each of the above Committees, including the Committee on Practice and Procedure in the Federal Courts, shall be charged with the duty of observing the operations of the Court or Courts to which

⁷as amended to March 21, 2002

its respective duties apply in the County of Westchester, and shall study the function of that Court and shall, from time to time, make such recommendations with respect to the rules of such Court, and otherwise, for the purpose of improving the administration of justice therein, as it may deem advisable.

The Committee on Practice and Procedure in the Federal Courts shall be charged with the duty of observing the operations of the United States Circuit Court of Appeals for the Second Circuit and the United States District Court for the Southern District of New York; and shall make, from time to time, such recommendations with respect to the rules of these Courts and otherwise, for the purpose of improving the administration of justice therein, as it may deem advisable.

It shall be the duty of all Court Committees to obtain information as to the procedure and business of the court to which its duties apply, and as to the manner in which the court is conducted, and the performance of the duties of the judge or judges, clerks, and other officials connected therewith.

Each Committee shall cooperate with the justices of the court or courts to which its duties apply by aiding and assisting them in bringing about desired changes and improvements in the practice, procedures and conduct of the business of said court.

SECTION 8. *Committee on Economic Disputes and Client Relations.*¹⁰ This Committee shall have two basic functions. First, it shall investigate, mediate, and, with the consent of the parties, arbitrate and make recommendations with regard to fee disputes which do not represent exorbitant proportions and which are referred to the Committee by the President of the Bar Association and/or the Westchester County Bar Association Grievance Committee and/or by the Grievance Committee of the Ninth Judicial District. Nothing contained in this Section shall be construed as depriving the said Grievance Committees of their jurisdiction and authority.¹⁰ Action with regard to these disputes shall be reported to the President of the Association.

Second, this Committee is charged with the duty of investigating and recommending to the Board of Directors such policies with regard to the handling of all matters of economics affecting members of the legal profession including office organization; office procedure; office equipment; office accounting practices; analysis and development of billing procedures for legal services; considering the overhead disbursements and value of services rendered; and in general to keep members of the profession abreast of new development affecting economics of interest to the Association and the profession at large.

Third, this Committee is charged with the responsibility of arbitrating disputes between consenting lawyers and, if necessary, to conduct hearings and render decisions, providing one of the participants to the mediation or arbitration is a member of the Westchester County Bar Association.¹⁰

Fourth, this Committee is charged with the responsibility of mediating disputes between clients and attorneys regarding client relations, including issues such as claims of lack of communication, alleged non-performance of services for which the attorney was hired, claims regarding an attorney's failure to turnover files or records to the client, issues involving money disputes not involving legal fees and other similar types of claims between the clients and their attorneys with the Committee having sole discretion to determine if the issues involved fall within the purview of these purposes.¹⁰

¹⁰as amended to March 17, 2005

SECTION 9. *Committee on Environmental Law.* It shall be the duty of this Committee to consider and study the development of improved knowledge of the membership of the Association in the field of Environmental Law; to coordinate with the Association's Continuing Legal Education Committee's courses of study and programs for the dissemination of knowledge and special information on this subject; and further the study, revision and interchange of ideas in respect to Environmental Law; and where appropriate the Committee shall analyze and prepare comment on Environmental Legislation at a local, county or state level.

SECTION 10. *Committee on Grievances.* It shall be the duty of this Committee to administer all matters within the Association affecting the Conduct of Attorneys and inquiries or complaints with regard thereto.

This Committee shall coordinate its activities and cooperate with the State of New York Grievance Committee for the Ninth Judicial District. The Committee shall establish with the President of the Association a procedure for handling inquiries and complaints as they are received from the State of New York Grievance Committee for the Ninth Judicial District.

It shall be a standard requirement of the Association that all inquiries or complaints regarding the conduct of attorneys must be submitted in writing by the complainant.

The Committee shall consist of a Chairperson together with members of the Association appointed by the President. The Chairperson shall have the power to designate sub-committees comprising an odd number of the members, but not less than three of which a majority shall constitute a quorum and have power to act. The Chairperson shall designate a member of the sub-committee to act as its Chairperson and said sub-committees may hold hearings.

Matters received by the Association from the Ninth District Grievance Committee involving fee disputes not representing extortionate proportions shall be referred to the appropriate committee for resolution of attorney-client fee disputes.⁷

SECTION 11. *Committee on Insurance.* It shall be the duty of this Committee to study available insurance programs and to make recommendations to the Board of Directors concerning all types of insurance coverage for members of the Association.

SECTION 12. *Committee on Intellectual Property, Computer and Telecommunications Law.* It shall be the duty of the Committee to consider and study legal issues concerning intellectual property to include patents, trademarks and copyrights, computers and telecommunications; to coordinate with the Association's Continuing Legal Education Committee courses of study and programs for the dissemination of knowledge and special information on this subject; and further the study, revision and interchange of ideas in respect to intellectual property, computers and telecommunications law.⁹

SECTION 13. *Committee on the Judiciary.* There shall be a Judiciary Committee which shall consist of a Chairperson and no fewer than eight nor more than eleven members of the Association who shall be of recognized standing, judgment and independence of whom a majority of the committee shall constitute a quorum. In accepting appointment to the Judiciary Committee, each member shall be deemed

⁷as amended to March 21, 2002

⁹as amended to March 11, 2004

to have agreed that, during the period of their membership on the Judiciary Committee, they shall not actively participate in, (including attendance at dinners or receptions of judicial candidates), or they or their law firm, if they have a proprietary interest in said firm, shall not contribute to, the campaign of any candidate for judicial office.⁹

The Chairperson of the Committee shall be selected by a majority of the members of the Committee. The Board of Directors at the Annual Meeting shall ratify the membership of the Committee. Each member of the Committee may serve no more than two consecutive three year terms of office. There shall be three classes of members, effective upon the adoption of this amendment, the first class shall serve one year; the second class two years and the third class three years. Thereafter, each member of any of those classes may serve three years. The determination as to which members are in which initial class shall be made by the Committee itself and reported by its Chairperson to the Executive Committee.

It shall be the duty of this Committee to consider the selection for judicial office of those judges and attorneys-at-law who by their character, temperament, professional aptitude and experience have demonstrated their special qualifications for judicial office. The Association shall recommend and support for judicial office those judges and attorneys-at-law found by the committee to be qualified and shall provided herein, the policies of the Association concerning selection and retention of judges.⁹

The Committee shall prepare adopt, and publish rules, subject to approval by the Executive Committee of the Association, for the consideration and rating of candidates for and proposed appointees for judicial office.⁹

The Chairperson of the Committee shall submit to the Executive Committee of the Association a draft of its Report and at the direction of said Executive Committee, the Judiciary Committee shall re-examine any proposed nominee or appointee regardless of the rating found by the Judiciary Committee.⁹

Thereafter, the decision of the Judiciary Committee shall be the final position of the Judiciary Committee and said Committee shall promptly advise the candidate of the decision, and release an announcement to the press and media concerning its decision.⁹

Complaints against judges or court personnel shall be considered by this committee. This committee shall coordinate its activities and cooperate with the New York State Commission on Judicial Conduct.

SECTION 14. *Committee on Labor Law and Employment.* It shall be the duty of this Committee to consider and study the development of improved knowledge of the membership of the Association in the field of labor law; to coordinate with the Association's Continuing Legal Education Committee's courses of study and programs for the dissemination of knowledge and special information on this subject; and the study, revision and interchange of ideas in respect to labor law.

SECTION 15. *Committee on Law Day.* It shall be the duty of the Law Day Committee to organize and conduct a program in honor of Law Day in Westchester County. The Committee coordinates and assists the local Bar Associations in their respective Law Day presentations and in the dissemination of information on Law Day.

⁹as amended to March 11, 2004

SECTION 16. *Committee on Law Practice Continuity.* It shall be the duty of this Committee to provide guidance and assistance to attorneys in winding up or closing a law practice, and in the case of a deceased attorney, assisting the personal representative of the deceased attorney's estate in the orderly termination of a law practice. In providing assistance to the bar, the committee is cognizant of the ethical considerations involved, including confidentiality, protection to the practitioner's clients and the proper disposition of client files and records. The committee may carry out its mission by compiling resource reference materials and educating the bar through continuing legal education programs.⁵

SECTION 17. *Committee on Lawyer Referral Service.* It shall be the duty of this Committee to assist the general public by providing a means by which any person who can afford to pay a reasonable fee for legal services may be referred to a qualified member of the bar. To carry out this purpose, a Committee shall adopt rules for the conduct thereof; and direct its activities.

Such Lawyer Referral Service shall be operated under the general supervision of the Executive Director of the Westchester County Bar Association.

Members of the Committee, shall be appointed by the President of the Westchester County Bar Association from, as much as possible, different geographical areas of the County. The President shall also designate a Chairperson of the Committee and a Vice Chairperson thereof.⁶

SECTION 18. *Committee on Legal Aid.* It shall be the duty of this Committee to concern itself with all matters relating to the obtaining of equal, free and speedy justice for poor or indigent persons within the County of Westchester; to cooperate with any legal aid societies in Westchester County and with any local bar association or other organizations in procuring voluntary counsel for such persons, wherever special need arises in courts either of civil or criminal jurisdiction; to supervise the panel of assigned counsel and to recommend from time to time to the Board of Directors or the Association, such action or such proposed legislation as will, in its judgment, improve the administration of justice in respect to all matters within the scope of its duties.

SECTION 19. *Medico-Legal Committee.* This Committee shall cooperate with the corresponding committee of the Westchester County Medical Society to serve as liaison between the medical and legal professions of Westchester County and to interpret to each organization the problems of mutual interest in the medico-legal field.

SECTION 20. *Committee on Membership.* It shall be the duty of this Committee to declare and carry into effect plans for increasing the membership of this Association. It shall further be the duty of this Committee to review, declare and carry into effect the benefits of membership in this Association.¹⁰

SECTION 21. *Committee on Memorials and Ceremonial Functions.* This Committee shall arrange for such ceremonial or memorial functions as it shall deem proper or the President of the Association may direct. Upon the death of any member of the Association, the Committee shall arrange for such memorial services as the Committee shall deem proper and shall prepare resolutions to be sent to the family of the deceased member. Records of such memorial services and resolutions shall be maintained by the Association.

⁵as amended to March 23, 2000

⁶as amended to March 22, 2001

¹⁰as amended to March 17, 2005

SECTION 22. *Newsletter Editorial Review Committee.* It shall be the duty of this Committee to handle the publication of the Newsletter of this Association. The Editor-in-Chief or Co-Editors-in-Chief shall be appointed by the President of this Association and be subject to removal by the President. All other Editors of any description shall be appointed by the Editor-in-Chief or Co-Editors-in-Chief and be subject to removal by the Editor-in-Chief or Co-Editors-in-Chief. It is the policy of this Association that the ultimate control of the content of the Newsletter is the responsibility of the Executive Committee.¹¹

SECTION 23. *Committee on Planning, Facilities, and Review.* This Committee shall be charged with the following duties:

(a) The overall responsibility for making recommendations concerning space for the offices and staff of the Association, together with the office machines and equipment required for the proper and efficient performance of their duties.

(b) Developing plans for the physical plant of the Association, taking into consideration the future growth in the number of members of the Association and its services and functions, for submission to the officers and directors of the Association.

(c) Developing plans for supplemental financing of the activities of the Association through government grants, gifts or bequests of members and benefactors of the Association, or any other means.

(d) Periodical review of plans for future growth and activities of the Association to be fostered and reported to the Board of Directors, with recommendations for action.

SECTION 24. *Committee on Professional Ethics.* It shall be the duty of this Committee to consider questions presented to the Association on the subjects of professional ethics and the standards of conduct of attorneys for advice and memoranda with regard thereto; submit articles to the Westchester Bar Journal and/or the Westchester Bar Newsletter on ethical topics; have Committee members available to speak at local Bar Associations on ethical topics; and making Committee members available to the press for background information and "off the record" as resource persons on ethical questions.

SECTION 25. *Committees on Social Functions.* The President shall appoint, from time to time, the Chair or Chairs for each special social function which is sponsored traditionally, or which may be undertaken by the Association. Said functions shall include the Annual Banquet, Golf Outing, Frolic and other such functions as may be designated by the Board of Directors.¹⁰

SECTION 26. *Committee on State and Federal Legislation.* This Committee shall have the duty to keep itself advised and informed of all proposed legislation introduced in the Congress of the United States and or in the Legislature of the State of New York and to report to the Board of Directors, with the recommendation of the Committee, all such proposed Federal and State legislation which in the judgment of the Committee relates to a subject matter in or as to which the legal profession or the Association has a special interest or duty. The Committee shall also report to the Board of Directors, with its recommendations, as to any proposed Federal and or State Legislation which the Board shall request. The Committee shall have the duty of taking such action to promote or oppose the enactment of any proposed Federal and or State Legislation on behalf of the Association, or as the Board of Directors, or the Executive Committee may direct.

SECTION 27. *Student Mock Trial Committee.* It shall be the duty of this Committee to provide and coordinate student mock trial tournaments within the County of Westchester and otherwise to continue

¹⁰as amended to March 17, 2005

¹¹as amended to March 16, 2006

having for its purpose the enlightening of students in the various educational institutions in the County of Westchester as to the function of the legal profession and the promotion of a better understanding by them of the theory and the practice of the law.

SECTION 28. *Committee on Unlawful Practice of Law.* It shall be the duty of this Committee to examine into and investigate any practice or method of procuring or performing legal services by a corporation or by individuals not members of the Bar, which may be regarded as illegal or prejudicial to the welfare of the community or to the profession.

It shall have the power to receive complaints, take evidence, and with the approval of the Board of Directors, to present cases for prosecution to duly authorized prosecuting officers of the State, and upon like approval it shall have the power to present complaints to the Attorney General of the State, initiate proposed legislation to prohibit the practice of law by corporations or individuals not admitted to the Bar, and bring such action or proceedings on behalf of the Association for any such purposes, as the Association may, by law, be authorized to maintain.

It shall be the further duty of this Committee to take original action or cooperate with other bar associations and other associations and lawyers in the United States, in all matters tending to the elimination of the unlawful practice of law by corporations and by individuals not members of the Bar.

SECTION 29. *Website Committee.* It shall be the duty of this Committee to handle the publication of the Website of this Association. The Chair/Co-Chairs of this Committee shall be appointed by the President of this Association and be subject to removal by the President. All Editors of any description shall be appointed by the Chair/Co-Chair of this Committee and subject to removal by them. It is the policy of this Association that the ultimate control of the content of the Website is the responsibility of the Executive Committee.¹¹

ARTICLE XI Law Sections

SECTION 1. *Establishment and Purposes.* The Board of Directors may, in its discretion, by majority vote, establish Sections composed of members of the Association for the purpose of consideration, study, revision and interchange of ideas, or for other purposes, in respect to any branch of the law.

SECTION 2. *By-Laws of Law Sections.* Each Section may adopt By-Laws not inconsistent with these By-Laws for the regulation of its affairs and for the determination of its aims and purposes and qualifications for membership therein. No such By-Laws shall be effective, however, until approved by the Board of Directors. Each such Section shall elect Co-Chairs, and may elect a¹¹ Secretary and such other offices as its By-Laws may prescribe.

SECTION 3. *Responsibility of Co-Chairs¹¹.* The Co-Chairs¹¹ of a Law Section shall be responsible to and shall cooperate with the President of the Association and shall be charged with the responsibility of furnishing said President promptly with a copy of the minutes of the meetings of the Section and with a complete report of all of the activities of said Section whenever requested to do so by the President of the Association.

¹¹as amended to March 16, 2006

SECTION 4. *Removal of Officers.* Any officer of any Law Section may be removed from office by the Board of Directors of the Association in the same manner and for the same reasons which permit removal of officers of the Association under Article V, Section 8.

SECTION 5. *Term Limits.* Co-chairs of a Section are limited to three one year terms as co-chairs and shall not be eligible for election to term as co-chair of said section succeeding their service of three one year terms. Service for any portion of the remainder of a one year term shall constitute a one year term for the purpose of this section. This provision is retroactive to the date a co-chair or chair began his or her service as such.¹²

SECTION 6.¹² *Approved Sections.* The following Law Sections have heretofore been established and approved by the Board of Directors of the Association. Such additional Sections as are established in accordance with SECTION 1 above, shall be automatically added to this list of approved Sections:

Criminal Justice Section (April 5, 1973)

Family and Domestic Relations Section (February 26, 1970)

Municipal Law Section (June 25, 1970)

New Lawyers Section (May 16, 1968)

Real Property Section (May 16, 1968)

Taxation Section (April 30, 1952)

Trusts and Estates Section (November 15, 1966)

SECTION 7. No action taken by any Law Section shall be, or shall be deemed to be, the action of the Association, the Executive Committee, or of the Board of Directors, nor shall such action be binding upon the Association or members or officers of the Board of Directors, unless and until such action shall have been ratified by the Board of Directors, or by the Association unless otherwise provided in these By-Laws.¹²

ARTICLE XII
Fees and Dues

SECTION 1. *Fiscal Year.* The fiscal year of the Association is and shall be from January 1st of each year to and including December 31st of such year.

SECTION 2. *Annual Dues.* The Board of Directors shall establish annual dues rates by resolution at any regular meeting of the Board upon recommendation of the Executive Director and the Executive Committee. All dues shall be due and payable on the first day of January of each year, provided, however, that no dues shall be payable during the first year by any lawyer applicant accepted

¹² as amended to March 15, 2007

for membership within one year after the date of admission to the Bar. A new member admitted to membership after the first day of July in any year shall pay at a rate of fifty percent (50%) of the annual dues for such a year. If such a member is admitted in December, dues will be waived until the 1st of the following year. A member who chooses to be a Sustaining Member shall pay Fifty (\$50.00) Dollars in additional dues in addition to the member's annual dues.^{11A}

SECTION 3. *Non-Payment of Dues.* Any member failing to pay annual dues by July 1, shall be reported to the Board of Directors by the Treasurer. Said member shall be stricken automatically from the roll of membership immediately following the meeting of the Board of Directors at which said report is made, unless the Board shall extend by resolution the time to pay such dues or arrears. Should the Board extend the time to pay such dues or arrears, said member shall thereafter be stricken automatically from the membership roll, unless the dues or arrears have been paid within such time so extended by the Board. However, a member stricken from the membership roll for non-payment of dues will be reinstated upon payment of all dues arrears within one year thereafter.^{11A}

SECTION 4. *Remission of Dues.*^{3, 11A}

(a) Upon application in writing to that effect, a member who is seventy (70) years of age or over who has been a member in good standing for at least twenty-five (25) years, may apply to the Association for a remission of future dues during the lifetime of such member so applying. Upon receipt of such application and verification of the age and duration of membership of such member, the future dues of such member shall be remitted accordingly.

(b) Upon application in writing to that effect, a member who is disabled and, by reason of such disablement, is unable to engage in the practice of law, for a period or periods aggregating more than sixty days in any calendar year, may apply to the Association for a remission of dues for the then current year.

(c) Upon application in writing a member may apply for partial remission of dues for the year in which such application is made, upon the ground that payment of the full level of membership dues would pose a financial hardship to the member. Such application shall be accompanied by a letter of need. Upon receipt of such application, the Executive Committee may remit such percentage of the dues of such member for the then current year, as the Executive Committee may deem appropriate, but not more than seventy-five (75%) percent thereof.

SECTION 5. *Membership Drives.* Notwithstanding anything to the contrary provided in the preceding Sections of this ARTICLE XII, the Board of Directors, from time to time, in order to conduct a membership drive, may adjust the dues schedule to offer discounted dues, for a specific period of time. The Board, in its discretion and in conjunction with such membership drive, may also waive the payment of arrears as a condition of reinstatement of members previously stricken from the membership rolls for non-payment of dues and/or may waive the payment of arrears as a condition for retention of a member on the membership rolls.^{5 11A}

³as amended to March 9, 1995

⁵as amended to March 23, 2000

^{11A}as amended to October 17, 2006

ARTICLE XIII

**Censure, Suspension and Expulsion from Membership
and Removal from Office or Position**

SECTION 1. *Discipline of Members.* A member may be censured, suspended or expelled from the Association for cause by a three-fourths (3/4) vote of the entire Board of Directors; but, except as provided in Section 2 of this Article, the Board of Directors shall not censure, suspend or expel a member except after written notice stating the cause for censure, suspension or expulsion, and after a full and fair hearing, or an opportunity for a full and fair hearing, by and before the Directors. Failure of members to furnish the office of the Association with an address, business or home, for the purpose of communication may result in their names being stricken from the membership rolls of the Association. The said member shall be restored to the membership rolls upon furnishing this information. The provisions of this Section shall not in any way alter or affect the provisions of Section 2 and 3 of this Article.⁴

SECTION 2. *Suspensions.* Notwithstanding the provisions of Section 1 of this Article, upon any decision by a Court suspending or disbaring a member from practice, such person shall cease to be a member of this Association. In the event that such person is thereafter restored to practice in the State of New York, by decision of a Court having jurisdiction, he or she may reapply for membership in the WESTCHESTER COUNTY BAR ASSOCIATION, in accordance with the procedures and upon payment of the required dues and fees as provided in SECTION 3 of ARTICLE III of these By-Laws.⁴

SECTION 3. *Removal from Office, etc.* Any Officer, Director, or member of the Nominating Committee, or any other committee, who shall be suspended or expelled from membership for any cause, or who shall cease to be a member, shall cease to occupy that office or continue as a member of such committee, and the vacancy in that office or committee shall be filled in the manner provided by these By-Laws.

ARTICLE XIV

Referendum

SECTION 1. *Referendum.* The Board of Directors shall have the power on its own motion or upon the written request of any Committee or upon a request in writing signed by twenty-five (25) members entitled to vote at a meeting of the Association and filed with the Secretary, to refer to a vote of the members, by mail ballot, any questions, proposal, or matter whatsoever in or as to which the legal profession or the Association has a professional interest or duty.

SECTION 2. *Method.* The voting upon any such referendum shall be by secret mail ballot and a separate accompanying signature sheet to be signed by the voting member. The Board of Directors shall appoint three (3) tellers, who may be officers or directors of the Association, to count the ballots.

ARTICLE XV

Amendments

SECTION 1. *Proposal.* Amendment of these By-Laws may be proposed by the Board of Directors by resolution of the Board, stating the text or texts of the proposed amendment or amendments;

⁴as amended to March 12, 1998

or by twenty-five (25) members entitled to vote, by filing with the Secretary a verbatim statement of the text or texts of the proposed amendment or amendments and a request for a vote of the Association thereon, signed by them.

SECTION 2. *Notice.* Upon adoption of any such resolution by the Board of Directors, or upon the filing of any statement and request signed by twenty-five (25) members entitled to vote, the resolution or statement and request shall be delivered to the Secretary who shall transmit a copy thereof by first class mail at least ten (10) days before the next regular or special meeting of the Association and give notice that the proposed amendment or amendments will be voted on at such meeting, stating time, place and purpose of the meeting.

SECTION 3. *Vote. Effective Date of Amendments.* These By-Laws may be amended by a two-thirds (2/3) vote of the members present and entitled to vote at any regular or special meeting of the Association at which the proposed amendment or amendments are submitted for consideration in accordance with the provisions of Section 2. of this Article. Amendments shall become effective upon their adoption unless otherwise provided in the amendments.

SECTION 4. *Amendments.* Upon consideration of any proposed amendment, amendments thereto may be suggested and voted upon at the meeting.

ARTICLE XVI
Effective Date

These By-Laws shall become effective upon their adoption, except that the officers then in office shall continue with the powers and duties of such officers as herein provided for, and except that the directors, then in office, shall constitute the directors provided for under the By-Laws, and the Representative Directors shall be deemed to have the powers, as directors, as provided under these By-Laws. The officers and directors in office at the time of the adoption hereof, and their respective successors and the Representative Directors, herein above mentioned, shall constitute the Board of Directors, as herein provided for, until the next annual election following the adoption of these By-Laws. The directors elected under the previous By-Laws shall be deemed to have been elected pursuant to these By-Laws shall be continued for the balance of their respective terms. In all other respects, these By-Laws shall be deemed effective as of the time of adoption.

CERTIFICATE OF INCORPORATION OF WESTCHESTER COUNTY BAR ASSOCIATION

We, the undersigned, all being persons of full age, at least two-thirds of whom are citizens of the United States, and one of whom is a resident of the State of New York and all of whom are attorneys and counselors of the Supreme Court of the State of New York, in actual practice and residing or having their office in the County of Westchester, desiring to form a bar association in pursuance of Article VIII of the Membership Corporation Law, do hereby make, sign, acknowledge and file, this Certificate for such purposes as follows:

FIRST: The name of the proposed corporation is the "Westchester County Bar Association".

SECOND: The particular objects for which the Corporation is to be formed, are the cultivation of the science of jurisprudence, promoting reforms in the law, facilitating the administration of justice, elevating the standard of integrity, honor and courtesy in the legal profession, and cherishing the spirit of brotherhood among the members thereof.

THIRD: The county in which its operations are to be conducted is Westchester.

FOURTH: The principal business office of the Corporation is to be located in the City of White Plains in said County.

FIFTH: The activities of the Corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board shall be not less than fifteen; and subject to such minimum may be increased or decreased from time to time by amendment of the by-laws of the corporation.*

SIXTH: The names and places of residence of the persons to be its directors until its first annual meeting are as follows:

NAMES	RESIDENCE
Ralph E. Prime	Yonkers
Gideon W. Davenport	New Rochelle
Wm. A. Woodworth	White Plains
H. F. Dykman	White Plains
R. S. Emmet, Jr.	New Rochelle
Theo. H. Silkman	Yonkers
William H. Robertson	Katonah
Isaac N. Mills	Mount Vernon
Wilson Brown, Jr.	White Plains
Herbert D. Lent	Tuckahoe
David W. Travis	Peekskill
Francis Larkin	Sing Sing
Charles Haines	Bedford
J. Addison Young	New Rochelle

*AMENDMENTS:

By certificate dated March 1, 1902, and duly filed, the number of directors was reduced from fourteen to five.

By certificate dated March 1, 1950, and duly filed, the number of directors was increased to be not less than fourteen nor more than twenty-five.

By certificate dated February 9, 1977, and duly filed, the number of directors was increased to be not less than fifteen.

SEVENTH: The date for holding its annual meeting shall be the second Tuesday in February.

In Witness Whereof, we have made, signed, acknowledged and filed this Certificate in duplicate.

Dated, February 1st, 1896.

Theodore H. Silkman
William H. Robertson
Isaac N. Mills
Wilson Brown, Jr.
Herbert D. Lent
Francis Larkin
Charles Haines

Ralph E. Prime
William A. Woodworth
Gideon W. Davenport
H. F. Dykman
R. S. Emmet, Jr.
David W. Travis
J. Addison Young

(Duly acknowledged before M. James Mooney, Notary Public,
February 11, 1896)

I hereby approve of the foregoing Certificate and of the filing thereof.

Dated, February 11th, 1896.

Martin J. Keogh, J.S.C.

Filed February 11, 1896