

# NOTICE TO MEMBERS - PROPOSED AMENDMENTS TO THE NYWBA BY-LAWS

The following proposed amendments will be presented for a vote at the Association's next general membership meeting, which will be held on *September 14, 2009 at 6:00 p.m.* at the offices of Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, (42nd Street between Sixth Ave & Broadway), New York City. (Meeting will be held just prior to the Annual Membership Reception.)

To vote on the amendment, individuals must be members in good standing for the 2009-2010 membership year (which commenced on June 1, 2009). If you have not yet renewed your membership for this year, please go the NYWBA website ([www.nywba.org](http://www.nywba.org)) and click on "Membership," or send an email to "[info@nywba.org](mailto:info@nywba.org)" to have a renewal form sent to you.

## BACKGROUND AND REASONS FOR THE PROPOSED AMENDMENTS

### I. NYWBA's Succession Rules and Procedures

- The By-Laws currently do **not** address situations where an NYWBA officer, director or delegate to the WBASNY Board becomes unable to serve after being elected at the Annual Meeting in April, but before the person's new term begins on June 1. The proposed amendments ensure that the same succession rules and procedures apply during this period as apply during the officers, directors and delegates' terms in office under Articles II, VII & XVII of the By-Laws.
- The amendment also confirms that the Board is empowered to appoint a Vice President, member of the Board or other appropriate person to perform the duties of President during any period when the elected President is temporarily unable to serve, even if the President's unavailability is due to a reason other than President's **own** disability.
- The amendment clarifies the timing for the first meeting of the Committee on Nominations (within 60 days after taking office). It also confirms the long-standing practice of having the Committee on Nominations (i) confer on all director, officer and delegate vacancies and (ii) present potential candidate(s) to the NYWBA Board of Directors for its consideration.

### II. Shorthand References to the Women's Bar Association of the State of New York ("WBASNY")

- The amendment also addresses a grammatical issue by removing the word "the" from all shorthand references to the Women's Bar Association of the State of New York" (i.e., "WBASNY," instead of "the WBASNY") in the following sections of the By-Laws: Article VI, Sections 5, 6 & 7; Article IX, Sections 2 & 3; Article X, Section 1 & 4; Article XIII, Section 2; Article XVII, Section 3, 4 & 8; Article XXI, Section 1; Article XXII, Section 1; and Article XXVIII. (Given the number of sections that refer to WBASNY and the purely semantic nature of this change, these Sections are not reprinted here. A copy of the amended By-Laws showing these changes are posted on the NYWBA website at [www.nywba.org/By-Laws](http://www.nywba.org/By-Laws).)

### III. Required Vote by the NYWBA Board of Directors; Voting Procedure at General Membership Meeting

- As mandated by Article XVIII of the By-Laws, the Committee on By-Laws and Amendments submitted the proposed By-Laws amendments to the Board of Directors at its regularly scheduled meeting on June 16, 2009. The Board voted unanimously in favor of the proposed By-Laws and authorized them to be submitted to the general membership for a vote
- Pursuant to Article XVIII, Section 2 of the By-Laws, at the meeting when an amendment is presented, the "affirmative vote of two-thirds of the members of the Association present and voting upon a proposed amendment to the By-Laws shall be required for the adoption of such amendment."

# TEXT OF PROPOSED BY-LAWS AMENDMENT

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## ARTICLE II – OFFICERS

### SECTION 1

\* \* \* The officers of the Association shall be elected annually at the annual meeting ... to be held in May of each year for a one year term commencing June 1<sup>st</sup>.

### SECTION 2

If, by reason of resignation or otherwise, a vacancy occurs in ~~In the event of the death or resignation of an officer position after the annual meeting and/or before the expiration of her term of office,~~ the Board of Directors shall elect a successor who shall hold office until the next annual meeting. If the vacancy is in the office of President, a successor shall be chosen from (a) the Vice Presidents in the order named in Section 1 of this Article, or (b) the other officers or directors, unless all are unwilling or unable to serve as President, in which event the Board of Directors shall elect another member of the Association to so act.

### SECTION 3

In the event the President shall become disabled or otherwise be temporarily unable to serve, the Board of Directors shall appoint one of the Vice Presidents in the order named in Section 1 of this Article to act in the place of the President with all of her power while such disability continues, unless all are unwilling to serve, in which event the Board of Directors shall appoint another member of the Association to so act.

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## ARTICLE VII – THE BOARD OF DIRECTORS

\* \* \*

### SECTION 2

The twenty-one (21) elected members of the Board of Directors shall be divided into three (3) classes of equal numbers. Seven (7) members shall be elected at each annual meeting for a term of three (3) years. If, by reason of resignation or otherwise, a vacancy occurs after the annual meeting and/or during a director=s term of office, the unexpired term thereof shall be filled by a successor director to be elected by the Board of Directors at its next regular meeting by a majority of the members present.

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## ARTICLE IX – WOMEN'S BAR ASSOCIATION OF THE STATE OF NEW YORK

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### SECTION 3

The Association=s members to serve on the Board of Directors of the WBASNY shall be elected at the annual meeting by ballot by a plurality of vote of the primary members present and voting in person or by proxy. If, by reason of resignation or otherwise, a vacancy occurs after the annual meeting and/or during a director=s term of office, the unexpired term thereof shall be filled by a successor director to be elected by the Association=s Board of Directors at its next regular meeting by a majority of the members present.

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## ARTICLE XVII – COMMITTEE ON NOMINATIONS

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### SECTION 1

In the event that a vacancy is created in the slate of nominees prior to the vote of the membership at the annual meeting, the Nominations Committee shall confer within twenty (20) days of the creation of the vacancy, and nominate an alternate nominee for the vacancy.

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### SECTION 5

The Committee on Nominations shall meet within ~~30-60~~ days after taking office ~~the election of its members,~~ and shall meet as often thereafter as the Committee deems necessary, for the purpose of determining its nominations.

\* \* \*

### SECTION 13

In the event that a vacancy occurs in an NYWBA officer or director position, or in a WBASNY director position, after the annual meeting and/or before the expiration of the individual's term of office, the Nominations Committee shall confer within twenty (20) days of the notice of the vacancy, and shall nominate a successor to serve for the unexpired term. The Nominations Committee shall present such nominee to the Board of Directors for election pursuant to Article II, Sections 2 and 3; Article VII, Section 2; and Article IX, Section 3.

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