

RENSSELAER COUNTY BAR ASSOCIATION

CONSTITUTION AND BYLAWS

ARTICLE I – NAME AND STATUS

(1) The Association shall be called the Rensselaer County Bar Association (hereinafter “Association”). It shall be a non-profit membership organization.

(2) The seal of the Association shall be in the form of a circle with a statue of Justice in the center and the name of the Association and the year of its incorporation within the circle.

ARTICLE II – OBJECTIVES

The objectives of the Association shall be to cultivate the science of jurisprudence, promote reform in the law, facilitate the administration of justice, public service and access to justice, elevate the standard of integrity honor and courtesy in the legal profession, and cherish a spirit of collegiality among the members thereof.

ARTICLE III – MEMBERSHIP

A. Voting Members:

(1) Any lawyer admitted to practice in all of the courts of record in the State of New York, and in good standing at the Bar, and residing or having an office for the practice of law within the County of Rensselaer shall be eligible for membership.

(2) Any members in good standing at the date of adoption of this Constitution and By Laws shall continue to be members anything to the contrary notwithstanding.

(3) A lawyer meeting the requirements in ¶1 above shall, upon the recommendation of a member in good standing and upon payment of dues, become a member upon the vote of approval of the Executive Committee.

(4) A member meeting the above requirements shall be entitled to vote at any meeting of the Association and to hold office in the Association.

B. Non-Voting Members:

(1) Any lawyer who does not reside or have an office for the practice of law within the County of Rensselaer but who otherwise meets the requirements set forth in ¶1 of the within article shall be eligible for non-voting membership upon compliance with ¶3 above.

C. Honorary Membership:

(1) Any voting member of the Association, who has been admitted to the Bar for 50 years or more, shall be deemed an honorary member and, as such, shall be excused from the payment of dues but shall retain all rights and privileges of a voting member.

D. Termination of Membership:

(1) Membership shall be terminated when the Member: (a) resigns; (b) ceases to qualify under any category under which a Member may be admitted to the Association; (c) is suspended from practice or disbarred; (d) fails to pay dues; and/or (e) for misconduct in relation to this Association. A decision to terminate a Member for any of the above reasons shall be the responsibility of the Association's Executive Committee.

ARTICLE IV – DUES AND ASSESSMENTS

(1) The annual dues of the Association shall be in the amount as deemed appropriate by the Executive Committee. All dues are payable at the beginning of the fiscal year and are good for the year in which paid. Annual dues may be prorated or suspended for a fiscal year as deemed appropriate by the Executive Committee. If any member fails to pay his or her annual dues by the due date, the Treasurer shall mail to each such member a reminder notice to effect that such dues are payable. Thereafter, if the dues payment is not received within such thirty (30) day period, a default notice will be sent to such Member with further action to be taken as determined by the Executive Committee.

(2) The Executive Committee shall have the authority to levy special assessments in such annual amounts and for such number of years as it shall determine to be necessary and appropriate. Said assessment shall be determined at least thirty (30) days prior to the commencement of the new fiscal year where possible or at such other time as the Executive Committee shall deem necessary.

ARTICLE V – OFFICERS

The Officers of the Association shall be President, First, Second, and Third Vice-Presidents, a Secretary, and a Treasurer. The Officers shall be elected at the Annual Meeting of the Association.

ARTICLE VI – OFFICERS DUTIES

A. President:

(1) The President shall (a) be the Chief Executive Officer of the Association responsible for the direction and operation of the Association; (b) enter into contracts, agreements or discussions on behalf of the Association with the approval of the Executive

Committee; (c) appoint all Committees; (d) call Meetings of the Executive Committee and of the Association; (e) appoint the Delegate to the New York State Bar House of Delegates; and (f) perform such other functions as are necessary or appropriate to the operation of the Association.

B. First Vice-President:

(1) The First Vice-President shall undertake such activities as are directed by the President and shall substitute for the President when the President is unavailable.

(2) The First Vice-President shall co-chair with the Secretary the Annual Meeting of the Association and Annual Dinner honoring members of the Association admitted for fifty years to be held in conjunction with the Annual Meeting of the Association. These two events are to be held in May or June at each year unless otherwise determined by the Executive Committee.

C. Second Vice-President:

(1) The Second Vice-President shall undertake such activities as are directed by the President, and shall substitute for the President when the President and the First Vice-President are unavailable.

(2) The Second Vice-President shall chair the Annual Memorial Service Honoring Members of the Association who have died during the previous calendar year. This service shall be held in February or March of each year unless otherwise determined by the Executive Committee.

D. Third Vice-President:

(1) The Third Vice-President shall undertake such activities as are directed by the President and shall substitute for the President when the President, and the First and Second Vice-Presidents are unavailable.

(2) The Third Vice-President shall chair the Law Day Activities held on or about May 1st of each year.

E. Treasurer:

(1) The Treasurer shall: (a) keep an accurate roll of the Members; (b) collect and under the direction of the Executive Committee, expend, deposit or invest the funds of the Association; (c) keep regular accounts in the books of the Association, which accounts shall be open to inspection by an Member of the Executive Committee and shall at all times be subject to examination and audit as directed by the President; (d) report in writing, at each Stated Meeting, and to the Executive Committee, as and when required by them, the financial condition of the Association and (e) promptly furnish the Secretary with the names of persons approved as members.

(2) The Treasurer shall chair the Annual Dinner Honoring Newly Elected Rensselaer County Judges to be held in January or February of each year unless otherwise determined by the Executive Committee

F. Secretary:

(1) The Secretary shall: (a) keep a record of the proceedings of the Association, and of such other matters as may be directed by the Association to be placed in its files or records; (b) keep an accurate roll of the names and addresses of the Officers and Members, and notify Officers and Members of Committees of their election or appointment; (c) issue notices of all meetings with a brief note, in case of Special Meetings, of the object for which they are called.

(2) The Secretary shall co-chair with the First Vice-President the Annual Meeting of the Association and the Annual Dinner honoring members of the Association admitted for fifty (50) years to be held in conjunction with the Annual Meeting of the Association.

G. Terms of Office:

(1) The term of office for each officer shall be one (1) year with the exception of the Treasurer whose term may be extended at the discretion of the Executive Committee and by the vote of the membership at the annual election of Officers.

ARTICLE VII - EXECUTIVE COMMITTEE

There shall be an Executive Committee of the Association. The Executive Committee shall be comprised of all of the officers of the Association and not less than six (6) and no more than nine (9) At Large Members.

ARTICLE VIII –EXECUTIVE COMMITTEE DUTIES AND MEETINGS

(1) The Executive Committee shall manage the business, activities and assets of the Association in accordance with the Constitution and Bylaws.

(2) All appropriations of the funds of the Association shall be made by the Executive Committee.

(3) The Executive Committee shall have the authority to hire and assign duties to an executive director, accountant and/or other professionals as may be deemed necessary to assist in Association business and to provide compensation as the Executive Committee directs. Such personnel shall be independent contractors and shall serve at the pleasure of the Executive Committee.

(4) Executive Committee decisions and action must be approved by a majority of a quorum of the Executive Committee present at a meeting of the Committee. A quorum shall consist of six (6) members of the Executive Committee.

(5) To the extent possible, the Executive Committee shall conduct regular meetings on a monthly basis with the date, time and location to be designated by the President or at such other intervals as the Executive Committee may designate.

(6) Special Meetings of the Executive Committee may be called at any reasonable time by the President or any two officers. Notice of Special Meetings may be given to the members of the Executive Committee by mail, facsimile, or electronically two days in advance of the Special Meeting unless circumstances warrant dispensing with such notice, in which case the special meeting can be held upon less notice if no member of the Executive Committee objects. The Special Meeting will be held at such place as may be specified in the Notice.

(7) The Executive Committee may conduct a meeting and/or members may participate in a meeting by means of a conference telephone call, video conference, internet devices, or similar communication equipment allowing all Members participating in the meeting to hear each other at the same time.

(8) Any Executive Committee action which is either required or permitted may be taken without a meeting if all of the Directors consent in writing to the adoption of a resolution authorizing the action. Said written consent can be delivered electronically but must be followed by a written consent signed by the respective members. Any action taken outside a meeting shall be ratified at the next meeting of the Executive Committee.

(9) The term of office of at large members of the Executive Committee shall be one (1) year.

ARTICLE IX- COMPENSATION

(1) No Officer, member of the Executive Committee, or member of the Association shall receive any compensation for his or her services. Legitimate expenses as approved by the Executive Committee may be reimbursed.

ARTICLE X – ASSOCIATION MEETINGS

(1) The President and in his/her absence, the ranking Vice-President present, shall preside at all meetings of the Association.

A. Annual Meeting:

(1) There shall be an Annual Meeting of the Association which shall be held in May or June of each year. The Annual Meeting shall be held in conjunction with the Association

Dinner honoring fifty (50) year members of the Bar. At such meeting, all of the powers of the Association may be duly exercised and all proper business of the Association transacted.

(2) At the Annual Meeting, after the appropriate opening thereof, the order of business shall be the following:

- Report of the President and Executive Committee;
- Report of the Treasurer;
- Election of officers of the Association for the coming year;
- Election of at large members of the Executive Committee for the coming year;
- Reports of Standing or Special Committees as applicable;
- Old Business; and
- New Business.

(3) Notice of the Annual Meeting must be given to the voting members of the Association at least 20 days prior to the scheduled date of the Annual Meeting either by written notice or electronically as the Executive Committee deems advisable.

B. Special Meetings:

(1) Special Meetings may be called at any time by the President or Executive Committee as needed to conduct the business and affairs of the Association. A special meeting may also be called after receipt by the President of a written request of ten (10) voting members of the Association specifying the purpose of such meeting.

(2) Notices of special meetings must be given at least twenty (20) days prior to the scheduled date of a special meeting. Notice of all special meetings shall specify the purpose for said meeting and no other business shall be transacted at such meeting except such business as has been so specified.

C. Quorum:

(1) At either the Annual Meeting or a Special Meeting of the Association, action may be taken by the Association upon the approval of the proposed action by a majority vote of a quorum of the Association. The presence of ten percent (10%) of the voting members of the Association will constitute a quorum of the Association.

(2) The above requirements and Robert's Rules of Order will govern the conduct of Association meetings.

ARTICLE XI – ELECTIONS

A. Nominations:

(1) The Nominations Committee of the Association shall provide a slate of candidates for the officer positions of the Association and at large members of the Executive Committee to the President of the Association at least thirty (30) days prior to the scheduled date of the Annual Meeting. The Secretary shall then post the list of nominees in two (2) conspicuous places in the Rensselaer County Courthouse at least twenty (20) days prior to the scheduled date of the Annual Meeting.

(2) Should any voting member of the Association wish to run as an independent candidate for an officer or an at large Executive Committee member position, such member shall deliver a Notice of Intention to run to the President at least 14 days prior to the scheduled date of the Annual Meeting. The Notice of Intention shall contain the name and address of the candidate and the position sought by said candidate. The prospective candidate's name and the position sought shall be posted as stated above at least seven (7) days before the Annual Meeting. At the Annual Meeting, the President shall advise the membership of any contested positions.

B. Elections:

(1) The election of the officers of the Association and at large members of the Executive Committee shall be conducted at the Annual Meeting. All elections may be accomplished by a voice vote unless at least five (5) voting members request secret balloting. In the event that a secret ballot is conducted, the Secretary of the Association, with the assistance of other members as needed, shall be responsible for counting the votes and certifying the result.

C. Commencement of Duties:

(1) The officers and at large members of the Executive Committee so elected shall enter upon their duties immediately upon their election and shall hold office for a term of one year or until their successors are elected or appointed.

ARTICLE XII – STANDING COMMITTEES

The Association shall have the following Standing Committees:

A. Grievance Committee:

The Grievance committee shall consist of up to three persons with the Chairperson to be appointed by the President. This Committee shall be charged with the consideration of all claims asserted against members of the Association, pursuant to the Rules of the Appellate Division, Third Department and the Committee on Professional Standards for the Third Department, and also complaints that may be made in matters affecting the interests of the legal profession, the practice of law and/or the administration of justice.

B. Mock Trial Committee:

The Chairperson and members of this Committee shall be appointed by the President of the Association. This Committee shall be responsible for conducting the annual NYSBA Mock Trial program for local high schools.

C. Nominations Committee:

The Chairperson and members of this Committee shall be appointed by the President of the Association. The Committee shall be responsible for preparing and nominating a slate of candidates for the officer positions and at large members of the Executive Committee in accordance with the provisions of Article XI above.

D. Continuing Legal Education Committee:

The Chairperson and members of this Committee shall be appointed by the President of the Association. This Committee will be responsible for planning and conducting at least one annual CLE class for the members and providing additional legal education information to the member as may be deemed useful and appropriate.

E. Social Committee:

The Chairperson and members of this Committee shall be appointed by the President of the Association. This Committee shall be responsible for planning and conducting social events to help foster a spirit of camaraderie and collegiality among the members of the Association and the Bench and Bar in general.

F. Other Committees:

The President, from time to time, shall appoint such other Committees as may be appropriate to carry out the purposes of the Association.

ARTICLE XIII – AMENDMENTS TO THE CONSTITUTION AND THE BYLAWS

Provision of the Constitution and Bylaws may be adopted, amended or rescinded by a majority vote of a quorum of the Association membership at the Annual Meeting or at any Special Meeting called for that purpose provided that the written notice of proposed major amendments is provided to the voting members at least ten (10) days before such Annual or Special Meeting. Alternatively, where there is a proposed amendment to a single Article, such amendment may be approved by a unanimous vote of the entire Executive Committee, with notice to the membership of the Association within a reasonable period of time.

ARTICLE XIV - SUCCESSION

In the event that an officer of the Association following his/her election should be unable to complete his/her term of office for any reason, the vacated position will be filled on a temporary basis by the next ranking officer who will also continue to serve in his/her elected position, with the assistance of the Executive Committee as needed, until the next Association election. If the office vacated is that of the Secretary, the President will appoint an at large member of the Executive Committee to serve as Secretary on a temporary basis until the next Association election with notice to the membership of the Association within a reasonable period of time.

ARTICLE XV - MAILING LIST OF MEMBERS

(1) The mailing list of this Association, either electronic or via U.S. Postal Service, shall not be made available for commercial or political use.

(2) Upon the approval of the Executive Committee, a mailing using the Association's mailing list may be made through the Association's mailing mechanism, paid for in advance by the person or organization requesting the mailing. The list, however, shall not be disclosed to any such person or organization.