

BYLAWS
OF
ONONDAGA COUNTY BAR ASSOCIATION
As Amended Through September 15, 2015

ARTICLE I
NAME

The name of this organization shall be the "ONONDAGA COUNTY BAR ASSOCIATION." It is referred to in these Bylaws as the "Association."

ARTICLE II
PURPOSES

The general purposes of the Association shall be:

To maintain the honor and dignity of the profession of law;

To promote suitable reforms and necessary improvements in the law;

To facilitate the administration of justice;

To elevate the standards of integrity, professional competence, and courtesy in the legal profession;

To cultivate and cherish the spirit of friendship among the members of the Association; and

To foster other kindred purposes.

ARTICLE III
MEMBERSHIP

SECTION 1. CLASSES OF MEMBERS

A. There shall be the following classes of members in the Association:

(1) Regular Member. Any attorney who has been admitted to the practice of law in the State of New York may become a regular member of the Association by the payment of membership dues.

(2) Associate Member. Any attorney admitted to the practice of law in any jurisdiction other than the State of New York, and any non-resident Judge of a state or federal court, shall be eligible to be an associate member of the Association.

(3) Honorary Member. Any member, either regular or associate, who has (a) been selected by the Board of Directors (the "Board"), in its discretion, for honorary membership, (b) been a member of the Association for a period of 50 years, or (c) ceased practicing law due to health reasons, shall become an honorary member of the Association. Honorary members are excluded from paying dues.

(4) Sustaining Member. Sustaining memberships in the Association shall be available to such members, either regular, associate or honorary, as are willing, for the support of the general work of the Association, to pay an amount as annual dues in any year as the Board may fix for such membership. A member who decides to be a sustaining member in any year shall not be obligated to continue as such in any subsequent year.

B. Judges. Judges of state or federal courts who reside in Onondaga County may be regular members of the Association, provided, however, that members of the judiciary shall not be eligible to serve as members of the Judiciary Committee.

C. Additional Classes. The Board, in its sole discretion, shall have the power to grant the right to participate in the activities of the Association to persons who are not members of the Association. Such participants shall not have the right to vote and shall not be deemed to be members of the Association, but shall have only such rights and privileges as the Board shall expressly grant to them.

SECTION 2. AFFILIATES

Any individual who is (i) a professional law office administrator who is employed in a law office in Onondaga County and sponsored for membership by an attorney member of the Association having an office for the practice of law in Onondaga County, (ii) a non-attorney magistrate serving in a town or village court located within Onondaga County, (iii) a paralegal employed by any attorney or law firm in Onondaga County, (iv) a full or part-time law school student, (v) a law school graduate who resides in Onondaga County but who is not admitted to the practice of law in the State of New York, and (vi) a full or part-time paralegal student duly enrolled in a program approved by the American Bar Association or enrolled in an institution which is a voting member of the American Association for Paralegal Education, shall be eligible to be an affiliate of the Association. Affiliates shall not be entitled to vote except at meetings of committees to which they have been appointed by the Board.

SECTION 3. SUBSCRIBERS

Subscribers shall be professional legal secretaries who are employed in a law office in Onondaga County, who are sponsored for membership by an attorney member of the Association having an office for the practice of law in Onondaga County and whose application is approved by the Association's Membership Committee.

SECTION 4. MEMBERS

Any member of the bar in good standing and eligible for membership, as provided in Section 1 above, may become a member of the Association subject to such procedural regulations as may be established by the Board from time to time.

SECTION 5. RIGHTS AND PRIVILEGES OF MEMBERS

A. General. All members of the Association shall have the right to attend all membership meetings of the Association, to engage in deliberations at such meetings, to petition the Board, and to participate in all programs and activities sponsored by the Association, subject to such rules and regulations as may be prescribed by the Board.

B. Sustaining Members. Sustaining members shall have all the rights and privileges to which they would have been entitled had they been chosen to remain regular, associate or honorary members, as the case may be. Sustaining members shall enjoy no additional rights and privileges as a result of becoming sustaining members.

C. Voting. Only regular members and honorary members, who were formerly regular members, shall have the right to vote.

ARTICLE IV

DUES AND FISCAL YEAR

SECTION 1. DUES

Dues shall be payable on or before January 1 of each year in such amounts by the various categories of members as the Board shall determine. Any member failing to pay his or her dues within a period of 90 days after January 1 shall cease to be a member of the Association. Upon payment in full of the prescribed dues and of any unpaid dues from prior years, the defaulting member shall be automatically reinstated to membership.

SECTION 2. FISCAL YEAR

The fiscal year of the Association shall be the calendar year.

ARTICLE V

MEMBERSHIP MEETINGS

SECTION 1. ANNUAL MEETING

The annual meeting of the members of the Association shall be held in the City of Syracuse, New York on the first Thursday in April of each year, or on such other day in April as the Board may determine.

SECTION 2. SPECIAL MEETINGS

Special meetings of the members shall be held in the City of Syracuse, New York, or at such other places as may be determined by the Board. Special meetings may be called at any time by the Board or by the President and must be called upon the written request of any 25 members in good standing.

SECTION 3. NOTICE

Written notice of the annual and any special meeting stating the date, time and place of the meeting shall be mailed to each member entitled to vote at such meetings, not less than 20 nor more than 50 days before the date of the meeting. Written notice of special meetings shall state by whose direction and for what purpose the meeting is called.

SECTION 4. QUORUM

For annual and special meetings, a quorum shall constitute the lesser of 100 members entitled to vote or one-tenth of the voting members.

SECTION 5. PROCEDURE

A quorum, once established at a meeting, shall not be impaired by the subsequent withdrawal of any members. The affirmative vote of a majority of those voting shall carry all

motions properly before the meeting. Despite the absence of a quorum, the members present may announce the adjournment of the meeting to another time and place without the necessity of further notice of the adjourned meeting. Where not otherwise provided, Robert's Rules of Order Newly Revised, current edition, shall govern the procedure at all meetings of the Association.

SECTION 6. PROXY

Every member entitled to vote at a meeting may authorize another person to act for him or her by proxy as set forth in the New York Not-for-Profit Corporation Law.

ARTICLE VI

OFFICERS

SECTION 1. ELECTED OFFICERS

The elected officers of the Association shall be a President, President-Elect, Vice President, Secretary, and Treasurer. The President-Elect, Vice President, Secretary, and Treasurer shall be elected each year at the annual meeting of the Association for a term of one calendar year to begin on the first day of June, following the annual meeting at which they were elected, and shall serve until their successors have been duly elected and qualified. The President-Elect shall automatically succeed to the office of President upon the expiration of the President's term of office.

Pursuant to the 2015 Amendments to these Bylaws, there shall be a transition period in which the term of offices shall be amended from January-December terms to June-May

terms. During the transition period, the individuals holding the offices of President, President-Elect, Vice President, Secretary, and Treasurer as of December 31, 2015 shall continue to hold the offices then held by such individuals through May 31, 2016. These offices shall then be filled for one year terms commencing June 1, 2016 by election at the April, 2016 meeting of the members of the Association, except that the President-Elect as of May 31, 2016 shall assume the office of President effective June 1, 2016. Offices other than the office of President may be filled for the June 1, 2016-May 31, 2017 term by individuals who previously held these offices notwithstanding any limitations to the contrary set forth in Section 2 of this Article VI.

SECTION 2. QUALIFICATION AND TERM OF OFFICE

Only regular members in good standing may be nominated and elected as officers of the Association. No elected officer shall be eligible for re-election to the same office until the lapse of 12 months following the expiration of the officer's term of office, except the Vice President, Secretary and Treasurer, each of whom may be elected and re-elected to their respective offices for a maximum of three successive one-year terms. A Secretary or Treasurer who has served three successive one-year terms shall be ineligible for election to either of those offices for one year. If a member is appointed to complete an unexpired term of office, that unexpired term shall not count as a full term of office for purposes of determining eligibility for re-election to the same office.

SECTION 3. RESIGNATION

Any officer may resign with or without a stated reason at any time by giving a written notice of resignation to the Board or the President. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, then upon delivery.

SECTION 4. VACANCIES

A. Vacancies Other Than President or President-Elect. Whenever any vacancies shall occur in any office other than the President or President-Elect, the office shall be filled by the majority vote of the full Board. The officer so appointed by the Board shall hold office for the remainder of the term of the vacancy filled and until his or her successor is duly elected and qualified.

B. Vacancies of President and President-Elect.

(1) In the event of a vacancy in the office of President, the office shall be filled by the President-Elect for the remainder of the unexpired term. Upon the expiration of the unexpired term, this individual shall serve the full term as President that he or she is entitled to by virtue of his or her election to the office of President-Elect.

(2) In the event the office of the President-Elect is vacant at the time the office of President becomes vacant, the Board of Directors shall meet as soon as practicable to appoint an acting President who shall perform the duties of President for the unexpired term. After an acting President is appointed, a special meeting of the membership shall be held for the

purpose of electing a President-Elect. The President-Elect elected at the special meeting shall serve as such until the expiration of the acting President's term and shall then become President and serve as President for one year.

(3) In the event the office of President-Elect shall become vacant for any reason other than a succession of the President-Elect to the office of President, such vacancy in the office of President-Elect shall be filled by a special election held at a special meeting of members as called, as soon as practicable, for such purpose by the Board. The special election shall be conducted in such manner as the Board shall direct. The person elected in such special election shall assume the office of President-Elect immediately for the remainder of the preceding President-Elect's term and shall become President as provided in Article VI, Section 1.

(4) In the event the office of the President-Elect becomes vacant because the President-Elect succeeds to the office of President, the Board, at the request of the President, shall appoint an interim Vice-President to assist the President until such time as the President-Elect is elected at the next Annual Meeting. The interim Vice-President shall perform the duties of the President-Elect, but shall not succeed to the office of President upon the expiration of the President's term of office, or upon any vacancy in the office of the President. If the office of President becomes vacant for any reason before a President-Elect is elected, qualifies, and takes office, the term of the interim Vice-President shall immediately expire and it shall be deemed that the offices of both President and President-Elect are vacant and shall be filled as provided for in this section.

SECTION 5. PRESIDENT

The President shall act as the chief executive officer of the Association, and shall be responsible for supervising the management of the affairs of the Association, subject only to the direction of the Board. The President shall preside at all meetings of the Association and the Board, and shall discharge all duties which evolve upon a chief executive and presiding officer. Additionally, the President shall perform all such other duties as these Bylaws and the Certificate of Incorporation provide or as the Board may prescribe. The President shall be an ex officio member of all committees except the Nominating Subcommittee; the President shall be a nonvoting member of these committees unless otherwise provided by the Board.

SECTION 6. PRESIDENT-ELECT

The President-Elect shall preside at meetings of the Association or the Board in the absence of the President. The President-Elect shall perform such other duties as may be designated by the President or the Board.

SECTION 7. VICE PRESIDENT

The Vice President shall assist the President in the execution of the President's duties, and shall preside at meetings of the Association or the Board in the absence of the President and President-Elect. The Vice President shall perform such other duties as may be designated by the President or the Board.

SECTION 8. SECRETARY

The Secretary shall attend all meetings of the Association and the Board and shall keep or cause to be kept a true and complete record of the proceedings of such meetings. The Secretary shall be responsible for the giving and the serving of all notices of the meetings of the Association and the Board. The Secretary shall keep a correct and complete list of members, conduct the ordinary correspondence of the Association, and perform such other duties as these Bylaws provide or the Board may prescribe. The Secretary may employ clerical assistance within the amounts authorized by the Board.

SECTION 9. TREASURER

The Treasurer shall serve as the Director with chief responsibility for the financial affairs of the Association. The Treasurer shall provide general oversight of all funds and securities belonging to the Association and shall make provisions for the safe keeping thereof.

The Treasurer shall:

1. Cause to be kept a correct and full account of the monies received and disbursed by the association;
2. Assure that the financial and accounting records of the Association are maintained in accordance with sound accounting practices;
3. Oversee that all financial records and other information are available to the Association's independent auditors and that the auditors' report is prepared and provided to the Board;
4. Review and recommend appropriate risk financing programs, including but not limited to appropriate insurance and bonding for the Association, its officers, directors, agents and employees;
5. Make an annual financial report to the Association and the Board of Directors regarding the financial condition of the Association;

6. Make other periodic reports on the financial condition of the Association as may be requested by the Board of Directors but no less frequently than quarterly;
7. Present to the Board of Directors the Association's annual budget as recommended by the Finance Committee;
8. Perform all other such duties as these Bylaws provide or the Board may prescribe; and
9. Serve as Chair of the Finance Committee.

In discharging the aforementioned duties, the Treasurer may rely upon the reports and representations of the Association's Executive Director, auditors, accountants, and legal counsel.

SECTION 10. EXECUTIVE DIRECTOR

The Executive Director shall be a full-time, salaried employee of the Association and selected by the Board. The Executive Director shall be responsible to the President and the Board and shall supervise the day-to-day operations of the Association.

ARTICLE VII

DIRECTORS

SECTION 1. BOARD OF DIRECTORS

A. The number of members constituting the Board of Directors shall be 21. Only regular members in good standing may be nominated and elected as directors of the Association. There shall be 15 elected directors plus all officers and the Immediate Past President of the Association.

B. The current Dean of the Syracuse University College of Law shall sit as an honorary, ex officio member of the Board of Directors. He/she shall have no voting rights nor shall his/her presence at any meeting of the Board have any relevance to its quorum. Should the Dean be unable to attend any meeting of the Board, he/she may delegate a representative from the College of Law or the University faculty or administrative staff to attend in his/her stead.

C. Stewart F. Hancock Jr., Retired Judge of the New York Court of Appeals, shall sit as an honorary, ex officio member of the Board of Directors. He shall have no voting rights nor shall his presence at any meeting of the Board have any relevance to its quorum.

D. The current Vice-President, Fifth District, New York State Bar Association, shall sit as an honorary, ex officio member of the Board of Directors. He/she shall have no voting rights nor shall his/her presence at any meeting of the Board have any relevance to its quorum.

E. The Board has the power to appoint honorary, ex officio members of the Board of Directors who shall have no voting rights and whose presence at any meeting of the Board shall have no relevance to its quorum.

SECTION 2. ELECTION

The Directors shall be elected by the members at the annual meeting of the Association. As to the Directors other than the elected officers and the Immediate Past President, one-third shall be elected annually for a term of three calendar years to begin on the first day of June following the annual meeting at which they were elected and shall serve until their successors are elected and qualified. A Director shall not be eligible for re-election for one year following the expiration of his or her term as a Director. The preceding sentence shall not

apply to an individual who is appointed by the Board to complete a Director's unexpired term as a Director.

Pursuant to the 2015 Amendments to these Bylaws, there shall be a transition period in which the term of offices shall be amended from January-December terms to June-May terms. During the Transition Period, the individuals serving as members of the Board of Directors as of December 31, 2015 shall continue to serve as members of the Board of Directors for an additional five (5) months from the expiration of his/her original term.

SECTION 3. AUTHORITY AND POWERS

The Board shall be responsible for and shall have all the authority and powers necessary for the management of the affairs of the Association as set forth in the Certificate of Incorporation, these Bylaws, and the Not-For-Profit Corporation Law.

SECTION 4. TYPES OF MEETINGS; ATTENDANCE

A. Initial Meeting. As soon as practicable after June 1 of each year, the Board shall hold an organizational meeting for the purpose of organization and the transaction of other business.

B. Regular Meetings. Regular meetings of the Board shall be held from time to time as the Board may determine.

C. Special Meetings. Special meetings of the Board may be called by the President, and must be called upon the written request of at least five members of the Board.

D. Attendance. Five absences of any Director in any calendar year will be reported to the President. The President may then (i) excuse the absences, (ii) excuse the absences with conditions and report such excuse and conditions to the Executive Committee for discussion, or (iii) add this topic to an agenda of a meeting of the Board of Directors for review and consideration by way of action, sanction or removal as may be appropriate.

SECTION 5. TIME AND PLACE OF MEETINGS

The Board shall hold its meetings at the offices of the Association or at such other place or places and on such dates and at such times as the Board may from time to time determine.

SECTION 6. NOTICE OF MEETINGS

Regular meetings of the Board may be held without notice to the Directors if the date, time and place of such meetings have been fixed by the Board. Regular meetings for which the date, time and place have not been fixed, and all special meetings, shall be held upon written notice to the Directors given at least 48 hours prior to the meeting, or upon oral notice given personally or by telephone at least 24 hours prior to the meeting. Notice of a meeting need not be given to any Director who submits a signed waiver of notice before or after the meeting, or who attends the meeting without protesting the lack of notice to him or her prior to or upon the commencement of the meeting.

SECTION 7. QUORUM

For all purposes, a quorum for all meetings of the Board of Directors shall consist of not less than nine Directors present at a meeting.

SECTION 8. ACTION BY THE BOARD

At any meeting of the Board at which a quorum is present, the vote of a majority of the Directors present at the time of the vote shall be the act of the Board, except as otherwise provided by these Bylaws or applicable law. Each Director shall have one vote. The Board may also act by written consent as permitted by applicable law.

SECTION 9. PROCEDURE

The Board may adopt its own rules of procedure for the conduct of its meetings that are not inconsistent with these Bylaws. Where not otherwise provided in these Bylaws or the rules of procedure adopted by the Board for its meetings, the procedure at all Board meetings shall follow Robert's Rules of Order Newly Revised, current edition.

SECTION 10. RESIGNATION

A Director may resign, with or without a stated reason, at any time by giving written notice of resignation to the President or the Secretary. Such resignation shall take effect at the time specified in such notice or, if no time is specified, then upon delivery.

SECTION 11. VACANCIES

Whenever any vacancy shall occur on the Board, the vacancy shall be filled by appointment by the Board. The Director so appointed by the Board shall hold office until the expiration of the current year of office. An election shall be held at the next annual meeting to fill the vacancy for the remainder of term.

SECTION 12. EMPLOYMENT

The Board may employ such persons to perform such duties and to have such titles as the Board may determine from time to time. The Board shall fix the compensation and other terms of employment.

SECTION 13. DELEGATES AND REPRESENTATIVES

The Association shall be represented at all meetings of the New York State Bar Association's House of Delegates by the President, the President-Elect, and such other delegates appointed by the Board and as permitted by the State Bar Association's Rules. The Board may also appoint delegates to represent the Association at the annual meeting of the American Bar Association and such other conferences and meetings as the Board deems proper.

SECTION 14. CONSENT WITHOUT MEETING

Whenever by statute, the Certificate of Incorporation or these bylaws Bylaws, a vote of the Board or any of its committees is required or permitted to be taken at a meeting, the action may be taken without a meeting if all the members of the Board or the committee consent in writing to the adoption of the resolution authorizing the action. The resolution and written consents shall be filed with the minutes.

SECTION 15. PARTICIPATION WITHOUT PHYSICAL PRESENCE

Any one or more members of the Board or any Committee of the Board may participate in a meeting of such Board or Committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE VIII

NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

SECTION 1. NOMINATING SUBCOMMITTEE

A. Selection of Members. The Board, at its first regular meeting held on or after June 1 of each year, shall appoint 13 persons as regular members of the Nominating

Subcommittee (a Subcommittee of the Governance Committee) no less than two of whom shall be incumbent Directors, including the Immediate Past President of the Association. The individual members to the Nominating Subcommittee shall be appointed individually or as a group, at the direction of the Board. The Immediate Past President shall serve as Chair of the Nominating Subcommittee. If the Immediate Past President is unable to serve in such capacity, the Board shall name the Chair.

B. Procedure. The Chair of the Nominating Subcommittee shall call a meeting of the Subcommittee to be held on or before August 15 of each year, and such other meetings as necessary. The Subcommittee shall prepare and present to the Governance Committee, on or before January 15 of each year, the Subcommittee's recommended candidates for the offices of President-Elect, Vice-President, Treasurer and Secretary and for Directors. The Governance Committee shall then prepare and present to the Board, on or before February 15 of each year, the Governance Committee's nomination report, identifying the following:

- (1) One candidate for the office of President-Elect.
- (2) One candidate for the office of Vice President.
- (3) One candidate for the office of Treasurer.
- (4) One candidate for the office of Secretary.
- (5) The appropriate number of candidates for the positions of Director.

C. Vacancy in Extended Term. In the event any vacancy on the Board exists for any reason, and the term for which the Director was elected extends beyond May 31 of the current year, the report of the Governance Committee shall also identify one candidate to serve for the unexpired portion of such Director's term.

D. Report. The Secretary shall cause the report of the Governance Committee to be sent to each member of the Association entitled to vote, on or before March 1 of each year.

SECTION 2. ADDITIONAL NOMINATIONS

Additional nominations for any position to be filled by election at the annual meeting of members of the Association may be made by submitting to the Secretary, at least 14 days prior to the date fixed for the annual meeting, a written petition signed by at least 25 members entitled to vote. Such petition shall state the name of the candidate and the position for which the candidate is nominated. Written notice of such additional nominations shall be mailed by the Secretary to the membership at least seven days prior to the annual meeting. Nominations of candidates from the floor at the annual meeting shall not be permitted.

SECTION 3. BALLOTS AND VOTING IN CONTESTED ELECTIONS

In the event of contested elections, the Secretary shall cause written ballots to be prepared prior to the annual meeting. Such ballots shall contain the names of all candidates for each contested office, listed in alphabetical order, and shall contain such other information as the Board may direct. The ballots shall be distributed at the annual meeting. Only regular members in good standing may vote at that time. In order to be valid, a ballot must be cast for each position that is being contested.

SECTION 4. ELECTION AT ANNUAL MEETING

A. President-Elect. The President-Elect, elected at the previous annual meeting, shall assume the office of President.

B. Contested Elections. The Board shall appoint inspectors of elections in such number and in such manner as the Board shall determine. On the date of the annual meeting, the inspectors shall promptly count and tabulate all ballots delivered at the annual meeting. The results of the voting shall be announced at the annual meeting. The candidate receiving a plurality of the votes cast for each position shall be declared elected to such position, shall be deemed qualified, and shall take office on the June 1 next following the annual meeting.

C. Uncontested Elections. Unopposed candidates for any office or directorship shall be elected by motion at the annual meeting and shall take office on the June 1 next following the annual meeting.

ARTICLE IX

COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Executive Committee shall be a standing committee and shall be appointed by the President as approved by the Board and shall consist of the Association's officers, the immediate Past President, and three Directors. The Executive Committee shall have and may exercise in the interim between meetings of the Board all authority and powers of the Board

except as limited by the Not-For-Profit Corporation Law or these Bylaws. Minutes of each meeting of the Committee shall be presented to the Board at the first regular meeting of the Board following each Executive Committee meeting. The President shall be the Chair of the Executive Committee.

SECTION 2. COMPOSITION AND QUORUM OF OTHER COMMITTEES

Every other Committee of the Association shall have a Chair and a Vice-Chair or Co-Chairs. Each other Committee shall have such number of members as the Chair of such Committee shall designate, and a majority of the members of a Committee shall constitute a quorum unless the Committee concerned, with the approval of the Board of Directors, shall determine otherwise.

SECTION 3. OTHER COMMITTEES

Other committees of the Association shall include, without limitation, the following:

Attorney-Client Fee Dispute Resolution Program Committee	Judicial Election Oversight Committee
Communications Committee	Judiciary Committee
Continuing Legal Education Committee	Law Office Management Committee
Finance Committee	Lawyer Referral Committee
Governance Committee	Paralegals Committee
(with Bylaws, Nominating and Committees & Sections Subcommittees)	Long-Range Planning Committee
Grievance Committee	Membership Committee
Human Resources Committee	Memorial Committee
	Pro Bono Practice Committee
	Professional Ethics Committee

SECTION 4. ADDITIONAL COMMITTEES

The President, with the approval of a majority of the Board, or the Board by majority vote, may establish, for the purpose of furthering the purposes of the Association:

- 1) Additional committees, including annual committees deemed necessary, for the administration of the programs, functions and operations of the Association;
- 2) Sections for the study, exchange and dissemination of information concerning substantive areas of law and professional practice; and
- 3) Ad hoc committees for specified and limited tasks.

SECTION 5. RULES OF THE COMMITTEES

Each Committee and Section of the Association shall have a Chair or Co-Chairs, who shall exercise the responsibilities set forth below. Each Committee and Section of the Association (other than the Executive Committee) which has a Chair shall also have a Vice-Chair, who shall assume the responsibilities of the Chair in the event of the Chair's absence or other inability to act. The Chair or Co-Chairs shall be responsible for supervising the management of the activities of the Committee or Section, subject to consultation with its members. The Chair or Co-Chairs shall preside at all meetings of the Committee or Section. Additionally, the Chair or Co-Chairs shall perform such other duties as the Board may prescribe.

The President shall nominate the Chairs and Vice-Chairs or Co-Chairs of the Committees and Sections and shall submit their names to the Board for approval. Membership in Sections shall be open to any member of the Association.

The powers and duties of each Committee and Section shall be those given to it by the Board except for those Committees and Sections whose powers and duties are defined in these Bylaws. Each Committee and Section may establish its own rules of procedure except where those rules of procedure are established in these Bylaws. A majority of the members of a Committee or Section shall constitute a quorum unless the Board or these Bylaws require otherwise. If directed by the Board or by the President, each Committee and Section shall submit an annual written report of its activities to the Board, and shall submit more frequent reports if directed to do so by the Board or by the President. However, no publication of Committee or Section actions or reports shall be made except with the prior approval of the Board. No Committee or Section shall contract any debt or obligation on behalf of or in the name of the Association, its members, officers or Board, without the express prior consent and approval of the Board. No action taken by any Committee or Section shall be deemed to be the action of the Association or of the Board or shall be binding upon the Association or upon the members, officers or the Board unless such action shall have been authorized or ratified by the Board or by the Association.

SECTION 6. COMMITTEE LIST

A current list of all Committees and Sections, and their respective Chairs, Vice-Chairs (or Co-Chairs) and members, shall be maintained by the Secretary.

SECTION 7. COMMITTEE MEETINGS

Meetings of all Committees shall be held at such time, date and place as shall be fixed by the President or the Chair of the Committee, or by vote of a majority of the Committee. Notice of Committee meetings shall be given and shall state the purposes, time, date and place of the meeting. If notice is given orally, in person, by telephone, by fax or by e-mail, it shall be given not less than one day before the meeting; if notice is given by mail, it shall be given not less than three days before the meeting.

SECTION 8. POWERS, DUTIES, AND RULES OF CERTAIN COMMITTEES

A. Judiciary Committee. The Rules For The Recommendation Of Judicial Candidates By The Onondaga County Bar Association approved and adopted by the Board of Directors on December 7, 1995 are hereby incorporated by reference and are made part of these Bylaws.

B. Grievance Committee. It shall investigate complaints concerning violations of the Code of Professional Responsibility by lawyers practicing in Onondaga County, New York, as authorized by Section 1022.19(e) of the Fourth Department, Appellate Division Rules. All members of the Grievance Committee shall be approved annually by a majority vote of the Board.

C. Nominating Subcommittee. See Article VIII, Section 1.

D. Membership Committee. It shall be responsible for applications for membership in the Association. The Executive Director of the Association shall be an ex officio member of this Committee. It may recommend suspension or expulsion of any member for sufficient cause shown.

E. Continuing Legal Education Committee. It shall be responsible for the planning, coordination and presentation of all Continuing Legal Education programs sponsored in whole or part by the Association. It shall present programs which comply with the requirements of the Mandatory Continuing Legal Education Board (or any successor board or authority) for the earning of MCLE credits by persons attending such programs (although the Committee may from time to time present Continuing Legal Education programs for which MCLE credits are not earned). It shall keep informed of matters and issues relating to continuing legal education, and report and make recommendations to the Board of Directors of the Association concerning such matters and issues.

F. Professional Ethics Committee. It shall respond to inquiries by the Board or the membership concerning interpretations of the Code of Professional Responsibility and establish guidelines for the membership concerning professional advertising. The Professional Ethics Committee shall also coordinate its activities with the Grievance Committee and with the Fifth Judicial District Grievance Committee.

G. Communications Committee. It shall be responsible for the dissemination of information concerning activities of the Association to the membership and to the public. It shall be responsible for the coordination of the operations of the Association's publications, including the Bar Reporter, the Association's World Wide Web site, and other communications channels.

H. Memorial Committee. It shall maintain a roll of deceased members of the Association, prepare appropriate memorial resolutions, and represent the Association at the funeral of any of its members.

I. Pro Bono Practice Committee. It shall recommend policies and plan activities which promote "pro bono" or volunteer law practice in Onondaga County as a necessary supplement to other providers of legal services in the community.

It shall also provide assistance to the Association staff regarding the following activities: volunteer program planning; volunteer recruitment; peer recognition; volunteer training; coordinating and communicating with other providers of legal services and with other interested community service policy makers; resource development; reports and recommendations to the Board of Directors regarding said activities and proposals requiring Board approval.

J. Attorney-Client Fee Dispute Resolution Program Committee. It shall oversee and assist in the administration of the Onondaga County Bar Association's sponsored fee dispute resolution program ("Local Program") in accordance with the Local Program's rules and procedures as approved under Part 137, Title 22, Official Compilation of Codes, Rules and Regulations of the State of New York.

K. Finance Committee. There shall be a Finance Committee consisting of the Treasurer, who shall serve as Chair of the Finance Committee, the Secretary, the individual who served immediately previously as the Treasurer and any other Directors as the President may choose to appoint. This Committee shall assist the Treasurer in discharging responsibility for management of the Association's assets and in receiving and reviewing reports of investment and income and disbursements of operating funds. It shall also receive from the Association's staff an annual budget proposal. The Finance Committee shall review and recommend an annual budget to the Board of Directors for its approval no later than the last full Board meeting in November prior to the beginning of the fiscal period to which the budget applies. The Finance Committee

shall serve in an advisory capacity to the President, the Treasurer, and the Board of Directors regarding financial matters and policies and shall make recommendations on the same from time to time. The Chair of the Human Resources Committee shall serve as a member of the Finance Committee.

L. Governance Committee. There shall be a Governance Committee consisting of (i) Bylaws, (ii) Nominating and (iii) Committees & Sections Subcommittees. Among its duties, the Governance Committee shall be in charge of reviewing and proposing revisions to these Bylaws, nominating proposed directors and officers, Board orientation and assuring each Committee and Section is active and has an appropriate charge. The reports of each Committee and Section shall be provided to the Governance Committee by May 15 of each year. The Immediate Past President shall serve as the Chair of Governance Committee.

M. Committee Chairs. The Finance Committee shall be chaired by the Treasurer; the Governance Committee shall be chaired by the Immediate Past President; and, the Long-Range Planning Committee shall be chaired by the President-Elect.

ARTICLE X

ASSIGNED COUNSEL PROGRAM

The Directors shall be the voting members of the Onondaga County Bar Association Assigned Counsel Program, Inc. and shall perform such duties as are required by law and that corporation's Bylaws.

ARTICLE XI
AMENDMENTS

SECTION 1. AMENDMENTS BY THE BOARD

Unless otherwise provided in these Bylaws, the Bylaws may be amended by the Board at any regular or special meeting of the Board by the affirmative vote of a majority of the full Board.

SECTION 2. AMENDMENTS BY THE MEMBERS

These Bylaws may be amended by the affirmative vote of a majority of the members entitled to vote at the annual meeting, provided that the proposed amendment is contained in the notice of the meeting.

ARTICLE XII
INDEMNIFICATION

SECTION 1. SCOPE

To the fullest extent permitted by law, the Directors and officers of the Association, members of the Committees and Sections of the Association, and employees of the Association, when acting as such, shall be defended, indemnified and held harmless by the Association against all cost, damage and expense actually and personally incurred by or imposed upon them in connection with the defense of any action, suit or proceeding, or any other matter having to do with their acts or conduct in such capacity.

SECTION 2. INSURANCE

The Board of Directors may cause the Association to purchase and maintain insurance on behalf of the Association and on behalf of any person who is or was a Director, officer, member of a committee or section, or an employee of the Association against any liability asserted against the Association or such person and incurred in any such capacity or arising out of such status, whether or not the Association would have the power to indemnify such person.

ARTICLE XIII

EFFECTIVE DATE

These Bylaws shall be effective as of January 1, 2003.

Approved October 17, 2002
OCBA Board of Directors

Amended May 19, 2005
OCBA Board of Directors

Amended December 1, 2005
OCBA Board of Directors

Amended September 15, 2015
OCBA Board of Directors