

BYLAWS OF
ONONDAGA COUNTY BAR ASSOCIATION

As Amended Through March 19, 2021

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 additional 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 may become 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 or a professional legal secretary or administrative assistant who is employed with and sponsored for membership by an attorney member of the Association, (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, (iv) a full or part-time law school student, (v) a law school graduate 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. 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 4. 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 the extent permitted by New York Not-for-Profit Corporation Law, as amended (the “N-PCL”) 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, sustaining 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, 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 County of Onondaga, State of 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 County of Onondaga, State of 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 or of any six (6) members of the Board of Directors. Such request may be given by mail or electronically.

SECTION 3. NOTICE

Written notice of the annual and any special meeting stating the date, time and place of the meeting shall be given 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. Written notice of annual and special meetings may be given personally, by mail or electronically to the address of such member on record with the Association.

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, 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 N-PCL. Such proxy may be given by mail or electronically, a copy of which may be used in lieu of the original writing or transmission.

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 May 31st of the following year. The President-Elect shall automatically succeed to the office of President upon the expiration of the President's term of office.

SECTION 2. QUALIFICATION AND TERM OF OFFICE

Only regular members in good standing may be nominated and elected as officers of the Association. No employee of the Association shall serve as President or hold any other office with similar responsibilities. 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 (by mail or electronically) 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 Entire Board (as defined herein). 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 Committee; 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.

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. Oversee 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. For purposes of determining the Entire Board, it shall be the total number of directors entitled to vote which the Association would have if there were no vacancies.
- 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. 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.
- D. 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.

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 N-PCL.

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 (by mail or electronically) 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. If not given personally or by telephone, notice may be given by mail or electronically.

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. Such waiver of notice may be given by mail or electronically.

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. Directors who are present at a meeting but not present at the time of a vote, due to a conflict of interest or Related Party Transaction (as such term is defined in the Association's Conflict of Interest Policy) shall be determined to be present at the time of the vote.

SECTION 9. ACTION REQUIRING MAJORITY VOTE

A vote of a majority of the Entire Board shall be required for the following actions: (i) to change the number of Directors; (ii) to create a Committee of the Board; (iii) to purchase, sale, mortgage or lease real property; (iv) to amend these By-Laws; (v) recommend the dissolution of the Association; or (vi) purchase, sell, lease, exchange or otherwise dispose involving all or substantially all of the assets of the Association. Such recommendations shall be approved by a vote of the members of the Association at an annual or special meeting called for that purpose, in accordance with the N- PCL.

SECTION 10. 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, current edition.

SECTION 11. RESIGNATION

A Director may resign, with or without a stated reason, at any time by giving written notice (by mail or electronically) 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 12. 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 13. EMPLOYMENT; COMPENSATION

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

The Board shall have the authority to fix the compensation of employees. No person who may benefit from such compensation may be present at or otherwise participate in any Board or committee deliberation or vote concerning such person's compensation; provided that nothing in this Section 13 shall prohibit the Board or authorized committee from requesting that a person who may benefit from such compensation present information as background or answer questions at a committee or Board meeting prior to the commencement of deliberations or voting relating thereto.

SECTION 14. 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 15. CONSENT WITHOUT MEETING

Whenever by statute, the Certificate of Incorporation or these 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. Such consent may be given by mail or electronically.

SECTION 16. PARTICIPATION WITHOUT PHYSICAL PRESENCE

Any one or more members of the Board or any Committee of the Board or Committee of the Association may participate in a meeting of such Board or Committee by means of a conference telephone, electronic video screen communication 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 COMMITTEE

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 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 Committee 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 Committee. 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 Committee shall call a meeting of the Committee to be held on or before August 15 of each year, and such other meetings as necessary. The Committee shall prepare and present to the Executive Committee, on or before January 15 of each year, the Committee's recommended candidates for the offices of President-Elect, Vice-President, Treasurer and Secretary and for Directors. The Executive Committee shall then prepare and present to the Board, on or before February 15 of each year, the Executive 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 Executive 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 Executive 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. Notice may be given by mail or electronically. 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, eligible honorary and sustaining 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 Committee of the Board 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 N-PCL 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 Committee of the Board and Committee of the Association shall have a Chair and a Vice-Chair or Co-Chairs. Each 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

Committees of the Board and Committees of the Association (as indicated below) shall include, without limitation, the following:

Committees of the Board	Committees of the Association
By-Laws Executive Finance	Attorney-Client Fee Dispute Annual Dinner Awards and Recognition Bench and Bar Community Engagement Continuing Legal Education Diversity and Inclusion Grievance Judiciary Screening Bar Foundation Law Day, supported by OCBA Lawyer Referral Service Lawyers in the Classroom / Mock Trial Membership Memorial Ceremony Nominating Paralegals Past Presidents Professional Development and Ethics Bar Foundation 50 Year Luncheon, supported by OCBA

SECTION 4. ADDITIONAL COMMITTEES

The President, with the approval of a majority of the Board, or the Board by majority vote, may establish additional Committees of the Board and Committees of the Association for the purpose of furthering the purposes of the Association. Such additional committees may include, but are not limited to, annual committees deemed necessary for the administration of the programs, functions and operations of the Association, and for specified and limited tasks.

SECTION 5. RULES OF THE COMMITTEES

There shall be Committees of the Board and Committees of the Association.

Committees of the Board shall be comprised of members of the Board and shall have no less than three (3) members. Committees of the Association may be comprised of persons who are members of the Board as well as members of the Association and of the community with related experience, but in no event shall a Committee of the Association have the authority to bind the Board. No Committee of the Board nor Committee of the Association shall have the authority to do any of the following acts: (1) submit to the members of any action requiring members' approval under the N-PCL; (2) fill vacancies in the Board of Directors [or in any Committee?]; (3) fix the compensation of the directors for serving on the board or on any committee, if any; (4) amend or repeal of the Bylaws or adopt new Bylaws; (5) amend or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Each Committee of the Association shall have a Chair or Co-Chairs, who shall exercise the responsibilities set forth below. Each Committee (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, subject to consultation with its members. The Chair or Co-Chairs shall preside at all meetings of the Committee. 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 shall submit their names to the Board for approval. Membership shall be open to any member of the Association.

The powers and duties of each Committee of the Board and Committee of the Association shall be those given to it by the Board except for those Committees whose powers and duties are defined in these Bylaws. Each Committee may establish its own rules of procedure except where those rules of procedure are established in these Bylaws. If directed by the Board or by the President, each Committee 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 actions or reports shall be made except with the prior approval of the Board.

No Committee of the Board 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 of the Board 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 and that such committee is a Committee of the Board.

SECTION 6. COMMITTEE LIST

A current list of all (i) Committees, and their respective Chairs, Vice-Chairs (or Co-Chairs) and members and (ii) Sections, 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 Screening Committee. The Rules For The Recommendation Of Judicial Candidates By The Onondaga County Bar Association (the “Rules”) approved and adopted by the Board of Directors on March 19, 2021 are hereby incorporated by reference and are made part of these Bylaws. The Rules are attached hereto as Appendix “A” and made a part hereof by reference. Any vote other than adoption of the recommendation of a compliant process of the Judiciary Screening Committee requires a two-thirds vote of the Board members present at the meeting where such recommendation is considered.

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 Entire Board.

C. Nominating Committee. 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 Development & Ethics Committee. It shall respond to professional ethics inquiries by the Board or the membership concerning interpretations of the Code of Professional Responsibility. The Committee shall also coordinate its activities with the Grievance Committee and with the Fifth Judicial District Grievance Committee. The Committee shall also convene a panel of attorneys willing to provide guidance and mentoring services to attorneys who request such services and who are deemed appropriate therefore by the Committee.

G. Community Engagement 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.

H. 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.

I. 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.

J. Bylaws Committee. There shall be a Bylaws Committee, which shall be in charge of reviewing and proposing revisions to these Bylaws. The report of the Bylaws Committee, if any, shall be provided to the Executive Committee by January 15 of each year.

The Immediate Past President shall serve as the Chair of Bylaws Committee. If the Immediate Past President is unable to serve in such capacity, the Board shall name the Chair.

K. Diversity and Inclusion Committee. The Diversity and Inclusion Committee shall advocate and foster a legal community by which (i) the same opportunities for growth, development and advancement are open to all; (ii) members of the community are equally valued for their individual unique talents, skills, and contributions to the community; (iii) individual differences are celebrated and embraced; (iv) diverse discourse is valued and encouraged; and (v) equal and full participation in legal services and administration of justice.

L. Awards and Recognition Committee. The Awards and Recognition Committee shall solicit the community for nominations for awards as directed by the Board, which may include an award for Distinguished Lawyer and/or the Ruger Award. The criteria and deadlines for any awards shall be recommended to the Board for its approval, and thereafter made available through any medium on which the solicitation is posted.

SECTION 9. SECTIONS

The President, with the approval of a majority of the Board, or the Board by majority vote, may establish sections of the Association (“Sections”) for the purpose of furthering the purposes of the Association. Sections shall be based study, exchange and dissemination of information concerning substantive areas of law and professional practice. Such Sections include, but are not limited to, the following:

Animals and the Law
Corporate Counsel
Criminal Law
Environmental Law
Estates & Surrogates
Family Law
Federal Courts
Health Law

Law School
Legal Administrators
Municipal Law
Real Property
Senior Lawyers
Young Lawyers
Trial Lawyers

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 Entire Board.

SECTION 2. AMENDMENTS BY THE MEMBERS

These Bylaws may also 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 of the Board and Committees 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 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 17, 2015 OCBA Board of Directors

Amended April 21, 2016 OCBA Board of Directors

**Amended March 19, 2021
OCBA Board of Directors**

APPENDIX “A”

JUDICIARY COMMITTEE RULES

RULES FOR THE RECOMMENDATION OF JUDICIAL CANDIDATES BY THE
ONONDAGA COUNTY BAR

ARTICLE I
Judiciary Committee Meetings

Section 1. Organization Meeting. The Judiciary Committee (“the Committee”) shall meet annually within a reasonable time after the Committee has been elected by the Board of Directors of the Onondaga County Bar Association (the “Board”) for the purpose of appointing officers other than the Chairperson, hereinafter referred to as the “Chair”, and for other organizational purposes.

Section 2. Membership Requirements. The Committee shall consist of sixteen (16) members of the Onondaga County Bar Association who shall serve a four (4) year term and shall serve until their successors are elected and qualified. A Committee member shall not be eligible for re-appointment for one year following the expiration of his/her term. A proposed Committee member must have been admitted to practice a minimum of five (5) years and be approved by the majority vote of the Board. In so far as possible, the membership committee shall consist of attorneys who practice 50% or more in litigation, specifically in the areas of family, criminal, civil (Supreme) or other court. To the extent possible, the membership should be representative of at least four attorneys in each of the following areas: family, criminal, civil (Supreme) with the remaining members representative of litigators who practice before any court. Any member who shall be absent from two consecutive meetings of the Committee without being excused therefrom by the Chair shall be removed from the Committee, and a replacement for such member shall be chosen by the Board. No candidate for judicial office shall be a member of the Judiciary Committee during the period of that member’s candidacy. The replacement for such member shall be chosen by the Board.

Section 3. Special Meetings. Special meetings shall be called by the Chair at his or her direction or upon the request of the Board, or upon the written request, stating the purpose of the meeting, of at least five (5) members of the Committee.

Section 4. Place of Meeting. Meetings shall be held within Onondaga County, or via video conferencing, at a place, date and hour fixed by the Chair.

Section 5. Notice of Meeting. Written notice, including electronic communications, stating the place, date, hour and purpose of the meeting is preferred, but meetings may be called upon oral notice if in the Chair’s opinion the circumstances require. Notice shall be by such method or means as are reasonably likely to effect delivery to the member.

Section 6. Quorum. Ten (10) members present shall constitute a quorum of the Committee for balloting on the qualifications of candidates for judicial office. For all other business, eight (8) members present shall constitute a quorum.

Section 7. Voting. Except as otherwise specifically provided in Sections 18 and 19 of these rules, all matters shall be determined by a majority of the votes cast, and all voting shall be by secret ballot. The votes shall be tallied, and the results announced immediately after the vote.

ARTICLE II

Judiciary Committee Officers

Section 8. Officers. The officers shall be the Chair, vice-chair, and secretary. The Chair shall be appointed by the President of the Association with the approval of the Board; the other officers shall be appointed by the Chair, subject to the approval of the Committee.

Section 9. Chair. The Chair shall preside at all meetings of the Committee, shall appoint a vice chair and secretary as well as members of subcommittees. The Chair shall be a member ex officio of each subcommittee.

Section 10. Vice-Chair. The vice-chair shall perform the functions of the Chair in the Chair's absence, disability, or refusal to act, and other duties as designated by the Chair.

Section 11. Secretary. The secretary shall record the proceedings of the Committee, and other duties as designated by the Chair.

Section 12. Subcommittees. The Chair of the Committee shall designate the members and the chair of all subcommittees. Subcommittees shall have such duties as the Chair of the Committee shall prescribe.

ARTICLE III

Recommendations for Judicial Office

Section 13. Definition and Principles. The word candidate shall mean a person who seeks appointment, certification, recertification, election, re-election or nomination for judicial office. The best interests of the state, community and the bar require an able judiciary. The Committee shall endeavor to elevate the quality of the judiciary, among other ways, by recommending for judicial office only those individuals who have demonstrated excellent qualifications, by encouraging political parties to endorse for election and re-election well qualified lawyers and judges, and by discouraging the candidacy of persons not qualified.

The Committee will attempt to evaluate all candidates for the following judicial positions; Court of Appeals Judge, Appellate Division Justice-Fourth Department; New York State Supreme Court Justice-Fifth Judicial District; United States District Court Judge-Northern District of New York; Onondaga County Judge; Onondaga County Surrogate; Onondaga County Family Court Judge; Hearing Examiner-Onondaga County Family Court; Syracuse City Court Judge; and candidates for other judicial positions within the Fifth Judicial District. The Committee shall not evaluate candidates for Town and Village Justice Court. The Committee shall endeavor to evaluate a candidate at the candidate's request to the extent possible.

The failure of a lawyer to obtain the Committee's recommendation as qualified should not reflect upon the lawyer in the practice of the profession. The qualities requisite for able advocacy and for excellence in judicial performance do not fully coincide. The vigor and partisanship of the lawyer in superior performance as an advocate in the best interest of a client may disclose qualities

or temperament not ideal for the judiciary. A lawyer's area of practice in which he or she has capably performed may be so circumscribed as to preclude a judgment of his or her qualifications for judicial office. Finally, the Committee recognizes that most lawyers practicing in this community have the capacity to fulfill judicial office at least adequately. The Committee's goal is judicial excellence.

Section 14. Members' Conduct. In acting upon the qualifications of each candidate, the Committee members shall be mindful of the principles of the Committee and shall act with the qualities of temperament, judgment and fairness which the Committee seeks in the judiciary. Political affiliation shall not be a consideration.

Section 15. Confidentiality. To fulfill the purposes of the Committee in accordance with its principles, full and frank discussion is mandated. The discussions and proceedings of the Committee concerning candidates shall be held in strictest confidence by each member, and no less than that shown a client in an attorney-client relationship. Any member of the Committee charged with a breach of this requirement of confidentiality may be suspended by the Chair pending an investigation, hearing and recommendation by a subcommittee of three members of the Committee appointed by the Chair. After the subcommittee members have made their recommendation to the Board, final action shall be taken by the Board which may in its discretion remove such Committee member, choose a replacement for such member, and/or refer the matter to the Onondaga County Bar Association Grievance Committee.

Section 16. Submission Procedure.

a. Candidates. Each proposed candidate shall be submitted for prompt consideration by the Committee and prompt final determination by the Board.

b. Waivers. Each candidate shall be asked to submit a written waiver of confidentiality authorizing the release of records, of any material relating to the investigation and determination of complaints against the candidate handled by the Fifth Judicial District and/or the Commission of the Judicial Conduct, other than records and proceeding where the complaints were dismissed as unproven or unmeritorious and a letter of dismissal was issued, for the use of the Judiciary Committee and the Board.

c. Questionnaire. Each candidate shall submit a complete Questionnaire on a form provided for such purpose by the Bar Association and submit an electronic copy. The contents of the Questionnaire shall be confidential unless the candidate agrees that the contents thereof may be made public. All submissions must be received no later than August 31st, prior to the general elections, although later submissions will be evaluated as time permits.

d. Publication of Candidates' Names. The names of candidates under consideration by the Committee shall be published through a Bar Association announcement, the Onondaga County BAR REPORTER, or similar written communications to members. Members of the Bar Association are invited to submit comments on candidates.

Attending a candidate's fundraiser and contributions, whether by the committee member's firm or individually, shall not be grounds for mandatory non-participation.

Section 21. Notification of Committee Recommendation Procedure. Subsequent to the meeting during which a candidate was finally considered by the Committee, the Chair shall notify the candidate of the recommendation of the Committee as either "RECOMMENDED AS HIGHLY QUALIFIED", "RECOMMENDED AS QUALIFIED", or "NOT RECOMMENDED". Each candidate shall be further informed that the recommendation of the Committee must be reviewed by the Board before it is final. Candidates found "NOT RECOMMENDED" by the Committee shall be informed, either in writing or electronically, of their rating and of the right to appeal the recommendation to the Board in the manner set forth below.

Section 22. Review Procedures at the Board

a. Chair Report. The Chair shall promptly report to the President of the Bar Association the Committee's recommendation as to each candidate as "HIGHLY QUALIFIED", "QUALIFIED" or "NOT RECOMMENDED" for review by the Board.

b. Board Meetings and Voting. The President shall call meetings of the Board, either in person or electronically, to review the reports of the Committee following each Committee report. A copy of the Questionnaire submitted by the candidate shall be available for distribution, either written or electronically, to each member of the Board at these meetings.

The Chair may discuss the substance of the Committee's deliberations and recommendations with the Board in Executive Session without disclosure of the source of any individual comments within the Committee. All Board deliberations shall be strictly confidential to the members of the Board, the Chair, and any invited members of the Committee. Committee members who are also Board members may vote on a review or an appeal of the Committee's recommendations at the Board. Voting by the Board shall be by secret, written ballot in the form described in Section 18 above and attached, except if the vote is electronic, then the ballot shall be secret to the extent possible.

c. Notification to Candidate. The President shall notify the candidate of the final determination of the Board immediately in writing or electronically.

d. Rating Reversal by Board. On review, the Board may reverse the recommendation of the Committee, subject however to the requirement that a two-thirds vote of a quorum of the Board shall be required to reverse the recommendation of the Committee. In addition, if the Board initially votes to reverse a recommendation by the Committee that a particular candidate is "QUALIFIED" the President or the Chair shall notify the candidate of this initial vote by the Board and provide the candidate an opportunity to appear and be heard by the Board pursuant to the Appeal Procedure set forth Section 23 below. The Board shall revote after the candidate has had an opportunity to appear and be heard. The Board's final determination that the candidate is either "QUALIFIED" or "NOT RECOMMENDED" shall be the final determination of the Onondaga County Bar Association.

Section 23. Appeal Procedure.

a. A candidate who is "NOT RECOMMENDED" by the Committee shall have the right to appeal to the Board from the Committee's recommendation as follows:

- (1) the written appeal must be in writing and personally served upon the President or Vice President or the Chair within five (5) days of receipt of written or electronic notification of the recommendation of "NOT RECOMMENDED"
- (2) each appeal shall be considered separately by the Board at a Special Meeting held within ten (10) days of receipt of the written notice of appeal. More than one appeal may be heard at the same Board meeting; and
- (3) on an appeal, a candidate and/or a representative may appear before the Board to be heard and discuss the candidate's qualifications and to answer such other inquiries as may be required by the Board.

b. Final Determination by Board. On an appeal, the Board shall either affirm or reverse the recommendation of the Committee, subject however to the requirement that a two-thirds vote of a quorum of the Board shall be required to reverse the recommendation of the Committee. The Board's final determination that the candidate is either "QUALIFIED" or "NOT RECOMMENDED" shall be the final determination of the Onondaga County Bar Association.

c. Notification to Candidate. The President shall notify the candidate of the final determination of the Board immediately in writing or electronically.

d. Candidacy Withdrawal Option. If after an appeal or review, the Board's final determination is that a candidate is "NOT RECOMMENDED", the candidate shall be given an opportunity to have his or her name withdrawn as a candidate for judicial office. If the candidate withdraws his or her name as a candidate for the judicial office by written notice delivered to the President of the Bar Association within 10 days of the Board's notification to the candidate, all deliberations, all determinations, and recommendations shall be considered sealed, strictly confidential, and not disseminated beyond the Board and the Committee, unless the candidacy of that candidate is continued.

Section 24. Notice and Dissemination of Final Determination by Board. The final determination of the Board that the candidate was either "HIGHLY QUALIFIED" or "QUALIFIED" shall be disseminated by the President to the members of the Bar Association, the news media, the public generally, and any other interested persons.

In the event the candidate who was rated "NOT RECOMMENDED" becomes or continues as a candidate for the judicial office, the final determination of the Board that the candidate was "Not Recommended" shall be disseminated by the President to the members of the Bar Association, the news media, the public generally, and any other interested persons.

Section 25. Request for Comments for Judicial Appointments. In the event the Bar Association is asked to solicit comments from its members for any judicial appointments or re-appointments, the Chair shall receive the comments and prepare a report wherein the comments are communicated to the body requesting the information, but the source of the comments remains confidential.

Section 26. Amendments. These rules may be amended from time to time by a two-thirds vote of the Board.

Section 27. Effective Period of Rating. The Board's final determination on appeal or review of a candidate for a specific judicial office shall be limited to that office and shall remain effective for two years from the date of the election unless information subsequently available to the Committee requires a reconsideration before the end of two years.

A candidate who fails to receive a recommendation as "HIGHLY QUALIFIED" or "QUALIFIED" for a specific judicial office shall be eligible for reconsideration upon request.