

BAR ASSOCIATION OF NASSAU COUNTY, N.Y., INC.
BY-LAWS

ARTICLE I

MEMBERSHIP

SECTION ONE. Classes. The membership of the Association shall consist of nine classes: Honorary, Life, Regular, Sustaining, Allied, Associate, Law Student, Paralegal and Legal Administrator.

A. Honorary Memberships. Honorary Members may be elected by the Board of Directors, by two-thirds majority vote of the whole thereof, from among those who have distinguished themselves by extraordinary public service, extraordinary eminence in the law, or extraordinary service to the Association.

B. Life Memberships. The Board of Directors may, from time to time, authorize Life Memberships upon such terms and conditions as the Board of Directors shall determine.

C. Regular Membership. Any attorney duly admitted to practice in the State of New York may become a Regular Member upon written application.

D. Sustaining Membership. Any Life or Regular Member may, upon such terms and conditions as the Board shall determine, become a Sustaining Member.

E. Allied Membership. The Board of Directors from time to time may authorize the availability of Allied Membership, for a duration of one year, for any non-lawyer employed in the Unified Court System in Nassau County. Any person may make written application for such membership, and such application shall include the subscription of a regular member as proposer and two regular members as seconders. Such application may be reviewed and approved by the Board of Directors under such procedures as the Board deems appropriate. No member of the Board of Directors shall act as either proposer or seconder.

F. Associate Membership. Any attorney duly admitted to practice in the State of New York who neither lives nor practices in Nassau County may become an Associate Member upon written application.

G. Law Student Membership. Any person regularly enrolled and in good standing in a law school accredited by the American Bar Association may become a Law Student Member, upon written application. Eligibility for such membership shall terminate upon admission of any Law Student Member to the Bar of any jurisdiction, or upon the expiration of two years following the graduation of such Law School Student Member from law school, whichever first occurs.

H. Paralegal Membership. Any person who is either a graduate of an ABA accredited paralegal program or who is employed or retained by a lawyer, law office, government agency, corporation or other entity to provide paralegal services for which a supervising attorney is responsible may become a Paralegal Member upon written application. The individual's application must include a letter of recommendation, or a completed Association recommendation form, from an attorney in good standing in New York State.

I. Legal Administrator Membership. Any person who is qualified through education, training or work experience, employed or retained by a law office, government agency or other entity, or authorized by administrative, statutory or court authority to perform personnel and human resource work, management of law firm facilities, or law firm financial management, or is responsible for overall non-attorney personnel management may become a Legal Administrator Member upon written application. The individual's application must include a letter of recommendation, or a completed Association recommendation form, from an attorney in good standing in New York State.

SECTION TWO. Membership Rights and Privileges.

A. Life, Regular, and Sustaining Members shall enjoy all the rights and privileges of membership including, without limitation, the right to vote, hold office and serve on committees.

B. Sustaining Members may enjoy such additional privileges as the Board of Directors shall determine.

C. Honorary, Associate, Allied, Law Student, Paralegal and Legal Administrator Members shall enjoy all the rights and privileges of membership, except as otherwise determined by the Board of Directors, but shall in no event have the right to vote or hold office.

SECTION THREE. Application for Membership. Application for membership, regardless of class, shall be in such form and shall follow such procedures as the Board of Directors shall, from time to time, adopt.

SECTION FOUR. Initiation Fees, Dues and Assessments. No person shall become a member of the Association until qualified by payment of such sums as may be required by the Board of Directors from time to time and applicable to such person's class of membership. Dues, assessments, and initiation fees, if any, shall be fixed from time to time by the Board of Directors, except that:

A. No payment of any kind, at any time, may be required of any Honorary Member;

B. A Regular or Sustaining Member 65 years of age or over, who has been a Regular or Sustaining Member in good standing for at least ten consecutive years at the time of application, and who is not engaged in full-time business or professional activity, upon written application and approval by the Executive Committee may be granted remission of one-half of all dues as a Regular Member so long as such person remains not engaged in full-time business or professional activity;

C. Upon written application by any member establishing hardship, the Executive Director may grant remission of all or any part of the present or prior unpaid dues of such member. Such application and its disposition shall be and remain confidential;

D. Assessments may be levied only by a two-thirds vote of the voting members present at the annual meeting, or at any special meeting of the

Association duly called, provided that written notice of the meeting and the nature and purpose of the proposed assessment is given to all members at least ten (10) days in advance of the meeting date.

SECTION FIVE. Fiscal Year. The fiscal year shall commence July 1st and end June 30th of the following year, and annual dues shall be payable on such fiscal year basis.

SECTION SIX. Non-Payment of Dues. Any member in default for 30 days in the payment of annual dues or assessments or other monetary obligation shall receive written notice of such default and that all membership privileges shall be suspended unless the amount due is paid within 30 days of the date of the notice. The Board of Directors may authorize collection procedures for arrears (including posting of names of delinquent members), reinstatement fees or other conditions for reinstatement which it, from time to time, deems appropriate.

SECTION SEVEN. Exemption from Dues. Any member who shall be on active duty with the armed forces of the United States, and who makes written request for such relief, shall be exempt from the payment of dues and assessments for the period of such active duty.

SECTION EIGHT. Suspension, Expulsion and Resignation.

A. Any member of the Association who shall cease to be a member of the New York Bar in good standing by reason of disbarment or suspension shall cease automatically to be a member of the Association for the duration of such disbarment or suspension.

B. Any member of the Association may be censured, suspended or expelled from the Association for misconduct in such person's professional activities, or in such person's relation to the Association, by a two-thirds vote of the Board of Directors after notice of such proposed action has been given to such person, and such person has had an opportunity to appear or make written submission in response to such proposed action.

C. Any member of the Association may withdraw or resign therefrom, by

filing a written resignation with the Secretary. No such withdrawal or resignation shall affect any monetary obligations of such person unpaid at the time of such withdrawal or resignation.

ARTICLE II

BOARD OF DIRECTORS

SECTION ONE. Composition. The Board of Directors shall consist of the President, President-Elect, Vice-President, Treasurer, Secretary, all Past Presidents, the Dean of the Nassau Academy of Law, the Chair of the Young Lawyers Committee, and twenty-four Elected Directors, all of whom shall be Life, Regular, or Sustaining Members of the Association in good standing.

A. No member shall be eligible to be elected or serve as an Elected Director who has not been a Life, Regular, or Sustaining Member of the Association for at least three consecutive years, and an active member of a committee for at least two consecutive years, at the time of such election.

B. Elected Directors shall take office on the first day of June next following their nomination and election, and shall hold office until the expiration of the term to which they have been elected, or until their successors take office, whichever is later.

C. A vacancy in the office of Elected Director occurring for any reason shall be filled by vote of the majority of the Board of Directors present at a duly held meeting of such Board, and the person(s) so elected shall serve until the next annual meeting, at which time the vacancy shall be filled for the balance of the unexpired term, if any.

D. In the event of a vacancy in the office of Elected Director, the Board of Directors shall direct that the Nominating Committee conduct a search of members eligible for election as an Elected Director, and that the Nominating Committee recommend to it from among those members a candidate to fill the vacancy, but no such recommendation shall be deemed to preclude any member of the Board of Directors from nominating a different candidate to fill the vacancy.

SECTION TWO. Classes. The Elected Directors shall be divided into three classes of eight members each. One class shall be elected at each annual meeting so that the term of office of one class of elected Directors shall expire in each year. The members of each class shall hold office for three years, and until their successors have been elected.

SECTION THREE. Limitation of Terms. No person may serve more than one full term, or four consecutive years, as an Elected Director, and any person who has served for such period of time shall not be eligible for re-election to the Board until one year after the expiration of the last such term or year.

SECTION FOUR. Quorum. Fifteen members of the Board of Directors shall constitute a quorum for the transaction of business.

SECTION FIVE. Powers. The Board of Directors shall be vested with all powers necessary to manage the affairs of the Association, subject to these By-Laws, and may adopt and amend such policies as it determines appropriate to the management of the Association.

SECTION SIX. Meetings. The Board of Directors shall meet at the Home of the Association, or at such other place within the State of New York as the Board may designate, at least once each month except during the months of July and August.

A. Regular meetings of the Board of Directors shall take place at the Home of the Association, or at such other place within the State of New York as the Board may designate, at least once each month except during the months of July and August. Unless prohibited by law, a Director may participate in a regular monthly meeting of the Board only while being physically present at the meeting. The above notwithstanding in the event of exigent circumstances as determined by the Executive Committee, unless prohibited by law, a Director may participate in a regular monthly meeting of the Board by electronic, telephonic or other means which affords any such Director, without limitation, the ability to participate and vote, and which affords all persons participating in the meeting to communicate with each other at the same time. For the purposes of this Section Six, the term "Director" shall mean any member of the Board of Directors, including officers and Past President Directors.

The schedule for regular meetings of the Board shall be established by the Board, subject to change by the Executive Committee where circumstances warrant.

B. Special Meetings of the Board of Directors. The President may at any time call a special meeting of the Board, and shall do so at the written request of five Directors, specifying the purpose of such call. Notice of any special meeting shall be given by mail at least three business days in advance of such meeting, or by telephone, facsimile or electronic mail notice during regular business hours to an address or telephone number designated by the respective Board member for that purpose, at least 24 hours in advance of such meeting. No business shall be transacted at any such special meeting unless specified in the written or oral notice of such meeting. Unless otherwise directed by the President, or the Directors requesting a special meeting, or unless prohibited by law, a Director may participate in a special meeting of the Board by electronic, telephonic or other means which affords any such Director, without limitation, the ability to participate and vote, and which affords all persons participating in the meeting to communicate with each other at the same time.

C. No Director shall be entitled to vote at any meeting of the Board of Directors unless the said Director has attended at least five of the ten immediately preceding regular meetings of the Board of Directors. This paragraph shall not apply in the first year of any Director's term of office.

SECTION SEVEN. Executive Committee. The Executive Committee shall consist of the elected Officers and the Immediate Past President. It shall meet upon the call of the President. A full report of any action taken by the Executive Committee shall be made at the next meeting of the Board of Directors held after any meeting of the Executive Committee.

A. The Executive Committee shall have all the powers of the Board of Directors in the management of the business affairs of the Association, except that it shall have no power to approve the expenditure of funds beyond those provided for in the budget of the Association, or to establish policy, or to act contrary to policy established by the Board of Directors.

B. The Executive Committee may make recommendations to the Board of Directors with respect to any matter to be considered or acted upon by the Board.

C. Regular monthly meetings of the Executive Committee shall take place at the Home of the Association, or at such other place within the State of New York as the President may designate and shall be held without need of a specific notice provided that the members of the Executive Committee receive a schedule of such regular monthly meetings from the President or Executive Director at least fifteen (15) business days in advance of a regular monthly meetings. The schedule of regular monthly meetings may be amended by the President from time to time, provided the amended schedule is provided to all members of the Executive Committee at least fifteen (15) days before the next such date being so amended. A member of the Executive Committee may participate in the meeting of the Executive Committee by electronic communications by means of a conference telephone or similar communications equipment or by electronic video screen communication unless the President directs that physical attendance at a meeting of the Executive Committee is required.

D. Special Meetings of the Executive Committee may be convened by the President upon at least three business days' notice by mail, or by telephone, facsimile or electronic mail notice during regular business hours to an address or telephone number designated by the respective Executive Committee member for that purpose, at least 24 hours in advance of such meeting. A member of the Executive Committee may participate in the meeting of the Executive Committee by electronic communications by means of a conference telephone or similar communications equipment or by electronic video screen communication unless the President directs that physical attendance at a meeting of the Executive Committee is required.

E. A majority of the Executive Committee shall constitute a quorum for the transaction of business.

SECTION EIGHT. Financial Oversight Committee. The Board of Directors shall have a Financial Oversight Committee.

A. The charge of the Financial Oversight Committee shall be to review and evaluate the reliability and integrity of the Association's accounting practices, and

conflict-of-interest policies; to review and evaluate the adequacy of the Association's internal financial controls; to review and evaluate the form and content of the Association's interim and year-end financial reports; and to make such recommendations to the Executive Committee and to the Board of Directors as it deems advisable regarding the Association's financial affairs, including but not limited to its investment policies, risk management policies, regulatory compliance, insurance coverage, accounting practices, conflict-of-interest policies, and internal financial controls.

B. The Financial Oversight Committee shall be comprised of two Past Presidents, neither of whom is a member of the Executive Committee, and one Elected Director from each of the three classes of Elected Directors.

C. The President shall appoint all members of the committee with the approval of the Board of Directors. Past President members shall be appointed annually. Each Elected Director member shall be appointed to serve on the committee concurrently with his or her term on the Board of Directors.

D. The Committee shall elect its chair annually.

E. Any vacancy on the Financial Oversight Committee shall be filled in the same manner as the original appointment.

ARTICLE III

OFFICERS AND EXECUTIVE DIRECTOR

SECTION ONE. Number, Term, Vacancies. The Officers of the Association shall be a President, President-elect, Vice-President, Treasurer and Secretary.

A. With the exception of the President, all of the Officers shall be elected at the annual meeting of the Association.

B. The President-elect shall be deemed elected to the office of President at the annual meeting of the Association.

C. If, at the annual meeting, the President-Elect then in office shall have refused or is unable to accept the office of President, then the person elected President-Elect shall be deemed elected President, the person elected Vice-President shall be deemed elected President-Elect, the person elected Treasurer shall be deemed elected Vice-President, and the person elected Secretary shall be deemed elected Treasurer.

D. The term of each office shall commence on the first day of June following election, and shall continue for one year or until a successor is elected or qualified, whichever is later.

E. A vacancy in any office shall be filled by vote of a majority of the Board of Directors, except that a vacancy in the office of President shall be filled by the President-Elect, who shall become President for the balance of the Association year, and shall also serve a full term for the following year, except that a President-Elect who has filled the office of President by reason of a vacancy therein for more than eleven months shall be disqualified from assuming the office of President the following year. Except as otherwise provided in this paragraph, no person shall serve more than one term as President of the Association.

F. In the event of a vacancy in any office other than President or President-Elect, the Board of Directors shall direct that the Nominating Committee conduct a search among members eligible for election to that office, and that the Nominating Committee recommend to it from among those members a candidate to fill the vacancy, but no such recommendation shall be deemed to preclude any member of the Board of Directors from nominating a different candidate to fill the vacancy.

G. No member shall be eligible for election to any office who has not been a Life, Regular, or Sustaining Member of the Association for at least five consecutive years at the time of such election, and an active member of a committee for at least three years during such period.

SECTION TWO. President. The President shall exercise the powers and perform the duties assigned in these By-Laws and shall be the chief executive officer of the Association. Subject to the By-Laws, the President shall generally supervise the management of the Association's affairs, and at the annual meeting shall make a

statement relative to its condition, activities and progress.

A. The President shall be an ex officio member of all committees except the Nominating Committee, the Grievance Committee, the Judiciary Committee, and the Financial Oversight Committee.

B. The President shall appoint and may remove the Chair and Vice-Chair of all committees, except the Financial Oversight Committee.

C. Except where otherwise provided in these By-Laws, the President shall appoint the members of all committees.

SECTION THREE. President-Elect and Vice President. The President-Elect and the Vice-President shall perform such duties as may be assigned to them by the President or the Board of Directors consistent with the provisions of these By-Laws.

A. The President-Elect shall discharge the duties of the President in the absence or disability of the President.

B. The Vice-President shall discharge the duties of the President in the absence or disability of both the President and the President-Elect.

SECTION FOUR. Treasurer. The Treasurer shall keep and maintain a complete roll of the members and a record of the dues, initiation fees and assessments of such members and the payment thereof, and shall promptly send a notice to any members of their indebtedness to the Association. The Treasurer shall collect and disburse all funds of the Association in accordance with the policy of the Board of Directors, and keep regular accounts in books belonging to the Association and which shall be open to the inspection of any member of the Board of Directors. The Treasurer shall have the duties specified in these By-Laws, and such other duties as may be assigned by the President or Board of Directors.

A. At each annual meeting of the Association, the Treasurer shall make a written report of the financial condition of the Association. Such report shall

contain a statement of all financial transactions during the year and of all outstanding obligations and amounts due the Association.

B. At each regular meeting of the Board of Directors, the Treasurer shall make a written report of the financial condition of the Association.

C. The Treasurer shall once each year in accordance with policy established by the Board of Directors cause a summary statement of the financial condition of the Association to be mailed to each member.

D. The Treasurer shall deposit all funds of the Association in the name of the Association in such financial institutions or in such investments as permitted by policy established by the Board of Directors. Funds may be withdrawn only by checks or drafts signed by the Treasurer or other Officer of the Association in accordance with policy established by the Board of Directors, except that in the event any check or draft exceeds \$10,000, the check or draft must be signed by the Treasurer and one other Officer.

E. If required by policy established by the Board of Directors, the Treasurer shall furnish to the Association a bond in an amount approved by the Board of Directors on which a reputable surety company, satisfactory to the President, shall be the surety. The premiums for such bond shall be paid by the Association.

SECTION FIVE. Secretary. The Secretary shall keep and maintain a record of the proceedings of all meetings of the Association, of the Board of Directors, of the Executive Committee, and of all other matters of which a record shall be ordered by the Association. The Secretary shall have the duties prescribed in these By-Laws, and such other duties as may be prescribed by the President or Board of Directors.

A. The Secretary shall be the custodian of all the records of the Association, subject to such disposition thereof as may be made by the Board of Directors. The records of proceedings of the Association and of the Board of Directors, and of their respective committees, shall be available, upon reasonable request, to any member of the Association, provided, however, that the minutes of meetings of the

Executive Committee shall be distributed monthly, only to members of the Board of Directors, and shall not be available to other persons.

B. The Secretary shall be responsible for sending timely notices of all meetings, in accordance with policy established by the Board of Directors.

C. The Secretary shall record, in a separate indexed volume, all policy determinations of the Board of Directors.

SECTION SIX. Executive Director. The Executive Director shall be the active manager of the Association, under the supervision and direction of the President, the Executive Committee, and the Board of Directors. The Executive Director shall assist the President and the Board of Directors in conducting the business of the Association, and shall perform such duties as are assigned by the Board of Directors.

ARTICLE IV

MEETINGS OF THE ASSOCIATION

SECTION ONE. Annual Meeting. The annual meeting of the Association shall be held in May of each year at the Home of the Association, or such other place within the County of Nassau, at a place and time designated by the Board of Directors or, in the absence of such designation, by the President, and notice of such meeting shall be given by mail to all Life, Regular and Sustaining Members at least five days in advance of such meeting.

SECTION TWO. Special Meetings. Special meetings of the Association may be called at any time by the President, or the Board of Directors, and shall be called by the Secretary upon the written request of fifty Life, Regular, or Sustaining Members in good standing, provided such written request shall specify the purpose of such call. Notice of every special meeting shall be given by mail to all Life, Regular and Sustaining Members at least seventy-two hours in advance thereof, or by telephone, facsimile, or electronic mail notice during regular business hours to an address or telephone number designated by the respective Life, Regular or Sustaining Member for that purpose at least 24 hours in advance of such meeting. No business shall be transacted at such meeting unless specified in the written or oral notice of such meeting.

SECTION THREE. Order of Business. At each annual meeting of the Association, the order of business, unless changed by majority vote of the Life, Regular, and Sustaining Members present, shall be as follows:

- A. Reading of minutes
- B. Reports of Officers
- C. Reports of Committees
- D. Communications
- E. Unfinished Business
- F. Elections
- G. New business
- H. Miscellaneous business

SECTION FOUR. Quorum. At any meeting of the Association, the presence of at least one hundred voting members in person or by proxy shall constitute a quorum. The form of proxy shall be determined by the Board of Directors. Any number less than a quorum may adjourn a meeting to a particular time. Notice of the date and time to which any meeting is adjourned shall be given in the same manner as that required for notice of a special meeting.

SECTION FIVE. Rules of Order. All meetings shall be conducted in accordance with the most recently revised edition of Roberts' Rules of Order.

ARTICLE V

NOMINATIONS AND ELECTIONS

SECTION ONE. Nominating Committee. The Nominating Committee shall consist of nine voting members of the Association, divided into three classes of three members each. One class shall be elected at each annual meeting in such manner that the term of office of one class shall expire in each year. Each incoming class of the Committee shall include the Immediate Past President and two members elected at the annual meeting of the Association. The term of office of members of the Nominating Committee shall commence on June 1 next following their election, and shall continue until the expiration of such term or the election and qualification of

their successors. The President may attend meetings of the Nominating Committee, but shall not be entitled to vote.

A. Vacancies existing in any class shall be filled by election at each annual meeting, for the unexpired term of such vacancy or vacancies. Each class shall hold office for three years and until its successor has been elected.

B. Vacancies occurring between annual meetings shall be filled by a majority vote of the Board of Directors for a term ending at the next annual meeting.

C. In the event of a vacancy occurring on the Nominating Committee between annual meetings, the Board of Directors shall direct that remaining members of the Nominating Committee conduct a search of the members eligible for election to the Nominating Committee and that the remaining members of the Nominating Committee recommend to it from among those members a candidate to fill the vacancy, but no such recommendation shall be deemed to preclude any member of the Board of Directors from nominating a different candidate to fill the vacancy.

D. No person who has been elected to the Nominating Committee shall be eligible to be nominated by said Committee during the term of office of the class with which such person has been elected, provided, however, that if any member of the Committee shall resign from the Committee prior to participation in any meetings of the Committee in any Association year, such person shall be eligible for nomination by such Committee after the conclusion of the annual meeting of the Association next following such resignation.

SECTION TWO. Nominating Committee Eligibility. In order to be eligible for election to the Nominating Committee a candidate for such election must have been Life, Regular, or Sustaining Member of the Association for at least five consecutive years at the time of election, and an active member of a committee for at least three years during such period, and must have served as a member of the Board of Directors.

A. No Officer or Elected Director of the Association may serve as a member of the Nominating Committee.

B. No person may serve as a member of the Nominating Committee for more than three consecutive years.

SECTION THREE. Nominating Committee Meetings. The Immediate Past President “once removed” shall serve as Chair of the Nominating Committee.

A. The Immediate Past President shall serve as Vice-Chair of the Committee, and shall serve as Chair in the absence or inability of the Chair.

B. The Committee shall meet at the call of the Chair.

C. The Nominating Committee shall establish the rules for its procedures, provided, however, that no nomination shall be made upon vote of less than a majority of the full membership of the Committee.

D. The Nominating Committee shall make nominations for Officers, and Elected Directors to be elected at the annual meeting. The Committee shall not nominate more than one person for any position to be so elected. The Board of Directors shall make nominations for members of the Nominating Committee to be elected at the annual meeting. The Board shall not nominate more than one person for any position to be so elected.

E. At the request of the Board of Directors, the Nominating Committee shall conduct a search of the membership, and the Committee shall make recommendations to the Board of Directors for the filling of any vacancy in the office of Elected Director, any vacancy among the Association’s Officers, except President and President-Elect, and any vacancy on the Nominating Committee occurring between annual meetings. The Committee shall not recommend more than one person for each vacancy to be filled by the Board of Directors.

SECTION FOUR. Report of Nominations. The Nominating Committee shall submit a written report of its nominations to the Secretary not less than thirty days prior to the date of the annual meeting. The Secretary shall communicate by regular mail or electronic means (to the address supplied by the member) and post on the Association's web site, the notice of such nominations to all Life, Regular and Sustaining Members not less than twenty days before the annual meeting.

SECTION FIVE. Other Nominations. Other nominations for any position for which the Nominating Committee may make nominations may be made by written petition signed by at least fifty Life, Regular, or Sustaining Members in good standing, and filed with the Secretary at least fourteen days prior to the date of the annual meeting. Such petition shall not be valid unless it includes either endorsed thereon or attached thereto the written consent of the proposed nominee to the filing of the petition and to serve the full term of the position for which the proposed nominee is nominated. The Secretary shall mail notice of such other nominations to all Life, Regular, and Sustaining members no less than ten days before the annual meeting.

SECTION SIX. Elections. Election of Officers, Directors and members of the Nominating Committee shall take place at the annual meeting, and shall be conducted by secret ballot under procedures formulated by the Board of Directors. Notwithstanding the foregoing, if only one candidate is nominated for any office or position for which an election is to be held, election may be viva voce or by show of hands.

A. The candidate for each position receiving the highest number of votes from those Life, Regular, and Sustaining Members present at the annual meeting in person or by proxy shall be elected.

B. In the case of positions for which more than one person may be elected for the same term of office and for which more persons are nominated than there are positions to be filled by election, each member present in person or by proxy and eligible to vote may cast a number of votes equal to the number of positions to be elected. The candidates receiving the highest number of votes for such position and equal in number to the positions to be filled by such election shall be elected.

C. At the annual meeting, the presiding officer shall appoint three tellers who shall have charge of the poll for all contested offices.

ARTICLE VI

COMMITTEES

SECTION ONE. Limitation of this Article. This article shall not apply to the Executive Committee, the Financial Oversight Committee, the Grievance Committee, the Judiciary Committee or the Nominating Committee.

SECTION TWO. Establishment of Committees. Except as otherwise provided in these By-Laws, the Board of Directors, from time to time, by resolution, may establish or abolish committees of the Board of Directors and committees of the Corporation. Committees of the Board of Directors shall only include those individuals who serve on the Board of Directors. Committees of the Corporation may include any individual who is a Life, Regular or Sustaining member of the Association. Except as otherwise provided in these By-Laws, the President, from time to time, may establish or abolish advisory committees (including those denominated as "task forces"). In the event the Board of Directors establishes a paralegal committee, a paralegal member may serve on such committee as a member or chair.

A. Each such committee established by the Board of Directors shall continue until such time as the Board of Directors abolishes such committee. Each committee in existence at the time of adoption of these By-Laws shall continue until the Board of Directors abolishes such committee. The function of each committee shall be established in a charge from the Board of Directors.

B. Each such advisory committee established by the President shall continue until it has been discharged by the President or the Board of Directors, or until the completion of the term of office of the President who appointed such committee, whichever first occurs. The function of each advisory committee shall be established in a charge from the President.

SECTION THREE. Members. Except as otherwise provided in these By-Laws, as soon as practical after the annual meeting the President shall appoint the members of all committees. The President may remove any member of a committee.

SECTION FOUR. Committee Rules. Except as otherwise provided in these By-Laws or by policy adopted by the Board of Directors, and except as otherwise provided by rules adopted by a committee and approved by the Board of Directors,

the following rules shall govern the conduct of all committees:

A. The operation and management of each committee shall be the responsibility of the Chair, and the chair of each committee shall be responsible to make arrangements for keeping minutes of attendance and proceedings.

B. No committee membership fees shall be required of any member.

C. Except where otherwise provided in these By-Laws, or by policy of the Board of Directors, membership in every committee shall be open to any member in good standing.

D. Committees shall report to the President and Board of Directors as may be required by the President and/or Board.

E. No person shall serve as Chair of any committee for more than two consecutive years. Notwithstanding the foregoing, on recommendation of the President, the Board of Directors may authorize a person to be reappointed as Chair of a committee for one additional consecutive year, but under no circumstances may any person serve as Chair of any committee for more than three consecutive years.

F. No committee shall contract for or make expenditures in violation of established policy established by the Board of Directors, or in excess of amounts allocated to such committee in its budget.

G. No public communication shall be sent by a committee to members of the Association generally, or to any other person, association, public body or official, without prior approval of the President, the Chair of the Committee on Committees, or the Board of Directors. Each such proposed communication shall be submitted to the President, the Chair of the Committee on Committees or the Board of Directors. Unless the person to whom the communication is submitted determines that the communication must be submitted to the Board of Directors, and so advises the Chair of the committee within five working days after receipt thereof, the committee may forward the communication with the caveat that it expresses the opinion of the Committee only, and not that of the Board of Directors or of the Association.

H. Any conflicts in jurisdiction among committees shall be resolved by the President.

I. No action taken by any committee shall be, or shall be deemed to be, the action of the Association or of the Board of Directors, or shall be binding upon the Association, or members, or Officers, or the Board of Directors, unless and until such action shall have been ratified, approved and confirmed by the Board of Directors, or by the Association.

J. The Board of Directors may establish by policy determination a maximum number of persons who may belong to any committee, or the maximum number of committees which any member may join. In addition to any specific charge which may be given by the Board of Directors to any committee, each committee shall be charged with the duty of considering and reporting to the Association on all matters relating the scope of its subject matter; of examining and studying existing and pending legislation, and initiating and proposing changes; and of promoting or opposing legislation or other governmental action, whenever in the judgment of the Committee, such action is deemed advisable.

ARTICLE VII

GRIEVANCE COMMITTEE

SECTION ONE. The Grievance Committee shall consist of a Chair, a Vice-Chair and such members as may be designated by the Board of Directors, each for a term of one year.

SECTION TWO. It shall be the duty of the Grievance Committee to investigate all complaints concerning the professional conduct of any attorney upon referral from the State of New York Grievance Committee for the Tenth Judicial District ("State Committee"), in accordance with procedures established by such State Committee and the Grievance Committee.

A. If, after review of any matter received by or referred to the Grievance Committee, the Chair shall deem such matter of sufficient merit, the Chair shall

cause a copy thereof to be served on the attorney who is the subject of the complaint. Said attorney shall reply to the Chair and to the complainant, in writing, within fifteen (15) days from the date of such notification. The Chair shall, upon receipt and review of the attorney's response, re-evaluate the matter. After such re-evaluation, the Chair either shall close the matter with an appropriate recommendation to the State Committee or assign the matter to a member of the Grievance Committee for investigation.

1. Such investigating member shall determine what further information is needed and shall proceed to obtain it. After being satisfied that a full and fair disclosure has been made, the investigating member shall render a written report, in a format required by the Grievance Committee, which shall include a determination whether a grievance lies against said attorney, and a recommendation for disciplinary action, if any.

2. The Chair shall review each report submitted by an investigating member and shall either accept or modify such report as submitted or refer the same for further investigation. After such further investigation shall have been completed and acted upon by the Chair, and where the investigation has not revealed evidence to sustain the allegations in the complaint, the Chair shall send letters to the attorney and to the complainant advising them that the complaint has been dismissed. Where the investigation results in evidence of misconduct on the part of the attorney, the Chair shall refer the matter to the State Committee, with a recommendation as to action, and shall notify the attorney and complainant by letter of such reference to the State Committee.

3. In every matter, following investigation and action by the Chairman, the report of the Grievance Committee, together with all supporting documents, shall be forwarded to the Chief Counsel of the State Committee.

B. The Grievance Committee is not authorized to conduct any hearings and shall have no authority to discipline or take any action with respect to any attorney except as provided in these By-Laws.

C. Except as specifically provided in this Article, all proceedings, investigations, reports and activities of the Committee, its Chair and members shall be confidential.

ARTICLE VIII

JUDICIARY COMMITTEE

SECTION ONE. Organization. The Judiciary Committee shall consist of twenty-one members, all of whom shall be Life Members, Regular Members, or Sustaining Members of the Association, and each of whom shall be appointed by the President with the approval of the Board of Directors.

A. Each member of the Judiciary Committee shall have been a member of the Association in good standing for a continuous period of at least five years immediately preceding such appointment, and shall remain such throughout the term of appointment.

B. No more than four members of the Committee may be Past Presidents of the Association, and no more than four members of the Committee may be Elected Directors of the Association. No Officer of the Association, and no judicial or non-judicial employee of a court of record may be a member of the Committee.

C. In making appointments to the Committee, the President shall appoint only persons who have performed outstanding service to the public and to the Bar, and who are recognized as persons of leadership and integrity. In making such appointments, the President shall endeavor that the Committee membership as a whole reflect a broad range of political participation and professional experience.

D. 1. Each member of the Committee shall be appointed for a term of two years, commencing June 1 in the year of appointment and continuing until such term expires or a successor is appointed, whichever is later. Any vacancy shall be filled by appointment in the same manner as an original appointment, for the balance of the unexpired term. The Committee members shall be appointed in two classes: Class A, consisting of eleven members appointed for terms commencing and ending in odd-numbered years, and Class B, consisting of ten members appointed for terms commencing and ending in even-numbered years.

2. A member (or Chair or Vice Chair) may be removed before the conclusion of such member's term for good cause by a majority vote of the Executive Committee.

E. No person may serve as a member of the Committee for more than three consecutive terms, nor more than seven years in any nine year period, and any person who has served for such number of terms or period of time shall not be eligible for re-appointment to or further service on the Committee until the expiration of two years after the expiration date of the last such term or year of service. Nothing herein shall be construed as requiring the resignation from the Committee of any member who has not completed his or her term on the effective date of this term limitation.

F. With the approval of the Board of Directors, the President shall designate one member of the Committee who is either a Past President or an Elected Director of the Association, and who has had at least two years prior service as a member of the Committee, to serve as Chair, and one member of the Committee who is either a Past President or an Elected Director of the Association, and who has had at least one year of such prior service, as Vice-Chair. The Chair and Vice-Chair shall each serve terms of one year, commencing on June 1 in the year of their appointment and continuing to the expiration of term or until their respective successors are appointed, whichever is later. In the event the Chair is absent or unable to act, the Vice-Chair shall serve as Chair. In the event both the Chair and Vice-Chair are absent or unable to act, the Chair shall designate a member of the Committee to act as Chair.

G. No member of the Committee may be an officer or member of any campaign committee for any candidate for judicial office in New York State. No member of the Committee, either directly or indirectly, may contribute to, support or participate in the campaign of any candidate for judicial office in New York State. If the President or the Chair determines that any member of the Committee has violated the foregoing provisions of this paragraph, the position of that member shall be deemed vacant.

H. A member of the Committee whose qualifications have been submitted to the Committee for review as a candidate for nomination, election, designation or

appointment to judicial office shall vacate his or her position as a member of the Committee.

I. In the event any member of the Committee is absent from three or more meetings of the Committee within any calendar year, without having been excused by the Chair, the President or the Chair shall declare the position of such member vacant.

SECTION TWO. General Procedures.

A. Thirteen members of the Committee shall constitute a quorum. All actions of the Committee shall be taken by a majority of the members present and voting, unless otherwise provided herein.

B. All proceedings of the Committee, and all proceedings of the Board of Directors, with respect to the review of the qualifications of any person or review of a determination of the Committee as to the qualifications of any person, or with respect to any other matter within the jurisdiction of the Committee, shall be confidential, except as otherwise provided in these By-Laws or for the purpose of defending against any lawsuit, administrative or grievance proceeding.

C. All votes by the Committee or the Board of Directors as to qualifications of any person shall be by secret ballot. Neither the Committee nor the Board of Directors may dispense with the requirement for a secret ballot for any reason.

SECTION THREE. Power and Authority.

A. Upon written application to the Committee, the Committee shall review, and make determinations with respect to, the qualifications of any person for nomination, certification, selection or appointment to (1) judicial office in a court of record which customarily holds court sessions in Nassau County, (2) the office of District Attorney of the County of Nassau, and (3) a position as an arbitrator, hearing officer, mediator or adjudicator of evidentiary matters in or on behalf of a court of record which customarily holds court sessions in Nassau County or of a panel of the Association. A request for an application may be made by the person

whose qualifications are to be reviewed or by any person charged with the duty of making an appointment or nomination or by any political party.

B. The Committee may also review and make recommendation with respect to, the qualifications of any person for nomination, certification, selection or appointment to judicial or other similar office at the request of such person or a bar association in an adjoining county notwithstanding that the said person, if appointed or elected, would customarily preside at or participate in proceedings held outside Nassau County.

C. In order to assist in fulfilling the functions of the Committee, at appropriate times the Chair of the Committee may notify any person proposed for nomination, appointment or certification to such office that the Committee is available to review the qualifications of such person. The Chair also may notify political parties and others of dates by which applications of persons to be interviewed must be submitted to the Committee for timely consideration.

D. In addition, the Committee may consider and investigate any complaint which may be laid before it, or which it may initiate, of wrongful or inappropriate conduct on the part of any judicial or non-judicial officer of any court of record in Nassau County. If, in the opinion of the Committee, any such complaint is well-founded, the Committee shall so report thereon to the Board of Directors for action, and the Board shall thereupon take such action as in its judgment is appropriate.

SECTION FOUR. Standards and Procedures for Review and Determination of Qualifications.

A The Board of Directors shall adopt, may amend and shall cause to be published rules of procedure governing the process by which the Committee will review the qualifications of persons pursuant to these By-Laws. The Board of Directors shall consider such recommendations as the Committee shall make.

1. Such rules of procedure for consideration of persons for the position of arbitrator, mediator, small claims arbitrator, hearing officer, small claims assessment review hearing officer, or other similar position may (a) amend,

vary or waive the requirement for a questionnaire or a personal appearance by such persons, (b) dispense with the requirement for recording of the interview or deliberations with respect to such persons, and (c) provide for review of the qualifications of such persons by a subcommittee of not less than three members of the Committee provided that the recommendation of such subcommittee thereafter shall be approved by an affirmative vote of a majority of the Committee members present and voting (but in no event fewer than seven votes) at a duly convened meeting thereof.

2. The rules also may permit the Committee to dispense with the requirement for a new questionnaire where the person has been interviewed for the same position within the past twelve months, provided that the Committee receives copies of the most recent prior questionnaire and a current sworn statement from the person with respect to any material changes since the completion of the prior questionnaire.

B. Notwithstanding any other provision in these By-Laws, the Committee shall not have jurisdiction to conduct any review or consideration, or conduct any reconsideration, and the Board of Directors shall not have jurisdiction to hear any appeal, with respect to the qualifications of any person who, prior to or during such review, consideration, reconsideration or appeal has been designated or nominated for election to, or appointed to, the position and term which is the subject of such review and, by reason thereof, cannot decline such nomination, designation or appointment. At such time as such nomination, designation or appointment shall reach the point where it cannot be declined, any person not theretofore found "well qualified" shall be determined to be "not approved at this time" and any further review with respect to such person's qualifications shall terminate.

C. Except where these By-Laws permit the Committee to dispense with a personal interview, each person whose qualifications are being reviewed as provided in this Article shall personally appear before the Committee. The interview of such person and the deliberations of the Committee thereafter shall be recorded and the recording thereof preserved for a period of three years from the final determination.

D. In making its determination on any person's qualifications, the Committee shall consider whether or not (1) the person has established a reputation for good character and temperament, (2) the person has a sufficient degree of professional experience, scholarship and ability to perform the duties of the office for which the person is being considered, (3) whether the conduct of such person has been above reproach, (4) whether such person is known as a conscientious, studious, thorough, courteous, patient, punctual, just and unbiased person who can be counted upon to be fearless and truthful when subject to public and/or political pressure, (5) whether such person is of good moral character and (6) whether such person is emotionally, cognitively and physically able, with any reasonable accommodations, to fulfill the duties of the office for which the person is being considered.

E. After considering the foregoing matters, the Committee shall conclude, by concurring vote of the majority of the members present and voting, whether such person would be likely to perform with distinction the duties of the office for which the person is being considered. In the event of an affirmative conclusion, the Committee shall issue a determination that the candidate is "Well Qualified" for the office or position such person seeks; in the event of a negative conclusion, the Committee shall issue a determination that the candidate is "Not Approved At This Time" for such office or position.

F. Notwithstanding any other provision of these By-Laws with respect to quorum or voting requirements on the Committee, no person may be found "Well Qualified" by the Committee unless such finding is made by the affirmative votes of at least seven members of the Committee or of a majority of those present and voting, whichever is greater.

G. As soon as practicable following such determination, the Chair shall report the determination to the President of the Association, to the person under consideration, and (if applicable) to the political party or other person responsible for the submission of the name of the person under consideration. In the event the Committee's determination is that a person under consideration is "not approved at this time", the Chair also shall advise such person of the right to reconsideration as provided hereinafter.

SECTION FIVE. Reconsideration by the Committee. In the event any person is determined to be "not approved at this time", such person may request reconsideration before the Committee, as provided in this section.

A. A person who is found "Not Approved At This Time" may request reconsideration by the Committee and also may (but is not required to) request a transcript of his/her interview as provided in Paragraph B of this Section, within three business days after receipt of notification from the Chair of such determination. Such request for reconsideration shall be in writing and shall be sent to the Executive Director at the Home of the Association.

B. Upon receipt of a request for reconsideration and a transcript, the Chair shall cause to be prepared a transcript of the interview of such person under consideration and the deliberations of the Committee. The transcript shall be redacted by the Chair to eliminate references to the names of any person other than the person under consideration and all information which is likely to identify any person other than the person under consideration. The cost of the transcript shall be borne by the person under consideration. A copy of such redacted transcript shall be supplied to the person under consideration, unless such person waives the right to the transcript.

C. The Committee shall be convened for such reconsideration within five business days of the receipt of a request for such reconsideration, except where such time is extended by the Chair for good cause or upon request of the person under consideration based on good cause shown in the discretion of the Chair or upon the consent of the person under consideration. No such extension may be granted for a period longer than ten business days from the date of the request for reconsideration.

D. At such reconsideration, relevant witnesses, new materials and new information may be submitted to the Committee. The person under consideration may be present and may be represented by counsel but neither the person under consideration nor counsel may be present during the deliberations and vote.

E. The determination made following reconsideration shall supersede the prior determination being reconsidered.

F. As soon as practicable following the determination after reconsideration, the Chair shall report the result to the President of the Association, to the person under consideration, and (if applicable) to the political party or other person responsible for the submission of the name of the person under consideration.

G. In the event the Committee's determination is that a person under consideration is "not approved at this time", the Chair shall advise such person of the right to review by the Board of Directors as provided hereinafter.

SECTION SIX. Review by Board of Directors

A. A person who has been determined after reconsideration to be "not approved at this time" may make a written request for review by the Board of Directors. Such request shall be made within three business days of receipt of notification of the result of the Committee's determination on reconsideration and shall be sent to the Executive Director at the Home of the Association.

1. Upon receipt of such written request, the Executive Director shall notify the President and Chair of the Committee. The Chair shall cause to be prepared the transcript of each interview of the person under consideration and the deliberations of the Committee. The transcript shall be redacted by the Chair to eliminate the reference of all names other than the name of the person under consideration and all information which is reasonably likely to identify any person other than the person under consideration. The cost of the transcript shall be borne by the person under consideration.

2. A copy of such redacted transcript shall be supplied to the person under consideration, unless such person waives the right to the transcript.

B. Review by the Board of Directors shall be held in Executive Session and completed within ten business days after the delivery of the redacted transcript of the reconsideration interview and deliberation to the person under consideration, except where such time is extended by the President for good cause or an extension is requested by the person under consideration for good cause shown in the discretion of the Chair. No extension may exceed a period of ten business days.

Upon such review, the two redacted transcripts shall be submitted to the Board of Directors, along with the person under consideration's written Questionnaire and a written report of the Chair as to the proceedings before the Committee.

1. Review by the Board of Directors shall be considered an appeal and not a *de novo* hearing or review. No witnesses shall be permitted and no new information, written or oral, shall be considered.

2. The person under consideration may be present and may be represented by counsel at the review before the Board of Directors, but neither the person under consideration nor counsel may be present during the deliberations and vote.

3. All members of the Committee shall be invited to participate in the review before the Board of Directors, and shall have an opportunity to address the Board with respect to the issue under consideration. However, no member of the Committee (including any Committee member who is also a member of the Board of Directors) may be present or participate in the deliberations or vote by the Board of Directors on such review.

4. Any member of the Board of Directors who has participated as a member of, or contributed to, the campaign committee for the candidacy of the person under consideration or any other person who is seeking the same office as the person under consideration shall be ineligible to attend or participate in the review proceedings.

C. After completion of review and deliberations, the Board of Directors shall apply the same standards as are to be applied by the Committee, and make a determination stated in one of the following forms:

1. the person under consideration is well qualified for the office such person seeks, or

2. the person under consideration is not approved at this time for such office.

D. The Board of Directors may make a determination on appeal contrary to that of the Judiciary Committee only by concurring vote of at least two-thirds of the members of the Board of Directors present and voting.

E. Upon a determination by the Board of Directors, the President promptly shall report such determination to the person under consideration, and (if applicable) to the political party or other person submitting the name of such person for review, and to the Chair of the Committee.

F. The determination of the Board of Directors shall be final with respect to the qualifications of the person under consideration for the office or offices for which such person was considered, and there shall be no further review or reconsideration of such determination.

SECTION SEVEN. Withdrawal. Prior to a final determination by the Committee with respect to the qualifications of a person for a particular office or position, or prior to submission of a request for review by the Board of Directors of a determination that such person is "not approved at this time", the request for review of that person's qualifications may be withdrawn by the person who submitted the name of such person, or by the person whose name was submitted.

A. No such withdrawal shall be permitted after submission of a request for review by the Board of Directors.

B. Upon such withdrawal, the Committee's determination with respect to such person's qualifications will be expunged, provided however that if such person thereafter is or continues to be a candidate for nomination, election, selection or appointment to the same office or position in the same year that such determination was made, the determination of the Committee shall be final and may be disclosed by the President or the Chair as provided in this Article.

C. No new or further application for review of qualifications of the person whose name has been so withdrawn shall be submitted by or on behalf of such person for the same office, nor shall any new or further application with respect to the same person for the same office be considered by the Committee, until after the conclusion of the general election next following the date of withdrawal.

SECTION EIGHT. Certification

A. The Committee may adopt a different form of questionnaire, subject to the approval by the Board of Directors, for judicial officers seeking certification or recertification, but shall apply the same standards and procedures as set forth in this Article except as stated herein.

B. Following review of the qualifications of a person for certification or recertification, the Committee shall issue a determination either that the person is qualified for certification/recertification or is not qualified for certification/recertification. This determination shall be in lieu of the determinations of “Well Qualified” and “Not Approved At This Time” otherwise provided for in this Article.

C. The Chair of the Committee shall convey the determination to the President of the Association, the person under review and the Office of Court Administration.

D. The provisions for reconsideration as well as Board of Directors review shall also be applicable herein.

SECTION NINE. Other General Provisions

A. All proceedings and determinations of the Committee and the Board of Directors pursuant to this Article shall be confidential and may not be disclosed to any person except as provided in this Article. Any member of the Committee may discuss such proceedings with the Board of Directors as may be necessary during the course of any review by the Board of Directors and the Chair may disclose such proceedings to the President.

B. After a final determination is made by the Committee or the Board of Directors, as the case may be, the President, or the designee of the President, shall disclose and publicize, including posting at the Home of the Association and press release or otherwise, the final determination of the Association with respect to any person whose qualifications have been reviewed hereunder and who during the

period of time in which such determination is effective is, or becomes, a candidate for election or appointment to the judicial or other office or position for which such review was conducted.

1. In making such disclosure, the President may also disclose such additional information as may be appropriate to inform the public or appointing official of the basis for the final determination.

2. Every reasonable effort shall be made to publicize such determination in sufficient time to inform the public and/or the appointing officer of such determination prior to the election or appointment of a person for such office or position.

C. In performing its functions, the Committee shall conduct such investigation and exercise due diligence, including solicitation of information from members of the Bar as may be appropriate. The Committee shall be entitled to consider any information presented and to afford the information such weight as the Committee deems appropriate.

D. If any person under consideration for judicial or other office described in this section shall fail or refuse to file a questionnaire on the form required by the Committee, or to consent to full disclosure as provided in such application, or to be interviewed as provided herein, the Committee shall find such person "not approved at this time" for the office such person seeks, and such determination shall not be subject to reconsideration by the Committee or review by the Board of Directors.

E. In the case of a candidate referred for review at the request of another bar association, such review shall be conducted in the manner described in this Article, except that the determination with respect to such person shall be reported to the President, such person and the referring bar association.

F. In any case where the Committee has jurisdiction to review the qualifications of a person, but the Committee determines that it would be inappropriate for it to do so, the Committee may request that such review be conducted by an equivalent committee of the county bar association in an adjoining county.

G. Any determination made pursuant to this Article with respect to the qualifications of any person for any position or office shall remain valid and effective until the next succeeding general election, and shall be of no force and effect thereafter. However any determination made for a certification/ recertification shall be effective until December 31st of the year in which made.

H. All notices and advisements under this Article shall be in writing and shall be sent by:

- a. Electronic mail;
- b. Overnight carrier; or
- c. Regular mail

and shall be deemed to have been received the following business day if sent by electronic mail or overnight carrier and on the third business day after mailing if sent by regular mail.

I. Any person under consideration who is entitled to receive a transcript of any proceeding under this Article must pick up said transcript in person at the Home of the Association.

J. All completed questionnaires, together with supporting documentation, filed under this Article shall be retained at the Home of the Association for a period of three years after the conclusion of the review of the person submitting the questionnaire.

ARTICLE IX

SECTIONS

SECTION ONE. Establishment and Purposes. The Board of Directors, in its discretion, by a majority vote, may establish, discontinue and modify Sections of the Association for stated purposes involving the consideration, study, revision and interchange of ideas, or for increasing effectiveness of committees or for other purposes, in respect to any branch or among any branches of the law, or any areas of the professional interest. The Board of Directors may establish procedures, rules and fees in connection with Section operation and membership, and shall provide a

written charge to the Section as to its purpose.

SECTION TWO. Section Rules of Procedure. Each Section may adopt rules of procedure, not inconsistent with these By-Laws and the policy of the Board of Directors, for its organization, regulation of its activities and affairs, and the determination of its aims and purposes and qualification for membership therein, subject to the approval of the Board of Directors.

SECTION THREE. Existing Sections Continued. Existing sections shall be continued until further determination of the Board of Directors.

ARTICLE X

AMENDMENTS

SECTION ONE. These By-Laws may be amended only by a two-thirds vote of the Life Members, Regular Members, and Sustaining Members present in person or by proxy at any meeting of the Association duly called, provided that notice of the proposed amendment has been given by the Secretary in the notice of the meeting at which such amendment will be considered.

SECTION TWO. Upon the consideration of any proposed amendment to the By-Laws, further amendment or amendments thereto may be offered and voted upon at such meeting provided that the said further amendment(s) are germane to the subject matter of the original amendment, and are approved by affirmative vote of at least a majority of the Life, Regular and Sustaining Members present in person and by proxy.

SECTION THREE. Amendments to these By-Laws may be proposed by the Board of Directors, or by written petition for amendment filed with the Secretary and signed by fifty members of the Association in good standing, at least thirty days before the meeting at which the amendment(s) is to be considered.

ARTICLE XI

EFFECTIVE DATE

SECTION ONE. These By-Laws shall be effective immediately upon their adoption, and shall replace and supersede all prior By-Laws.

INCLUDES AMENDMENTS THROUGH MAY, 2023.