

BY-LAWS
TOMPKINS COUNTY BAR ASSOCIATION, INC.

ARTICLE I

NAME

This Association shall be called the Tompkins County Bar Association, Inc.

ARTICLE II

PURPOSES

This Association is established for the purposes of cultivating the science of jurisprudence, promoting reforms in the law, facilitating the administration of justice, and elevating the standards of integrity, honor and courtesy in the legal profession.

ARTICLE III

MEMBERS

SECTION 1. CLASSES OF MEMBERSHIP: There shall be three (3) classes of members: General, Ex-Officio, and Honorary.

SECTION 2. GENERAL MEMBERS: Any member of the legal profession in good standing and admitted to practice in a state or territory of the United States of America, or in the District of Columbia or in a foreign country, who has a residence in or has an office for the practice of law or a law-related profession in Tompkins County, or who has at least minimum contacts with Tompkins County, as determined within the discretion of the Board of Directors, may become a General Member by being inducted into the Association.

SECTION 3. EX-OFFICIO MEMBERS: Individuals retired from the legal profession while in good standing (having been admitted to the practice of law in at least one of the jurisdictions described at Section 2), or individuals otherwise qualified to be a General Member but residing and maintaining his or her office outside Tompkins County, or students enrolled in law school, as determined within the discretion of the Board of Directors, may become an Ex-Officio Member. Ex-Officio Members shall be entitled to receive the Association newsletter as it may be issued from time-to-time in print or electronic form, and to attend the Association meetings at the same cost as charged to a General Member in the discretion of the President, but shall not be eligible to vote or to hold elective office.

SECTION 4. HONORARY MEMBERS: While they hold office, the justices of the Supreme Court of the State of New York sitting within the Sixth Judicial District and their law clerks, judges of courts of record sitting within Tompkins County and their law clerks, and judges or magistrates of the town and village courts within Tompkins County, shall be Honorary Members of the Association. Upon recommendation of the Board of Directors, any other member of the legal profession may be elected an

Honorary Member of the Association. Honorary Members are entitled to all of the privileges of the Association except those of voting and election to office, and they shall be exempt from the payment of dues.

SECTION 5. APPLICATIONS FOR MEMBERSHIP: Applications for membership shall be made in writing on forms furnished by the Association in print or on-line.

SECTION 6.

(a) INDUCTION OF MEMBERS: Induction of those submitted for membership by the Committee on Membership shall occur at an annual or regular meeting of the Association. The prospective member will be encouraged to attend the meeting at which his or her induction may occur and the President shall have the discretion to induct any prospective member not in attendance at any such meeting. The President shall have the discretion to grant provisional membership to those submitted for membership by the Committee on Membership whenever no meeting of the Association is scheduled to occur within thirty (30) days of submission by the Committee on Membership. Such provisional membership will expire if the individual is not inducted at the meeting of the Association next succeeding the grant of provisional membership by the President. Dues shall be paid within 30 days following the grant of provisional membership by the President.

(b) NON-ACCEPTANCE OF MEMBERSHIP: Any person inducted as a General Member who does not, within thirty (30) days after notice of his or her induction, signify his or her acceptance by payment of current dues, may be deemed to have declined membership.

(c) BY-LAWS: Newly inducted General Members who have accepted membership by payment of the current dues shall be deemed to have accepted these By-Laws and further shall be deemed to have consented to receive notices by electronic means as provided by CPLR R. 2103(b)(7) as the same may be amended from time-to-time.

SECTION 7. PROPOSALS FOR MEMBERSHIP: The Board of Directors may make regulations concerning proposals for membership as it may from time to time deem needful, subject to revision and alteration by vote of the General Members of the Association.

ARTICLE IV

DUES, FISCAL YEAR, NOTICES

SECTION 1. DUES: The annual dues of General Members and Ex-Officio Members shall be established by the Board of Directors by September 30 each year for the ensuing year. The annual dues for the fiscal year in which the By-Laws shall be amended with respect to this Article IV, Section 1 shall be established by the Board of Directors within 30 days of such amendment.

SECTION 2. ARREARS OF DUES: Any member in arrears for dues for a period of 60 days after said dues shall have become payable, may be suspended upon a vote of the Board of Directors. Thereafter, following ten (10) days written notice of such arrears, if such member still remains in arrears, the member may, upon vote of the Board of Directors, be dropped from the Association.

SECTION 3. FISCAL YEAR: The fiscal year of the Association shall be from October 1 to September 30 of each year.

SECTION 4. NOTICES: Any notice required or permitted to be given pursuant to these Bylaws shall be deemed to have been given if transmitted in accordance with the provisions of CPLR R. 2103, as the same may be amended from time-to-time.

ARTICLE V

MEETINGS

SECTION 1. ANNUAL. The annual meeting of the Association shall be held in October or November in each year, the date, time and place to be determined by the Board of Directors. At least ten (10) days' written notice of the annual meeting shall be given to each member, together with (i) minutes of the last meeting, (ii) a written report from the President on the business of the Association, and (iii) a written report of the Treasurer.

SECTION 2. ORDER OF BUSINESS: At the annual meeting of the Association the order of business shall be as follows:

- (1) Establishment of the presence of a quorum.
- (2) Approval of the minutes of the last meeting.
- (3) Unfinished business.
- (4) Induction of new members.
- (5) New business.
- (6) Election of Officers and Directors.
- (7) Adjournment.

The above order of business may be changed by a vote of the majority of the members present or by the Board of Directors.

SECTION 3. SPECIAL MEETINGS: Special meetings of the Association may be called by the President, and shall be so called by the President if directed by the Board of Directors, at such time and place as may be designated. Special meetings of the Association also must be called by the President at the written request of not less than seven (7) General Members of the Association. Four days' notice of special meetings shall be given in writing, shall state briefly the object thereof and shall state the time and place of such meeting. If, because of emergency, written notice is not feasible, notice may be given by telephone or other direct means and in such case two (2) days' notice shall suffice.

SECTION 4. QUORUM: At any meeting of the Association, the presence, in person or by proxy, of at least fifteen (15) General Members shall constitute a quorum.

SECTION 5. VOTING: Except where otherwise provided herein, an affirmative vote by a majority of the General Members present personally or by proxy shall carry all motions properly introduced.

SECTION 6. PROXIES: Every person entitled to vote at a meeting of members of the Association or to express consent or dissent without a meeting may by written proxy executed by him or her authorize another person or persons to act for her or him.

ARTICLE VI
BOARD OF DIRECTORS

SECTION 1. DUTIES OF DIRECTORS: The Board of Directors of the Association shall manage the affairs of the Association, subject to the certificate of incorporation of the Association as amended, and these By-Laws as the same may be amended from time-to-time. The Board shall provide a place for meetings of the Association and shall appropriate such sums as it may deem necessary for expenses and disbursements of funds of the Association.

SECTION 2. NUMBER AND TERM OF DIRECTORS: The Board of Directors shall be eight (8) in number and consist of the four (4) officers of the Association and the immediate Past President, plus three (3) additional members. The three additional members shall be elected for a term of three (3) years and will be chosen so that the term of only one of the three directors shall expire each year. Only one (1) such director shall be elected at each annual meeting of the Association. The new Board shall assume its duties on the first day of the month following the annual meeting at which they were elected, and shall hold office until their successors are elected and take office.

SECTION 3. DIRECTORS' MEETINGS: Meetings of the Board of Directors shall be held at the call of the President. The President shall also call a meeting of the Board of Directors at any time, on two days' notice given by electronic means or by telephone, on request in writing of any three (3) members of the Board; five (5) members shall constitute a quorum at all meetings. The Board shall keep a record of its proceedings which shall be available for inspection by any General Member on reasonable notice. It shall be the duty of the Board to present business for the action of the Association.

SECTION 4. REMOVAL FOR NON-ATTENDANCE. Directors are expected to attend all scheduled and special meetings, and actively participate on the Board. An officer or Director may be excused from a meeting for good cause at the President's discretion where a request in writing is received no less than 3 full business days in advance of the meeting. More than two meeting absences each calendar year will be good cause for removal from the Board.

SECTION 5. VACANCIES IN THE BOARD OF DIRECTORS: Vacancies in the Board of Directors occurring between annual meetings shall be filled for the unexpired portion of the term by vote of the remaining Directors.

ARTICLE VII
OFFICERS AND DELEGATES

SECTION 1. OFFICERS: The officers of the Association shall be a President, Vice-President, Secretary, and Treasurer. They shall be elected at the annual meeting of the Association, provided, however, that the officers holding office when these By-Laws are adopted shall continue in office until their successors are elected at the first annual meeting following adoption of these By-Laws and take office pursuant to Section 2 of this Article.

SECTION 2. TERM: All officers shall be elected for a term of one (1) year. The officers shall enter upon their duties on the first day of the month following their election, and shall hold office until their successors are elected and take office.

SECTION 3. ELIGIBILITY: No person shall be eligible for election to the office of President, or Vice-President for two, successive, full terms.

SECTION 4. VACANCIES: Vacancies in any office shall be filled by the Board of Directors for the unexpired portion of the term, except in case of a vacancy occurring in the office of the President, in which event the Vice-President shall act as President during such vacancy.

SECTION 5. DUTIES OF OFFICERS: The duties of the officers of the Association shall be as follows:

(1) *PRESIDENT:* The President shall preside at all meetings of the Association and of the Board of Directors, shall exercise the powers and perform the duties assigned to the President by these By-Laws, and shall be the chief executive officer of the Association.

(2) *VICE-PRESIDENT:* The Vice-President shall perform the duties of the President when necessary because of the absence or disability of the President, shall convene the members of the Nominating Committee and report to the Board of Directors its recommendations, and see to and provide for an appropriate memorial service for deceased members of the Association. Such memorial service shall be convened primarily for the members of the Association, as quickly as feasible after the fact of death is known. A transcript of the proceedings shall be made at the expense of the Association, placed upon the record of the Supreme Court, and a copy thereof furnished to the family of the deceased member.

(3) *SECRETARY:* The Secretary shall

(a) Keep a record of the proceedings of all meetings of the Association and of the Board of Directors, and of all other matters of which a record shall be ordered by the Association.

(b) Notify the officers and all members of committees of their appointment, issue notices of all meetings of the Association and, in case of special meetings shall briefly describe the purpose of the meeting.

(c) Provide the Treasurer with the names of all persons newly inducted to membership, and serve ex-officio as chair of the Membership Committee.

(d) Keep a correct and complete list of members, and certify and maintain the official copy of the By-Laws of the Association.

(e) Conduct the general correspondence of the Association.

(f) Act as custodian of the official records of the Association and see to their transmission to succeeding officers.

(4) *TREASURER:*

(a) The Treasurer shall keep at all time a complete roll of the members, in coordination with the Secretary, and shall notify new members of their induction. The Treasurer shall collect and, under the direction of the Board, disburse all funds of the Association. The Treasurer shall keep regular accounts in the books belonging to the Association, which shall be open to the inspection of any member of the Board or any General Member of the Association. The

Treasurer shall report in writing, at such times as the President may direct, the balance of money and any existing obligations which may affect the same.

(b) At the annual meeting, or by written report posted on the Association's website and circulated with notice of the annual meeting, the Treasurer shall make a full report of the receipts and disbursements of the past year, suitably classified, and of all outstanding obligations of the Association with an estimate of income and expenses of the coming year, together with any suggestions the Treasurer may think proper to make.

SECTION 6. DELEGATES TO THE HOUSE OF REPRESENTATIVES

The Board of Directors shall from time-to-time choose from among the General Members of the Association the number of delegates to the New York State Bar Association House of Delegates to which Tompkins County may be entitled, and alternates for such delegates, to serve for such terms as may be provided by the Constitution of the New York State Bar Association, and, in the event of a vacancy among the delegates, elect a replacement to serve for the unexpired balance of the delegate's term.

ARTICLE VIII

NOMINATIONS AND ELECTIONS

SECTION 1. QUALIFICATIONS: Only General Members in good standing may be nominated and elected an officer or director of this Association.

SECTION 2. NOMINATIONS: Nominations of officers and directors shall be made by a Nominating Committee of not less than three (3) General Members appointed by the Board of Directors. The Nominating Committee shall report to the Board of Directors in writing its selection of one or more candidates for each office and for directors, not less than twelve (12) days prior to the annual meeting. Notwithstanding such report, nominations for officers and directors may be made from the floor at the annual meeting by any General Member in good standing.

SECTION 3. NOTICE: The notice of the annual meeting shall state the names of those placed in nomination for the respective offices and for directors.

SECTION 4. ELECTIONS: Officers and directors shall be elected at the annual meeting. The candidates receiving a majority of the votes for each office and for directors respectively shall be declared elected.

ARTICLE IX

COMMITTEES AND DUTIES

SECTION 1. STANDING COMMITTEES: The Board of Directors shall have the following Standing Committees, the members of which, save the Nominating Committee the members of which are named by the Board, shall be appointed annually by the President:

- (a) Nominating
- (b) Grievance
- (c) Continuing Education
- (d) Membership

SECTION 2. COMPOSITION AND QUORUM: The Standing Committees, save the Nominating Committee, shall have such numbers of members as the President shall designate, except that no committee will consist of less than three (3) persons, and a majority of the members of a Standing Committee shall constitute a quorum thereof.

SECTION 3. TERM AND VACANCIES: All committee members shall continue in office until the annual meeting next after their appointment and until their successors are appointed and take office. The President shall have power to fill vacancies on committees.

SECTION 4. MEMBERSHIP COMMITTEE: The Secretary shall be, ex-officio, the Chairperson of the Membership Committee. It shall have charge of applications for memberships, shall make diligent inquiry as to the qualifications of each candidate, shall report thereon at each meeting of the Association, and submit for consideration the names of candidates found qualified.

SECTION 8. GRIEVANCE COMMITTEE: The Grievance Committee shall be responsible for the referral of formal complaints concerning attorneys to the appropriate offices of the State Court System or other regulatory entity. The Committee shall also follow any directives from any such office or regulatory entity, including the investigation of matters referred to it by such entity and shall act in conjunction with the Board of Directors to prevent professional misconduct on the part of any member of the Association or any other attorney practicing law in Tompkins County. In any and all cases, the Committee will comply with all applicable laws, rules, regulations, and procedures pertaining to grievances regarding the legal profession.

SECTION 12. CONTINUING EDUCATION: The Committee on Continuing Education shall be charged with procuring and exhibiting for the benefit of the members of the Association and its guests presentations and seminars concerning legal problems, techniques of trial and other topics of timely interest.

SECTION 13. SPECIAL COMMITTEES: The President may create special committees and designate the chair and members thereof.

SECTION 14. LIMITATION OF AUTHORITY: The Board of Directors may place such limitation on the issuance of reports and the issuance of public statements by Committees, or members thereof, as may be deemed appropriate within the power conferred upon the Board of Directors by these By-Laws.

ARTICLE X

AMENDMENTS

The Certificate of Incorporation of the Association, or these By-laws, may be amended or repealed by a two-thirds vote of the general members present at a duly constituted meeting of the Association, provided that at least ten days' written notice of the meeting and the proposed changes shall have been given.