

BY-LAWS
Of

THE MID-HUDSON CHAPTER OF THE
NEW YORK WOMEN'S BAR ASSOCIATION

As Amended April 2005

ARTICLE I

Purpose

Section 1

The name of the organization shall be the Mid-Hudson Women's Bar Association. The organization shall be a chapter of the Women's Bar Association of the State of New York.

Section 2

The purposes of the Chapter are (1) to cooperate with the Women's Bar Association of the State of New York and with the various chapters and affiliates of that Association in formulating and acting on the purposes set out in Article I, Section 2 of the Association's Constitution and Certificate of Incorporation; and (2) within its own geographical jurisdiction, to promote justice for all, regardless of sex, in all phases of the study, practice and application of law, to ascertain and advance the social, economic and legal status of women through law, to expand opportunities for women for advancement in the field of law, and to raise the level of competence and integrity in the legal profession.

ARTICLE II

Membership

Section 1 - Active Members

All members in good standing in the Bar of the State of New York who reside or work in the County of Dutchess or County of Ulster or adjoining counties shall be eligible for active membership provided they meet other criteria described in this Article, and if in good standing may vote in all elections and in any committees of which they are members and hold office in the Chapter.

Section 2 - Associate Members

Any person not a member of the Bar of the State of New York but admitted to practice before the Bar of any other state and residing or working in Dutchess or adjoining counties shall be eligible to be an associate member. An associate member shall not have the right to vote, hold office or chair any committee of the Chapter.

Section 3 - Pre-Admission Members

Law students or law graduates not yet admitted to any Bar who reside or work in Dutchess or adjoining counties are eligible for pre-admission membership. A pre-admission member shall not have the right to vote, hold office or chair any committee of the Chapter except a committee for pre-admission members. Membership in the pre-admission group may not be continued for more than three (3) years.

Section 4 - Sustaining Members

Any person eligible for membership in any of the above categories who elects to pay dues in an amount set by the Board of Directors for sustaining membership shall be a sustaining member. Any person may cease to be a sustaining member for any fiscal year and pay dues for that fiscal year in the category for which she is otherwise eligible.

Section 5 - Admission Procedure

All persons desiring membership in the Chapter shall fill out an application, in such form as may be determined by the Board of Directors. The application form shall require the applicant to affirm that applicant is a member in good standing of the Bar to which applicant has been admitted, except in the case of pre-admission members, who shall affirm that they are engaged in the study of law or are awaiting admission to the Bar. All applicants meeting the criteria set forth in this Article shall be admitted to membership upon paying the dues for the then current year in accordance with the provisions of Article III hereinbelow.

ARTICLE III

Dues

Section 1

For purposes of establishing the amount of membership dues, the members shall be divided into classes as follows:

1. Pre-admission members;
2. Associate members;
3. Members admitted for fewer than five years;
4. Admitted for five years or more;
5. Full-time public sector, full-time government and full-time not-for-profit employees.
6. Sustaining members.

Section 2

The Board of Directors shall set dues.

Section 3

Dues shall be due and payable on June 1st of each year, which shall be the first day of the fiscal year. An exception shall be made for the first year of this Chapter's existence. In this first year, the Board of

Directors, by majority vote of all of its members, shall set the due date for payment and the fiscal year. During the first week in September, the Treasurer shall send out dues notices to all members whose dues for the then current fiscal year have not been received. Such dues notice shall state that all membership rights will be relinquished once dues are three (3) months in arrears until such time as payment is made.

Section 4

A member of any chapter of the Women's Bar Association of the State of New York (WBASNY) shall pay the MHWBA member fee charged for any MHWBA event or continuing legal education seminar.

ARTICLE IV

Board of Directors

Section 1

The Board of Directors shall be the governing body of the Chapter and shall consist of the officers of the chapter and two (2) elected members. Any member who is an officer of the WBASNY and the Chapter delegate to the WBASNY shall also be members of the Board of Directors.

Section 2

Except as herein specified, the two (2) elected members of the Board shall be elected to one year terms, and each director shall serve until a successor has been elected and qualified. Elections shall be held in the month of April and the term of office shall commence on the June 1st following said election.

Every Chapter member in good standing shall be entitled to vote at any election for Board members provided that said member has paid dues to the Chapter by March 15th.

Section 3

A. If any vacancy shall occur in an elective directorship before the expiration of the term of office, the Board of Directors, by a majority of those present and voting, shall elect a successor who shall hold office for the duration of the unexpired term.

B. A vacancy in any elective directorship occurs by reason of death, disability, resignation, termination of membership, chronic absence (which occurs when a director misses three consecutive meetings without excuse), removal from office for cause (as defined in Article IV, Section 7), or discontinuance of a director in residence or location in the geographic area served by the Chapter.

Section 4

The Board shall meet at least once every two months, upon written notice. Three (3) members shall constitute a quorum. A special meeting of the Board may be called at any time by the President acting alone or by the

President at the written request of a majority of all the members of the Board. The President and the Executive Committee of the Board of Directors shall, in the event that an action must be taken or decision made quickly, have the power to take such action or make such decision by any method provided for and not prohibited by the New York Not-for-Profit Corporation Law. Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 5 - Power and Duties

A. The Board of Directors shall have responsibility for the general management of the affairs of the Chapter. The Board of Directors may authorize contracts to be made by or on behalf of the Chapter or by one or more of the officers or by any standing or special committee and shall have the power to adopt a seal of the Chapter.

B. The Board of Directors shall have power to make such rules and regulations and take such action, not inconsistent with these by-laws or the Constitution of the New York Women's Bar Association of the State of New York, as it may deem advisable. The Board of Directors shall keep a record of its proceedings and report at the annual meeting or any meeting of the Chapter on any matter which in its judgment requires action by the membership of the Chapter. The Board of Directors may from time to time adopt measures for coordinating the respective functions of the committees and shall be empowered to determine controversies between and among the several committees.

C. The Board of Directors shall have control of the custody, investment, expenditure and disposal of all property of the Chapter other than the disposal of real estate. The Board of Directors may from time to time appoint or employ one or more persons, who need not be members of the Chapter, to perform such duties as may be assigned by the Board of Directors.

Section 6

The Board of Directors is empowered to establish committees.

Section 7

The Board of Directors is empowered to remove a person from membership on the Board of Directors, officership, or from the Chapter by a 3/4 vote of all directors where it finds that the members has made a misrepresentation as to any material statement in the application for membership or for gross dereliction of duties. No person shall be removed from membership without having been given written notice of the alleged misrepresentation or dereliction of duty and the time and opportunity to respond, including the right to an adversary hearing before the Board of Directors.

Section 8

The Board shall keep a record of its proceedings and report at the annual meeting or any meeting of the Chapter on any matter which in its judgment requires action by the Chapter.

Section 9

The Board may enter into cooperative arrangements with other Chapters and Affiliates to the Women's Bar Association of the State of New York. The Board may further authorize any officer, committee chair, or member to perform any function necessary or appropriate for the creation or carrying out of such cooperative arrangements.

Section 10

The Board of Directors has the power to establish a policy to reimburse the travel expenses of any MHWBA member to attend WBASNY Board meetings, WBASNY committee meetings and WBASNY training sessions. Reimbursement shall only be available to a member who is not eligible for direct reimbursement or who only received partial reimbursement from WBASNY. Travel expenses shall be limited to mileage, public transportation fare, cab fare, parking, tolls and lodging when deemed appropriate by the Board. The Board of Directors shall establish and vote on a policy at least once every fiscal year and shall take into consideration the financial health of the Chapter when establishing its policy. Nothing in this section shall require the Chapter to have a reimbursement policy or to reimburse travel expenses of any member.

ARTICLE V

Officers

Section I

The officers of the Chapter shall be a President, Vice President, a Corresponding Secretary, a Recording Secretary, and a Treasurer. They shall be elected annually by ballot by a majority of the members present and voting provided that each said member has paid dues to the Chapter by March 15th. The term of office shall commence June 1st of the year in which they are elected. However, in the first year of the Chapter's existence, the election shall take place at the organizational meeting, and the terms of office shall commence two weeks thereafter. Any one member may occupy two offices simultaneously except for the offices of President and Vice-President.

Section 2

A. If a vacancy shall occur in the office of President before the expiration of the term of office, the Vice-President shall act as President for the duration of the unexpired term.

B. If any vacancy shall occur in an elected office other than the presidency before the expiration of the term of office, the Board of Directors shall elect a successor to fill that office for the duration of the unexpired term.

C. A vacancy in any elective office occurs by reason of death, disability, resignation, termination of membership, removal for cause

(as defined in Article IV, Section 7), chronic absence (which occurs when an officer misses three consecutive meetings without excuse), or discontinuance of an officer in residence or location in the geographic area served by the Chapter.

ARTICLE VI

The President

Section 1

The President shall be the chief executive officer of the Chapter and shall generally supervise and direct its affairs. The President shall preside at meetings of the Chapter and of the Board of Directors. The President shall be ex-officio a member of all committees, and as such may participate but not vote in the proceedings thereof, except that the President shall have a vote at Nominating Committee meetings as hereinafter set forth.

Section 2

The President shall present to the annual meeting of the Chapter a report of its activities during the year, including a Summary of matter recommended for action. The President may direct the distribution of any committee reports in advance of any meeting and direct the reading of any such reports at any meeting.

Section 3

The President shall be responsible for the preparation and submission of the reports required of Chapters by Article IX, Section 6(b) and (c) of the Constitution of the Women's Bar Association of the State of New York. For these purposes, the President shall be authorized in her discretion to delegate to the appropriate officers or committee chairs the performance of any function in connection with such reports other than the exercise of final responsibility.

Section 4

The President may delegate any of her functions to the Vice President.

ARTICLE VII

The Vice-President

Section 1

The Vice-President shall perform such duties as may be delegated by the President or assigned by the Board of Directors and shall preside at meetings in the absence of the President.

ARTICLE VIII

The Secretaries

Section 1

The Corresponding Secretary of the Chapter shall also be Corresponding Secretary of the Board of Directors. She shall give notice of meetings of the Chapter and of the Board of Directors and perform such other related duties as may be assigned by the President or the Board of Directors. Such notice of meetings shall be postmarked at least two weeks prior to the meeting date.

Section 2

The Recording Secretary shall keep the records of the Chapter, keep the minutes of the meetings, and perform such other related duties as may be assigned by the President or Board of Directors.

ARTICLE IX

The Treasurer

Section 1

The Treasurer shall have general charge of the funds of the Chapter, subject to the control of the Board of Directors. She shall furnish such bonds as the Board may from time to time require.

Section 2

The Treasurer shall collect the dues and keep the accounts of the Chapter, deposit all funds received, and invest such funds as directed by the Board of Directors, report at each regular meeting of the Board and at membership meetings when requested by the President, and make an annual report at the annual meeting.

Section 3

The Treasurer shall pay all bills incurred in behalf of the Chapter, as authorized by the Board of Directors and approved by the President.

Section 4

The accounts of the Treasurer shall be audited at such times and in such manner as the Board may direct.

Section 5

The Chapter shall have one checking account for its regular operating expenses. The President and Treasurer of the Chapter shall be the only signatories on the account. At its first meeting each year, the Board shall pass a resolution authorizing the President and Treasurer by name to be the account signatories. Promptly thereafter, the current President and current Treasurer and immediate past President and immediate past Treasurer shall take whatever steps are necessary at the bank to change the names of the authorized signatories.

Any reimbursement check issued to the Treasurer shall be signed by the President. Any reimbursement check issued to the President shall be signed by the Treasurer. Any check in the amount of \$1,000 or more, including any reimbursement checks issued to the President or Treasurer, shall require the signature of both the President and the Treasurer.

ARTICLE X

Meetings of the Chapter

Section 1

The Chapter shall meet at least once every two months. The Board of Directors shall establish the dates of the chapter meetings.

Section 2

Notice of the meetings shall be given to the membership at least two weeks in advance.

Section 3

The annual meeting of the Chapter shall be held during the month of April in each year; the order of business shall be as follows:

1. Reading the minutes of the preceding meeting;
2. Report of the President;
3. Report of the Treasurer;
4. Reports of Standing Committees as directed by the President;
5. Reports of Special Committees as directed by the President;
6. Other business;
7. Elections.

This order may be changed by a majority vote of the members present.

Section 4

At any meeting at which a contested election is to be held, the presiding officer shall appoint two tellers, who together with the Recording Secretary shall conduct the balloting and canvass the votes. Immediately

after canvass of the votes, the tellers shall deliver the result to the presiding officer for announcement.

Section 5

Robert's Rules of Parliamentary Order shall govern all meetings of the Chapter unless otherwise provided.

ARTICLE XI

Quorum

Section 1

At all annual, monthly or special meetings of the Chapter, except as herein otherwise provided, a quorum shall consist of 20% of the members eligible to vote, and in case a quorum shall not be present at such meeting, it may be adjourned by a majority of the members present. If the meeting is adjourned to a future date, notice shall be given to all members by the Corresponding Secretary.

ARTICLE XII

Committees

Section 1

The Standing Committees of the Chapter shall be:

1. Committee on Membership
2. Committee on Press and Publicity;
3. Committee on Programs and Arrangements.

Section 2

The provisions of this Article shall not apply to the Committee on Nominations.

Section 3

Special committees of the Chapter may be authorized by the Board of Directors. Members of the committee shall be appointed by the Committee on Nominations. The members of the committee shall elect their own chairpersons.

Section 4

The President of the Chapter shall be ex-officio a member of all standing and special committees and may at her discretion participate in the proceedings thereof as a member.

Section 5

If any member of any standing committee is absent for three (3) successive committee meetings without excuse presented to the committee, her place may be declared vacant by the committee.

Section 6

All vacancies in a standing or a special committee may be filled by the committee chairperson for the remainder of the term, subject to the approval of the President.

Section 7

The Chairperson of each committee shall make such reports to the Board of Directors as it shall require and shall present to the Board for action any recommendations which the Committees may make for expenditures or otherwise. Each of the Standing Committees shall present its annual report in writing to the President on or before April 1st of each year.

Section 8

No committee shall contract for or make expenditures in excess of such appropriation as the Board of Directors shall authorize.

Section 9

The Chairperson of any committee who shall resign or fail to act for any reason prior to the completion of her term as chairperson shall upon the appointment of her successor immediately turn over to her successor all files and pertinent matter of the work done during her term. The Chairperson of each committee shall upon filing her final report turn over to the President all files and pertinent matter of the work done during her term.

ARTICLE XIII

Committee on Nominations

Section 1

The Committee shall consist of the President and two (2) other members of the Chapter approved by the Board of Directors by no later than the first meeting of the Board of Directors of each calendar year.

Section 2

This Committee shall make nominations for the offices and directorships to be filled at the succeeding annual meeting and shall be open to suggestions and recommendations from the membership prior to making such nominations. The list of proposed nominations from this Committee shall be included with the notice scheduling the annual meeting which is provided to each member in good standing mailed not less than twenty days prior to such meeting. Nominations may also be made from the floor during the annual meeting by any member then in good standing. Nominations may be declined.

Section 3

At all meetings of this Committee, a quorum shall consist of two (2) members.

Section 4

Any member of this Committee whose name has been placed in nomination for an officership or a directorship of the Chapter shall not be present during the discussion relating to such position and shall not participate in the vote for the nomination for such position.

ARTICLE XIV

Committee on Membership

Section 1

It shall be the duty of this Committee to prepare and keep a list of members of this Chapter and also a list, as nearly accurate as may be, of all people eligible for membership in the geographic area served by the Chapter.

Section 2

It shall also be the duty of this Committee to invite and welcome new members to the Chapter.

ARTICLE XV

Committee on Press and Public Relations

Section 1

This Committee shall prepare all publicity releases to newspapers, periodicals, radio, television or other media of communication for the Chapter.

Section 2

No policy release of any kind shall be issued without prior approval of the Board of Directors.

ARTICLE XVI

Committee on Programs and Arrangements

Section 1

This committee shall be responsible for and make all necessary arrangements for the programs to be presented at the regular meetings of the Chapter.

ARTICLE XVII

Amendments

Section 1

These By-Laws may be amended at any meeting of the Chapter. The members of the Chapter shall be given two (2) weeks written notice of the proposed amendment prior to the meeting at which a vote will be taken. The affirmative vote of two-thirds of the members present and voting at such meeting shall be required for the adoption of any amendment.

ARTICLE XVIII

Interpretation of By-Laws

Section 1

Wherever the word "she" or "her" is used herein, such word shall be construed to mean "he" or "him" where appropriate.