

ONEIDA COUNTY BAR ASSOCIATION

BYLAWS

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ARTICLE I

Name, Purposes and Office

1. **Name**. The name of the Association is "Oneida County Bar Association".

2. **Purposes**. The Association is formed as a Type A Not-For-Profit Corporation to cultivate the science of jurisprudence; to promote reform in the law; to facilitate the administration of justice; to elevate the standards of integrity, honor and courtesy in the legal profession; to influence positively the quality of life of the community; and to cultivate a spirit of good fellowship among members.

The Association is authorized to do any other act or thing incidental to, or connected with, the foregoing purposes, or in advancement thereof, but shall not exist or operate for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under Article V of the Not-For-Profit Corporation Law.

3. **Office**. The office of the Association shall be located in the County of Oneida, State of New York.

ARTICLE II

Members

1. **General**. The Association shall have three classes of members: Active, Associate and Honorary.

2. **Active Members**. Any person admitted to, and in good standing with the Bar of the State of New York is eligible to become an Active Member of the Association. An attorney shall be admitted as an Active Member upon compliance with Section 5 of this Article and shall continue to be an Active Member upon the payment of annual dues as provided in Article X of these Bylaws, subject to the limitations of Article III herein.

3. **Associate Members**. Any person admitted to, and in good standing with, the Bar of the State of New York who does not reside or have an office in Oneida County, and any member of the Bar of any other State, or of the District of Columbia, or of the United States who is not also a member of the Bar of the State of New York, is eligible to become an Associate Member of the Association. An attorney shall be admitted as an Associate Member upon compliance with Section 5 of this Article and shall continue to be an Associate Member upon the payment of annual dues as provided in Article X of these Bylaws, subject to the limitations of Article III herein. An Associate Member shall not be entitled to vote but shall have all other privileges of active membership.

4. **Honorary Members**.

(a) **Non-Resident Judges**. Judges and magistrates of courts of record who reside outside the County of Oneida but within the Fifth Judicial District (state courts) or Northern District of New York (federal courts) shall be honorary members of the Association during their terms of office.

(b) **50-Year Lawyers**. Members of the Association who have been admitted to the Bar of New

York for 50 years or more shall be honorary members of the Association.

(c) Others. The Board of Directors may, by a majority vote of the whole Board, elect any other attorney admitted to the Bar of the State of New York as an Honorary Member.

(d) Privileges. An Honorary Member shall not be entitled to vote but shall have all other privileges of active membership. An Honorary Member shall not be required to pay dues.

5. Admission to Membership. An application for any class of membership shall be made in writing to the **Executive Director** of the Association. Upon determination that the applicant is eligible for membership and payment of dues, the applicant shall be admitted to membership. The President or Executive Director shall advise the Board of the new admission.

6. No Change of Status. The current membership status of any member of the Association shall not be affected by adoption of nor revision of these Bylaws.

7. Evidence of Membership. A list of current Membership in the Association shall be kept by the Executive Director

8. Membership Not Transferable. Membership in the Association shall not be transferable.

9. Resignation. Any member may resign at any time by giving written notice of such resignation to the Board of Directors, or by failing to pay annual dues prior to April 1 of the year in which such dues are payable.

ARTICLE III

Censure, Suspension and Expulsion

1. By Board of Directors. A member may be censured, suspended or expelled from the Association for cause by a majority vote of the whole Board. The Board shall not censure, suspend or expel a member except after a written notice, stating the cause of censure, suspension or expulsion and after a fair hearing and opportunity to be heard.

2. By Determination of Appellate Division. Upon a final determination by the Appellate Division which suspends or disbars a member from practice, such person shall cease to be a member of this Association and shall concurrently cease to hold any office or position in the Association.

3. Removal From Office or Position. Any Director or Officer who shall fail to attend three consecutive meetings, of the Board of Directors or Executive Committee (where applicable) may be removed from his or her position by a majority vote of the whole Board. Any other member who is delinquent in the performance of Committee responsibilities or any other position with this Association may be removed from his or her position by a majority vote of the whole Board.

ARTICLE IV

Board of Directors

1. **General.** The affairs of the Association shall be managed by its Board of Directors.

2. **Qualifications and Composition.** The Board of Directors shall consist of the Officers, as defined in Article V, paragraph 1, the Immediate Past President and nine (9) elected members. The nine (9) elected members shall serve on a three-year rotating basis. Any Active Member of the Association may serve as a Director.

3. **Election of Directors.** The membership of the Association shall elect three (3) directors at each annual meeting for a full three-year term. No person elected to a full three-year term may succeed himself or herself in that position. Except as provided in Section 4 of this Article, should additional vacancies on the Board of Directors exist at the time of the annual meeting, the membership of the Association shall also elect a director to fill the unexpired term of that vacancy. Directors shall be elected as provided by Article VI, and each elected Director shall hold office until the annual meeting in the last calendar year of his or her term and until a successor shall be elected and take office.

4. **Election of Director as Officer.** Directors shall be eligible for nomination and election to any executive office. If a Director shall be elected to an executive office, his or her position as Director shall immediately become vacant. That vacancy, and any other vacancy in the Board, may be filled by a majority vote of the Board. Any active member appointed to fill such vacancy shall act and serve until the next annual meeting, at which time an active member shall be elected to serve the remainder of the unexpired term.

5. **Political or Judicial Office.** No Director shall, in a representative capacity on behalf of the Association, publicly endorse or oppose any candidate(s) for political or judicial office.

6. **Compensation.** Directors shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Nothing herein shall preclude a Director from serving the Association in any other capacity and receiving compensation for such services.

7. **Change of Status.** Directors in office upon adoption of the Bylaws shall continue to hold office until the expiration of their term of office.

8. **Meetings of the Board.** The Board of Directors shall hold, at the least, regular quarterly meetings. Additional meetings of the Board may be convened at the call of the President, any two (2) members of the Executive Committee, any five (5) members of the Board, or any twenty-five (25) members of the Association. A majority of the whole Board shall be required for a quorum. Any one or more members of the Board may participate in a meeting of the Board by means of telephone or other electronic equipment which allows all persons participating in the meeting to hear each other simultaneously. Participation by such means shall constitute presence at the meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, provided that all of the members of the Board are polled either by telephone, fax or e-mail, and each member's consent be noted by the polling party and a written consent be provided to the Board at the next meeting be filed with the minutes of the Board.

9. **Assistants and Employees.** The Board of Directors shall, at its discretion, retain or hire such qualified personnel (such as, administrative assistant, office manager, executive secretary and secretaries) as deemed necessary to carry out the objects and purposes of the Association.

10. **Referendum.** The Board of Directors shall, on its own initiative, or upon the request of any

standing or special committee, or upon the written request subscribed by no less than fifty (50) active members of the Association, refer for the vote of the membership by mail ballot any question, proposal, or issue in which the legal profession or Association has a professional interest or duty. This provision does not apply to amendments to these Bylaws or the rating of candidates for judicial or related offices. A letter shall accompany the mailing of each ballot, explaining the background of the specific request, stating the specific question to be voted upon and setting forth the last date that the ballot must be postmarked by return mail. The President shall oversee the mailing of ballots and the vote count by the Association Office and shall inform the membership of the result of the referendum within ten (10) days of the date set forth in the ballot letter.

ARTICLE V

Officers

1. **General.** The officers of the Association shall be: President, First Vice-President, Second Vice-President, Secretary and Treasurer. Each officer shall serve for a term of one year, beginning on the first of January following the annual meeting at which the officer was elected. Members holding the office of Secretary or Treasurer may be re-elected to that position.

2. Duties of Officers.

(a) **President.** The President shall preside at meetings of the Association and of the Board of Directors and Executive Committee; shall call the meetings of the Board of Directors and Executive Committee; shall appoint, subject to the approval of the Board of Directors where specified in these Bylaws; the members and chairpersons of the standing committees of the Association; and shall perform such other duties as the Association or Board of Directors may direct.

(b) **First Vice-President.** The First Vice-President shall perform the duties of the President when necessary because of the absence or disability of the President to act; shall supervise and coordinate the responsibilities and tasks of the standing committees and shall contact each committee chairperson in November of the current calendar year for the purpose of reminding the chairperson of the annual report due no later than December 31 of the current calendar year; shall report on the work of the standing committees at each meeting of the Executive Committee and Board of Directors; shall be an ex officio non-voting member of each standing committee; and shall perform such other duties as the Association, Board of Directors or President may direct.

(c) **Second Vice-President.** The Second Vice-President shall perform the duties of the First Vice-President when necessary because of the absence or disability of the First Vice-President to act; and shall perform such other duties as the Association, Board of Directors or President may direct. The Second Vice-President shall be an ex officio non-voting member of each standing committee.

(d) **Secretary.** The Secretary shall keep a record of all proceedings of the Association and of the Board of Directors and Executive Committee; shall issue notice of all meetings of the Association and of the Board of Directors; shall keep an accurate list of all members of the Association; shall keep the seal of the Association; and shall perform such other duties as the Board of Directors may direct.

(e) **Treasurer.** The Treasurer shall receive all monies and funds of the Association; shall deposit all

funds in such bank or banks as the Board of Directors may approve; shall disburse, under the direction of the Board, the funds of the Association and shall sign all checks therefor; shall have the authority to invest and reinvest funds of the Association; shall keep, or supervise the keeping of, regular accounts in books belonging to the Association, which books shall be open to inspection by any member of the Board; shall report, at each meeting of the Association or Board of Directors, a statement of income and expenses as of the end of the month preceding the meeting; shall prepare a proposed budget of the Association for consideration by the Board of Directors; shall report annually to the Association on the financial status of the Association; and shall perform such other duties as the Board may direct.

3. Vacancies. Should a vacancy arise in an office for any reason, the Board of Directors shall fill that vacancy by appointment for the unexpired term.

ARTICLE VI

Procedure for Nomination and Election of Officers and Directors

1. General. All officers and directors shall be elected at annual meeting of the Association.

2. Nominating Committee. A meeting of the Association shall be held at such time and place as called by the President for the purpose of selecting a Nominating Committee. The Nominating Committee shall consist of five (5) active members of the Association. Three (3) members of the Committee shall be elected by a majority of the membership of the Association at this meeting, and two (2) members of the Committee shall be appointed by the President. The President shall also appoint, from those selected as members of the Committee, a Chairperson of the Committee. The Nominating Committee shall nominate candidates for those offices and directorships to be filled by election at the annual meeting and shall file its report with the Secretary on or before November 10 of each year.

3. Telephonic Participation. Any one or more members of the Nominating Committee may participate in a meeting of that Committee by means of a telephone or other electronic 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.

4. Nominations by Individual Members. Any twenty five (25) active members may nominate an additional candidate or candidates to any office or directorship. That nomination, made in writing and subscribed by at least twenty five (25) active members, shall be filed with the Secretary at least ten (10) days before the annual meeting. No additional nominations may be submitted in any other form or manner.

5. Notice of Nominations. The Secretary shall post the list of candidates selected by the Nominating Committee at the office of the Association at least ten (10) days prior to the date of the annual meeting and shall provide notice to each member of the Association either by mail, electronic means including telecopier, and/or e-mail together with notice of the annual meeting. The Secretary shall also post and provide notice by any of the means listed above, any additional nominations by the membership, to each member at least three days before the date of the annual meeting.

6. Preparation of Ballot. In the event that additional candidates are nominated by the membership, the Secretary shall prepare a paper ballot for the election of officers and directors and shall distribute that paper ballot to each member present at that meeting and eligible to vote. Only those active members

present at the annual meeting shall be eligible to vote.

7. Vote Count by Tellers. The President shall, if necessary, appoint tellers to have custody and charge of ballots cast at the annual meeting and to count the vote. The tellers shall count the vote and report the result at the annual meeting. In the event of a tie between two or more candidates for the same position, a second vote shall be taken involving those candidates. If after a second vote, the tie is not broken between candidates for the office of President, the winner shall be selected by lot. If after a second vote, the tie is not broken between candidates for an office or position other than President, the President shall, in her/his discretion, select the manner of breaking the tie, which may include the selection of the winner by the President.

8. Electioneering. Solicitation of votes and campaigning, if any, should be conducted in a manner keeping with the dignity of the profession.

9. Commencement of Term. Newly elected officers and directors shall take office on January 1 following their election.

ARTICLE

VII

Meetings of Association

1. Annual Meeting. The annual meeting of the Association shall be held during the first two weeks of the month of December in each year, at such time and place as may be fixed by the President. At least ten (10) days notice thereof shall be given by mail to each member of the Association. The notice shall be accompanied by the report of the Nominating Committee.

2. Special Meetings. Special meetings of the Association may be called at any time by the President or by the Board of Directors. A special meeting must be called by the Secretary on the written request, specifying the purpose of such meeting, submitted by twenty-five (25) members. No business shall be transacted as such special meetings except that business specified in each call. At least five (5) days notice of special meetings shall be given to all members.

3. Quorum. The presence of fifteen (15) members shall constitute a quorum at all meetings of the Association.

ARTICLE VIII

Committees

1. Standing Committees. The Association shall have the following standing committees:

- Executive
- Program
- Grievance and Ethics
- Fee Disputes
- Pro Bono

Continuing Legal Education
Courts and Judiciary
District and State Bar Liaison
Family and Domestic Relations
Lawyers Assistance
Past Presidents
Real Property
Estates & Trusts & Elder Law
Public Information and Education

2. Executive Committee. There shall be an Executive Committee of the Board of Directors, the members of which shall be the President, First Vice-President, Treasurer, and two (2) members of the Board of Directors. The two (2) Directors serving on the Committee shall be elected by the Board at its first meeting. The Executive Committee shall, between meetings of the Board of Directors, manage the business, affairs and activities of the Association and shall study and report to the Board all matters referred to it. The Executive Committee shall meet on the call of the President at times and places to be fixed by the President. A majority of the whole Committee shall constitute a quorum.

3. Program Committee. The Program Committee shall be responsible for the arrangements for various meetings and functions of the Association, including the annual Memorial Service, golf outing, special luncheons and any other functions as may be assigned to it by the Board of Directors or Executive Committee. The Program Committee shall also attend to participation by the membership at funerals and memorial services held for deceased members of the Association and shall appropriately acknowledge the illness of Association members.

4. Grievance and Ethics Committee. The Grievance Committee shall consist of a Chairperson and nine (9) active members, each of whom shall serve a three-year term. The members of the Committee shall be appointed by the President, subject to the approval of the Board of Directors at its first meeting. Vacancies in the Committee shall be filled for the unexpired portion of the term by the President, subject to the approval of the Board. The President shall appoint annually a Chairperson ,with consideration being given to persons who have previously served on the 5th District judicial committee. The members of the Committee may serve no more than two (2) consecutive three-year terms; except that the Chairperson, although appointed annually, may serve no more than two (2) consecutive three year terms.

The Grievance and Ethics Committee shall examine all complaints against members of the Association for conduct alleged to be in violation of the Code of Professional Responsibility; shall examine all complaints against members of the Association in their relations to the Association or on any charge of fraud or other misconduct; shall examine and hear complaints against those non-members who consent to same; and shall determine any ethical question relating to the conduct or proposed conduct of an attorney. The Grievance and Ethics Committee shall comply with the rules and regulations promulgated by the Appellate Division, Fourth Department. The Committee may conduct its business by panels or subcommittees.

All members of the Association shall, by reason of their membership, and all complainants shall, by writing, bind themselves to abide by the decision of the Grievance and Ethics Committee and all subject matters coming before it in a particular case.

5. Fee Disputes Committee. The Fee Disputes Committee shall consist of a Chairperson and nine

(9) active members, each of whom shall serve a three-year term. The members of the Committee shall be appointed by the President, subject to the approval of the Board of Directors at its first meeting. Vacancies in the Committee shall be filled for the unexpired portion of the term by the President, subject to the approval of the Board. The President shall appoint annually a Chairperson. The members of the Committee may serve no more than two (2) consecutive terms; except that the Chairperson, although appointed annually may serve no more than two (2) consecutive three year terms.

The Fee Disputes Committee shall examine all complaints against members of the Association concerning fee disputes with clients or any other members of the Bar. The Committee may conduct its business by panels or subcommittees. All members of the Association shall, by reason of their membership, and all complainants shall, by writing, bind themselves to abide by the decision of the Committee and all subject matters coming before it in a particular case.

6. Pro Bono Committee. The Pro Bono Committee shall be responsible for all matters relating to the legal representation of poor and indigent persons. The Committee shall cooperate with the Legal Aid Society of Mid-New York, Inc. in developing and maintaining a panel of volunteer attorneys to represent those persons in need of counsel in matters of civil or criminal jurisdiction; shall cooperate with the Administrator of the Supplemental Assigned Counsel Program in developing and maintaining a panel of attorneys to represent persons in need of counsel pursuant to Article 18-b of the County Law; shall develop and maintain, in cooperation with other agencies or separately on behalf of the Association, such other programs as may be essential to the efficient and just resolution of legal disputes involving poor persons within the County of Oneida; and shall study and recommend, from time to time, such action or proposed legislation as will improve the administration of justice on matters within the scope of its responsibilities.

7. Continuing Legal Education Committee. The Continuing Education (CLE) Committee shall develop and administer a continuing legal education program for members of the Association and such other persons or organizations as the Board of Directors may authorize. The CLE Committee shall also submit appropriate documentation to those jurisdictions maintaining mandatory CLE programs, verifying the attendance of members at programs of this Association or securing the credit approval from programs presented by the Committee.

8. Courts and Judiciary Committee.

(a) Composition and Selection. The Courts and Judiciary Committee shall be composed of a Chairperson and thirteen (13) active members of the Association. The Chair and members of the Committee shall be appointed annually by the incoming President for a one-year term. No member shall serve more than six (6) consecutive one-year terms. The members of the Committee shall be appointed by the President on a nonpartisan basis, provided, however, that no more than one-half of the Committee membership shall be a registered member of the same political party. Committee members should be appointed with a view toward representation on the Committee by active practitioners in each of the courts of record in Oneida County. Vacancies in the committee shall be filled for the unexpired portion of the term by the President, subject to the approval of the Board.

(b) Duties and Responsibilities. The Courts and Judiciary Committee shall be responsible for the review of qualifications of candidates for judicial and related offices; shall obtain and disseminate information concerning court procedures to the membership and the public; shall cooperate with the justices of all courts of record by aiding and assisting the Justices in bringing about desired changes and improvements in the practices, procedures and conduct of business of the courts; shall be responsible for greeting newly elected

or appointed members of the Judiciary or related offices, expressing appreciation for public services rendered by Justices and other officials, and assisting on such other matters as are deemed appropriate; shall act as a liaison between members of the Bar and the Judiciary and may consult informally with members of the Judiciary regarding complaints or inquiries as to judicial conduct or court procedures; shall review proposed changes in trial practice and procedure; shall consult with representatives of the Office of Court Administration and other state or federal officials on matters affecting the Judiciary and the courts as may be deemed appropriate; and shall perform such other duties and responsibilities as the Board of Directors may, from time to time, direct.

(c) Review of Qualifications of Candidates. The Courts and Judiciary Committee shall review the qualifications of candidates for vacancies in the following positions: United States District Court for the Northern District of New York, as well as Bankruptcy Court and Magistrates; Supreme Court of the State of New York for the Fifth Judicial District; Oneida County Court; Surrogate's Court and Family Court in Oneida County; City Court in the Cities of Utica, Rome and Sherrill; Oneida County District Attorney and Public Defender; and all other vacancies in judicial positions in courts of record for which a member of this Association may be a candidate.

The first step in the Committee review process is the candidate's submission of a questionnaire. A questionnaire, in the form established by the Courts and Judiciary Committee, shall be forwarded, upon request, to all candidates, and, in addition, shall be forwarded to the Chairman of the appropriate County-wide political party where the Committee is aware that a vacancy exists, but a candidate has not asked for a questionnaire. The Committee shall request that the questionnaire be submitted within a stated time. Upon receipt by the Committee of a candidate's questionnaire, the Committee shall advise the following offices of the application and request a report regarding the candidate's eligibility: the Fifth District Grievance Committee, the Grievance Committee of the Oneida County Bar Association or other local bar association where the applicant is a resident, and the Commission on Judicial Conduct in those cases where the candidate is a current member of the Judiciary. The Committee, upon receipt of the report(s) of such offices, shall interview each candidate. Following the interview, the Committee shall rate each candidate and submit the recommendation of the Committee, in writing, to the Board of Directors. The Chairperson of the Committee shall attend each meeting of the Board of Directors where a recommendation of the Committee will be considered, and, upon request of the Board, shall advise the Board of the vote count in each instance and shall state those factors considered by the Committee in arriving at its recommendation.

(d) Ratings. The following ratings may be selected for candidates for judicial and related offices: "Well Qualified", "Qualified", "Qualified, But Limited By Experience", and "Not Qualified". The voting as to

each candidate shall be by secret ballot. A majority of the entire Committee shall constitute a quorum for any vote, and a majority of those present shall determine the rating. The Courts and Judiciary Committee may, in its discretion, decline to consider a rating with regard to a candidate for a particular vacancy, and, in such event, the Committee shall submit a written explanation of its reasons, together with the questionnaire, report, or other documentation, if any, to the Board of Directors. The Committee may also recommend to the Board that a candidate for a vacancy be given no rating by reason of a refusal to submit a questionnaire or to otherwise cooperate with Committee requirements or proceedings. The rating of the Committee is a recommendation only, and the Board of Directors shall consider the Committee's recommendation and by resolution of the Board, establish a rating which shall then be the official rating of the Association.

In rating a candidate, the Committee shall give appropriate consideration to:

- (1) The contents of the questionnaire submitted by the candidate, or the fact of the refusal of a candidate to submit a questionnaire;
- (2) The eligibility of a candidate by reason of constitutional or statutory mandates;
- (3) The fact and circumstances of any disciplinary action or pendency of any grievance proceeding;
- (4) The candidate's integrity, temperament for a judicial or related office, legal or judicial ability, extent of experience, mental and physical health, industry and diligence; and
- (5) Such other matters as the Committee or Board of Directors may deem relevant and material.

(e) Rating Not Endorsement. The Association shall not be authorized to endorse, or to refuse to endorse, any candidate for a judicial or related office. The rating recommended by the Courts and Judiciary Committee and the rating approved by the Board of Directors shall not be deemed an endorsement for or against any candidate, but rather, fulfillment of this Association's role under EC8-6 of the Code of Professional Responsibility.

9. District and State Bar Liaison Committee. This Committee shall have the responsibility of apprising itself of various matters being considered by district, regional or state bar associations, organizations or groups. The Committee, or members thereof, shall attend meetings of such associations, organizations and groups, and report to the Board of Directors all matters which may be of interest to the Association and present for consideration any matters as may be referred to it by the Board of Directors. Members of the Association serving as delegates to the New York State Bar Association House of Delegates shall automatically be members of this Committee.

10. Family and Domestic Relations. This Committee shall consider legal issues concerning domestic relations, family law, and children; shall be responsible for the continued improvement in the administration of the Family Court system; and shall study and submit recommendations on those matters referred to it by the Board of Directors.

11. Lawyers Assistance Committee. This Committee is responsible for assisting lawyers who are temporarily disabled from carrying on their practice and shall attempt to obtain needed assistance for lawyers who have health-related problems, including alcohol and substance abuse.

12. Past Presidents Committee. This Committee shall be composed of all Past Presidents of the Association. The Committee shall perform such special functions as the Board of Directors may refer to it and shall consult, from time to time, with the Executive Committee or Board of Directors on those matters the Committee considers to be of importance to the overall goals and policies of the Association.

13. Real Property Committee. The Real Property Committee shall serve as a liaison with local boards or associations of Realtors and with the Oneida County Clerk; shall study, report and make recommendations concerning improvements in the methods and procedures affecting real estate transactions; and shall perform such other duties as may be referred to it by the Board of Directors.

14. Estates and Trusts and Elder Law Committee. The Estates and Trust and Elder Law Committee shall advise the members of the Bar Association of important issues and changes effecting Trusts, Estate and Elder Law. The Committee shall also serve as a liaison with similar committees of the New York State Bar Association, assist in the Association's public and continuing education programs, and shall perform such other duties as may be referred to it by the Board of Directors.

15. Public Information and Education. The Public Information and Education Committee shall be responsible for publicizing the activities of the Association, its sections and committees, to the press and media; shall be responsible for the publication of the Association's newsletter; shall be responsible for informing other bar associations in the state of the activities of the Association; shall coordinate various programs of the Association involving various segments of the public, including the annual Law Day Program, Lawyer in the Classroom, the State Bar Mock Trial Program, and the Law Explorer Post; shall develop and present programs and seminars on various legal issues and topics specifically for attendance by the public; shall promote policies and programs designed to improve the relationship between the Association and the public, as well as the legal profession and the mass media, and to inform the public of the function of the law, the courts and the legal profession; and shall perform such other functions and duties as may be assigned by the Board of Directors or Executive Committee.

16. Committee Reports. Each Committee shall submit an annual report to the Board of Directors, generally describing the work of the Committee during the past year and any suggestions that the Committee might have for improvements in the functions of the Committee for the future. The report submitted by the Grievance and Ethics Committee and the Fee Disputes Committee shall be prepared so as to preserve the confidentiality of specific matters before each of those Committees. The report shall be submitted by December 31, of the current calendar year.

17. Special Committees. The Board of Directors may, from time to time, create Special Committees of the Association or of the Board. Each Special Committee shall terminate and dissolve upon completion of its assigned task. It is the specific intention of this provision that Special Committees are ordinarily for a one year term from the date of its creation , but may be extended at the Board's direction.

18. Telephonic Participation. Any Committee, including the Executive Committee, may conduct its meeting by means of a conference telephone or similar communications equipment allowing all members participating at the meeting to hear each other at the same time. Participation by such means shall constitute

presence in person at the meeting. This provision shall not apply to a candidate's interview with the membership of the Courts and Judiciary Committee, but shall apply to all other matters of that Committee, including a vote upon a candidate's rating.

19. Appointment of Ad Hoc Committee in Event of a Conflict. In the event that a grievance or fee dispute is filed against a member of the Grievance and Ethics Committee or Fee Disputes Committee, the Chairperson of the Committee involved shall promptly notify the President of that fact. The President shall appoint an AdHoc Committee, composed of five (5) former members of the committee involved. The President shall also designate one of the members of the AdHoc Committee to serve as Chairperson. The AdHoc Committee shall process the grievance or fee dispute with the same authority and under the same procedures utilized by the appropriate Standing Committee.

ARTICLE IX

Sections

1. General. The Board of Directors may, by a majority vote, establish such sections within the Association as it deems appropriate and beneficial.

ARTICLE X

Dues

1. Fiscal Year. The fiscal year of the Association shall be from January 1 of each year to and including December 31 of that year.

2. Annual Dues. The annual dues of the members of the Association shall be as determined from time to time by the Board of Directors. Effective January 1, 2006, the annual dues of members of the Association shall be as follows:

(a) One Hundred Ten Dollars (\$150.00) for all active members who have been admitted to practice for more than one (1) year as of January 1 of the applicable year.)

(b) Eighty Dollars (\$80.00) for all associate members who have been admitted to practice for more than one (1) year as of January 1 of the applicable year.

(c) Twenty Five Dollars (\$25.00) for all active members who have retired from the practice of law and who have certified to the Office of Court Administration that they no longer actively engage in the practice of law.

(d) Active members who have been admitted to practice less than one (1) full year as of January 1 of the applicable year, members in full-time active military service, and honorary members shall pay no dues.

3. **Due Date.** Dues shall be due and payable on the first day of February of each year. Bills for such dues shall be rendered no later than December 15 of the preceding year, and all such bills shall be rendered at the same time. Any member who shall not have paid his dues on or before February 1, or within 45 days of the rendering of a bill after December 15, shall be in arrears in the payment of dues within the meaning of Section 4 of this Article.

4. **Notification of Members in Arrears.** The Treasurer shall furnish to the Board of Directors a list of the members who shall be in arrears of dues, within the meaning of section 3 of this Article, on February 1 of each year. The Board shall direct that each member in arrears be given written notice that dues are in arrears. Any member who has not paid annual dues in full on or before April 1 shall be deemed to have resigned, and such person's name shall be stricken from the membership rolls. No member in arrears may vote as a member, officer or director until the arrears of dues are paid in full.

5. **Change in Dues.** The amount of annual dues may be changed only by a majority vote of the Board of Directors.

ARTICLE XI

Indemnification

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

ARTICLE XII

Substantial Compliance

1. **General.** Any action taken in good faith and substantially in accord with the spirit and intent of the provisions of these Bylaws shall be valid notwithstanding a failure to comply strictly with the letter of such provision or provisions, and the decision of the Board of Directors regarding the validity of any such action shall be final, conclusive and binding upon all Members, Officers, Directors and Committees, and upon all other persons who shall have any interest in, or shall be in any way affected by, any such action.

ARTICLE XIII

Amendment of Bylaws

1. **Proposal of Amendments.** The Board of Directors may, by a duly adopted resolution setting forth the text of a proposed amendment or amendments, propose one or more amendments to these Bylaws.

Twenty-five (25) active members of the Association may propose one or more amendments to these Bylaws by submitting the proposed text of such amendment or amendments to the Secretary, subscribed by those active members supporting the amendment(s).

2. Special Meeting to Consider Proposed Amendments. Within ten (10) days of the adoption of a resolution of the Board or the receipt of a proposal from twenty-five (25) active members, the President shall call a special meeting of active members to consider and vote upon the proposed amendment(s).

ARTICLE XIV

Effective Date and Repeal

1. Effective Date. These Bylaws shall become effective immediately upon adoption by the membership.

2. Repeal. Any prior Bylaws of the Association, in effect at the time of adoption of these Bylaws, shall be repealed upon adoption of these Bylaws.