

# BYLAWS OF THE BAR ASSOCIATION OF ERIE COUNTY

## ARTICLE I OFFICE

1. The office of the Association shall be located in the County of Erie and State of New York.

## ARTICLE II MEMBERS

1. The Association shall have six classes of members, which shall be as follows:

**(A) ACTIVE MEMBERS.** Any member of the Bar of the State of New York who resides or has an office in the County of Erie shall become an Active Member of the Association upon application for and election to Active Membership and initial payment of dues as provided in Article X of these Bylaws.

**(B) ASSOCIATE MEMBERS.** Any member of the Bar of the State of New York who does not reside or have an office in the County of Erie, and any member of the Bar of any other State, or of the District of Columbia, or of the United States, or of any foreign jurisdiction, who is not also a member of the Bar of the State of New York, shall become an Associate Member of the Association upon application for and election to Associate Membership and initial payment of dues, as provided in Article X of these Bylaws. Associate Members shall not be entitled to vote but shall have all other privileges of Active Membership.

**(C) CONTRIBUTING MEMBERS.** Any member of the Bar of the State of New York who resides or has an office in the County of Erie shall become a Contributing Member of the Association upon application for and election to Contributing Membership and initial payment of dues as provided in Article X of these Bylaws. A Contributing Member shall be entitled to all of the rights and privileges of an Active Member and such additional rights and privileges as the Board of Directors (hereinafter referred to as the "Board") shall bestow upon Contributing Members.

**(D) LIFE MEMBERS.** Any member of the Bar of the State of New York who resides or has an office in the County of Erie shall become a Life Member of the Association upon application for and election to Life Membership and payment of a lump sum in lieu of all future dues as provided in Article X of these Bylaws. Life Members shall be entitled to all of the rights and privileges of an Active Member

and such additional rights and privileges as the Board from time-to-time shall bestow upon Life Members.

**(E) HONORARY MEMBERS.** The Board may, by vote of a majority of the whole Board, elect to Honorary Membership in the Association any person who is or has been either a judicial officer or a member of the Bar of any state, or of the District of Columbia, or of the United States, or of any foreign jurisdiction.

**(F) AFFILIATE MEMBERS.** Any individual who is (i) employed as an office administrator or paralegal by any attorney or law firm in Erie County, (ii) a law school graduate, not eligible to be an Associate Member as defined in Section 1(B) of this Article II, or (iii) a student matriculated in a law school accredited by the American Bar Association shall become an Affiliate Member of the Association upon application for election to Affiliate Membership and initial payment of dues as provided in Article X of these Bylaws. Affiliate Members shall not be entitled to vote but shall have all other privileges of Active Membership to the extent such privileges are not restricted by law or contract to admitted attorneys. No Affiliate Member shall be eligible to serve as a director, officer or chair of any committee of the Association.

2. **ADMISSION TO MEMBERSHIP.** An application for any form of membership shall be made in writing to the Executive Director of the Association and shall be referred by the Executive Director to the Board, and the Board shall either approve or disapprove the applicant for membership. An applicant who shall receive the votes of a majority of the whole Board in favor of election to membership shall become a member of the Association, in whatever category elected, upon payment of the membership dues for the year, or for a part of the year, in which elected as provided in Article X.
3. **EVIDENCE OF MEMBERSHIP.** Membership in the Association may be evidenced by a membership card from the Executive Director.
4. **TRANSFER OF MEMBERSHIP.** Membership in the Association shall be non-transferable.
5. **RESIGNATION.** Any member may resign at any time by giving a written notice of such resignation to the Executive Director.

### **ARTICLE III CENSURE, SUSPENSION AND EXPULSION FROM**

## **MEMBERSHIP AND REMOVAL FROM OFFICE OF POSITION**

- 1. ACTION 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, but the Board shall not censure, suspend or expel a member except after a written notice to him or her stating the cause of censure, suspension or expulsion and, after he or she shall have had a full fair hearing or an opportunity so to be heard, by and before the Board. The provisions of this Section shall not in any way alter or affect the provision of Section 2 of this Article.
- 2. FILING OF CHARGES IN APPELLATE DIVISION.** Upon filing with the Appellate Division of the Supreme Court of charges against any member of the Association by the Association, the Board may suspend such member from membership, and a final decision of the Court dismissing such charges or the withdrawal of such charges by the Association shall automatically restore such member to membership. Upon any final decision by the Court suspending or disbaring a member from practice, such person shall cease to be a member of this Association. Except as above provided, a suspended member can be restored to membership only by a majority vote of the whole Board. The provisions of this Section shall not in any way alter or affect the provisions of Section 1 of this Article.
- 3. NONPAYMENT OF DUES.** Any member who is more than six months in arrears in paying his or her dues may have his or her membership terminated by the Executive Director. Any former member whose membership is terminated for nonpayment of dues may be reinstated at the direction of the Executive Director without a vote of the Board as required by Article II, Section 2.
- 4. REMOVAL FROM OFFICE.** Any officer or director who shall cease to be a member shall concurrently cease to hold such office and such office shall be filled in the manner authorized by these Bylaws to fill such vacancy.

## **ARTICLE IV BOARD OF DIRECTORS**

- 1. GENERAL.** The affairs of the Association shall be managed by its Board of Directors.
- 2. COMPOSITION.** There shall be sixteen directors of the Association all of whom shall be persons elected by the members, two of whom shall be elected to serve as Vice President and Deputy Treasurer. The Executive Director of the Association

shall be an ex officio, non-voting director of the Association for so long as such person holds office as Executive Director.

3. **QUALIFICATIONS.** Each director shall be a member of the Association.
4. **ELECTION.** Directors shall be elected by secret ballot at the Annual Meeting of the Association. Except as provided in Section 6 of this Article, each elected director shall hold office until the Annual Meeting in the last calendar year of his or her term and until his or her successor shall be elected and take office.
5. **TERM OF OFFICE.** At each Annual Meeting, the members shall elect four directors, each for a term of three years. No person elected as a director shall be eligible for re-election as a director until the expiration of one year after he or she has left that position.
6. **ELECTION AS OFFICER AND VACANCIES.** Directors shall be eligible for nomination and election as officers of the Association. If any director shall be nominated to an officer position, and such nomination is accepted, his or her office as director shall immediately become vacant. In such event, or if a vacancy in the Board shall occur from any other cause, the Board may appoint a member of the Association to act and serve as a director to fill the vacancy until the next Annual Meeting of the members at which directors are elected. If the unexpired term of the vacant office extends beyond such Annual Meeting, the candidate for director who receives the highest number of votes at such Annual Meeting after the four candidates elected to full three-year terms shall be deemed elected to fill the vacancy for the remaining unexpired term.
7. **JUDICIAL OFFICE.** No director, either in his or her personal or representative capacity, shall seek election to judicial office. No Director, either in his or her personal or representative capacity, shall publicly endorse or oppose any candidate for judicial office who would be eligible for rating by the Association under Article IX ["Judicial Ratings and Evaluation of the Judiciary"]\*. Should a director support or oppose any candidate who is not eligible for rating by the association, he or she shall not be identified in that context as a representative or Director of the Association.
8. **COMPENSATION.** Members of the Board shall not receive any compensation for their services as directors, but the Board may, by resolution, authorize reimbursements 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.

**9. COMMITTEES.**

**(A) GENERALLY.** Except as otherwise provided by these Bylaws, the Board may appoint from among the members of the Association such board committees and such committees of the Association as may be deemed desirable. Except as otherwise provided by these Bylaws or directed by the Board, each committee shall have a Chairperson who shall be appointed annually by the President of the Association from among the members of the Association, provided that, with respect to board committees, such Chairperson shall be appointed annually from among the members of the Board. The duties of the Chairperson of each committee shall include, in addition to those specifically determined by the Board, responsibility for the business of such committee and reporting to the Board with respect to such business.

**(B) EXECUTIVE COMMITTEE.** The Association shall have an Executive Committee, which shall consist of the President, Vice President, Treasurer, and Deputy Treasurer. The Immediate Past President shall be ex-officio, non-voting member of the Executive Committee. The President shall be the Chair of the Executive Committee. The Executive Committee shall advise the Board of Directors and serve as a resource for other committees and the Executive Director of the Association between meetings of the Board of Directors, with respect to the administration of the affairs of the Association (including without limitation spending matters within the budget of the Association), subject to the limitations on authority of committees pursuant to these Bylaws.

**(C) FINANCE AND AUDIT COMMITTEE.** The Association shall have a Finance and Audit Committee, which shall consist of the President, Vice President, Treasurer, and Deputy Treasurer and such other members of the Board as the Board of Directors may appoint. The Immediate Past President shall be ex-officio, non-voting member of the Finance and Audit Committee. The Finance and Audit Committee shall oversee, and advise the Board of Directors with respect to, the budgeting, accounting, and financial reporting processes of the Association and such other matters as the Board of Directors may request, subject to the limitations on authority of committees pursuant to these Bylaws.

**10. AUTHORITY OF COMMITTEES.** All committees shall be subject to the direction of the Board. No committee shall contract any debt on behalf of or in the name of either the Association, or the members, or the officers of the Board, without the express consent and approval of the Board. No action taken by any committee shall be, or shall be deemed to be, the action of the Association or of the Board, or shall be binding upon the Association or upon the members or officers of the Board,

unless and until such action shall have been ratified by the Board or by the Association.

- 11. SUPERVISION OF COMMITTEES.** The Board shall supervise each committee with the objective of having each committee act promptly upon all matters before it and requiring each committee to make reports to the Board.
- 12. ACTION BY BOARD WITHOUT MEETING.** Any action required or permitted to be taken by the Board may be taken without a meeting if all the members of the Board consent in writing to the adoption of a resolution authorizing the action. The consent may be sent by electronic mail as long as the consent sets forth, or is submitted with, information from which it can reasonably be determined that the transmission was authorized by the member. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.
- 13. TELEPHONIC PARTICIPATION.** Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board or committee.

## **ARTICLE V OFFICERS**

- 1. GENERAL.** The officers of the Association shall be a President, a Vice President, a Treasurer, a Deputy Treasurer, an Immediate Past President, and an Executive Director.
  - (A)** The President of the Association, upon the termination of his or her office, shall automatically become the Immediate Past President of the Association and shall serve as the Immediate Past President until the next election of the President.
  - (B)** The Vice President and the Deputy Treasurer shall each be elected by the members by secret ballot at the Annual Meeting of the Association.
  - (C)** Except as hereinafter provided, the Vice President and the Deputy Treasurer shall, at the Annual Meeting following his or her election to such office, automatically ascend to the office of President and Treasurer respectively.

**(D)** Each of the officers, other than the Executive Director, shall hold office until the Annual Meeting of the Association next following his or her election, appointment or ascension, as the case may be, and until, a successor shall be duly elected or appointed or shall have ascended.

**(E)** The Executive Director shall serve at the pleasure of the Board of Directors.

**2. ASCENDANCY OF THE VICE PRESIDENT AND DEPUTY TREASURER NOT AUTOMATIC.**

**(A)** In the event that the Board shall find, after a meeting duly held at which the Vice President or Deputy Treasurer is afforded an opportunity to be heard, that the best interests of the Association will not be served by the automatic ascendancy to the Presidency or Treasurer of the individual then holding the office of Vice President or Deputy Treasurer, then notwithstanding the provisions of Section 1 above, such automatic ascendancy shall not become effective and the Board shall declare that the election of a President or Treasurer shall be held at the next Annual Meeting of the Association. Such declaration shall be made, and such action taken only upon the vote of two-thirds of the entire Board at a meeting of such Board, notice of which shall state the consideration and taking of such action to be one of the purposes of the meeting. Such meeting shall be held, and such declaration made and action taken not later than the date fixed for the election of the Nominating Committee and the notice thereof shall be given to the members of such Nominating Committee immediately upon the receipt by the Executive Director of the election returns from the tellers.

**(B)** Notwithstanding the provisions of Section 1 above, in the event of a vacancy in the office of Vice President or Deputy Treasurer, no person appointed to fill such vacancy shall automatically ascend to the office of President or Treasurer.

**(C)** In either of the events above specified in Paragraphs (A) and (B), the Nominating Committee shall nominate and certify the names of two candidates for the office of President or Treasurer.

**3. PRESIDENT.** The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and all meetings of the Board, shall perform all other duties of the office of President provided for in these Bylaws, and may perform any executive duty which the Association or the Board shall request.

4. **IMMEDIATE PAST PRESIDENT.** The Immediate Past President shall serve as an ex-officio, non-voting member of the Executive Committee and the Finance and Audit Committee, and may perform any executive duty which the Association or the Board shall request.
5. **VICE PRESIDENT.** In the absence of the President or in the event of the President's inability or disability to perform the duties of the office, the Vice President shall perform the duties of the office of President. The Vice President may also perform such other executive duties as the Association or Board shall request. In the event of a vacancy in the office of President, the Vice President shall become and be President for the unexpired term of that office and for the following term.
6. **EXECUTIVE DIRECTOR.** The Executive Director shall be in active charge and management of the affairs of the Association, subject to the direction of the President and the Board, shall perform, manage and direct its affairs and business activities, shall supervise the work of its employees, and shall serve in the capacity of general advisor to the Board and to the Association. The Executive Director shall issue notices of all meetings, including Committee meetings, with a brief note in case of special meetings of the object for which they are called, shall attend all Board and general meetings and Association proceedings, and shall keep full and accurate records of the names of all members of the Association. The Executive Director shall initiate and coordinate all public relation policies of the Association and shall have the obligation to advise the Board of matters pending before any legislation body affecting lawyers in their professional capacity. The Executive Director shall perform all duties and tasks as the Association or Board shall request.
7. **TREASURER.** The Treasurer and such employees of the Association as the Treasurer shall designate, shall receive all monies of the Association, deposit the same in such bank or banks or otherwise invest such funds as the Association or Board shall direct, pay such bills as the Association or Board may direct by check signed by any two officers of the Association (including the Executive Director), give a bond for the faithful performance of the duties of Treasurer in such amount and with such sureties as the Board shall require, or be included in any such bond purchased by the Association in regard to its employees, make a report of receipts and disbursements together with all other money on hand, to the Association at its Annual Meeting and to the Board whenever required, and may perform such other executive duties as the Association or Board shall request.
8. **DEPUTY TREASURER.** In the absence of the Treasurer or in the event of the Treasurer's inability or disability to perform the duties of the office, the Deputy

Treasurer shall become and be Treasurer for the unexpired term of that office and for the following term. Further, the Deputy Treasurer shall assist the Treasurer in the performance of his or her duties as Treasurer and perform such other executive duties as the Association or Board shall request.

9. **JUDICIAL OFFICE.** No officer, either in his or her personal or representative capacity, shall seek election to judicial office. No Officer, either in his or her personal or representative capacity shall publically endorse or oppose any candidate for judicial office who would be eligible for rating by the Association under Article IX ["Judicial Ratings and Evaluation of the Judiciary"]\*. Should an officer support or oppose any candidate who is not eligible for rating by the association he or she shall not be identified in that context as a representative or officer of the Association.
10. **VACANCIES.** In the event of a vacancy in the office of Vice President or Deputy Treasurer, or if the Vice President shall become President as provided in Section 4 of this Article or the Deputy Treasurer become Treasurer as provided in Article 7 of this Article, the Board may appoint an Active Member of the Association to fill the vacancy for the unexpired term of the vacant office.

## **ARTICLE VI NOMINATING COMMITTEE AND NOMINATIONS**

1. **GENERAL.** The Nominating Committee shall be a committee of the Bar Association. The Committee shall nominate candidates annually for the officer and director positions of the Association to be filled. Members may also nominate candidates as officers and directors in accordance with the provisions of this Article.
2. **ELECTION AND COMPOSITION OF THE COMMITTEE.** The Nominating Committee shall be composed of six members plus the President ex officio. The members shall each serve three-year terms with two members being chosen each year as hereinafter provided.

**(A)** Prior to the Board meeting called for the purpose of nominating the candidates for election to the Nominating Committee, each member of the Board shall submit to the Executive Director the name of one member of the Association as a

candidate for election. No director may be a candidate for election to the Nominating Committee.

**(B)** From the submissions set forth above, the Board shall nominate the four members receiving the highest number of votes as candidates for election to the Nominating Committee for a three-year term and two candidates to fill each unexpired term. The members of the Nominating Committee shall be elected by secret ballot at the Annual Meeting, as hereinafter provided. The two candidates receiving the highest number of votes shall be elected.

**(C)** No member of the Nominating Committee may run for an officer or director position of the Association in the election for which the Nominating Committee is selecting candidates. A member of the Nominating Committee must have vacated his or her position on that Committee within ninety days after an annual election in order to be eligible to run for an officer or director position in the next election. No person elected to the Nominating Committee shall be eligible for re-election to the Nominating Committee until the expiration of one year after he or she has left his or her position on such Committee.

**(D)** Vacancies on the Nominating Committee shall be filled on an interim basis by the Board until the next Annual Meeting. At such Annual Meeting, nominees for the remainder of the term, if any, shall be voted upon by members of the Association. Such nominees shall be selected as set forth above.

3. **NOMINATIONS BY COMMITTEE.** The Nominating Committee, no later than six weeks prior to the Annual Meeting, shall nominate and certify to the Executive Director, in writing, the names of two candidates for each of the officers and directors to be elected. Each candidate must be an Active Member of the Association and not a judicial officer of a court of record.
4. **QUORUM OF COMMITTEE.** Four elected members of the Nominating Committee present at any meeting of the Committee shall constitute a quorum for the transaction of business. If no quorum is present, the members attending may recess the meeting from time-to-time until a quorum is present.
5. **ACTION BY COMMITTEE WITHOUT MEETING.** Any action required or permitted to be taken by the Nominating Committee may be taken without a meeting if all the members of the Committee consent in writing to the adoption of a resolution authorizing the action. The consent may be sent by electronic mail as long as the consent sets forth, or is submitted with, information from which it can reasonably be determined that the transmission was authorized by the member.

The resolution and the written consents thereto by the members of the Nominating Committee shall be filed with the minutes of the proceedings of the Nominating Committee.

6. **TELEPHONIC PARTICIPATION.** Any one or more members of the Nominating Committee may participate in a meeting of the Nominating Committee by means of a conference telephone or similar communications equipment or by electronic video screen communication allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board or committee.
7. **PUBLICATION OF CANDIDATES NOMINATED BY COMMITTEE.** The Executive Director shall cause the names of all candidates nominated by the Nominating Committee to be published weekly in the City of Buffalo, New York, at least fifteen days before the date of the next Annual Meeting.
8. **NOMINATIONS BY MEMBERS AND PUBLICATION OF CANDIDATES.** Any fifty members entitled to vote at the next Annual Meeting may, by notice in writing signed by them and filed with the Executive Director ten days before the next Annual Meeting, nominate one candidate for each of the offices, including the directors to be voted on at the next Annual Meeting. The Executive Director shall cause the names of all candidates so nominated by members to be published once in a newspaper in the City of Buffalo, New York, at least seven days before the day set for the next Annual Meeting.
9. **CANDIDATES ELIGIBLE FOR ELECTION.** Only candidates nominated either by the Nominating Committee or by fifty members entitled to vote at the next Annual Meeting, as herein provided, shall be eligible for election.

## **ARTICLE VII ELECTIONS**

1. **BALLOT POSITIONS.** On two days notice to all candidates and prior to the publication of the list of candidates as required by Section 7 of Article VI, the Executive Director shall determine the order in which candidates shall appear upon the ballot by lot at the office of the Association and thereafter all listings of candidates shall be in the order so determined.

**2. VOTING.**

**(A)** The members entitled to vote for officers and directors may vote by paper ballot, electronic or any other means, including the Internet, as may be authorized by the Board.

**(B)** A member shall vote for four different candidates for director for a term of three years and the ballot of any member who shall vote for more or less than four different candidates for director for a term of three years shall be void and shall not be counted. A member need not vote for any candidate for any officer position or to fill the unexpired term of any director in order to have his or her ballot counted.

**3. PROXY BALLOTS.** Any member who so desires, for any reason, may vote at the Annual Meeting by using a proxy which shall be furnished upon a request being made by the member not more than thirty days prior to the Annual Meeting to the Executive Director. All proxies must be received at the office of the Association, either by hand delivery or by U.S. Mail not later than 5:00 p.m. on the day prior to the Annual Meeting in order to be counted.

**4. HOURS POLLS OPEN.** The polls for the election of officers and directors shall remain open for such prescribed hours as the Board shall announce to the membership in advance, and for such additional period of time on the day of the election as the Board, if a quorum is present, shall direct, or the members at the Annual Meeting, if a quorum of the Board is not present, shall direct by majority vote.

**5. TELLERS.** The Board or the President shall appoint tellers to have custody and charge of the ballots and proxies at the Annual Meeting and to count the vote. The tellers shall count the vote during the progress of the annual election and shall certify and return to the Executive Director in writing, not later than the evening of the election, the total vote cast for each office, the total vote cast for each candidate, the names of the candidates elected, and any and all tie votes. The tellers shall not release any information on any aspect of the voting to anyone other than the Executive Director or the President at any time.

**6. TIES.** In case of a tie vote for any officer or director position, the Executive Director shall decide the choice by lot in the presence of the tellers and the tied candidates not later than the day following the day upon which he or she shall receive the election returns from the tellers; provided, however, that if the Executive Director shall not succeed in communicating with a tied candidate or if a tied candidate shall not attend the drawing of the lots after being notified of the

hour and the place of the drawing, the Executive Director shall proceed with the drawing in the absence of such tied candidate.

7. **NOTIFICATION OF ELECTION.** Upon receiving the election returns from the tellers and deciding the choice in all cases of tie votes, the Executive Director shall immediately notify each elected candidate of his or her election and shall call and give notice of the first meeting of the new Board of Directors, which shall be held within seven days after the day of the Annual Meeting at such time and place as the new President shall direct. Notice of the first meeting of a new Board of Directors shall be given in writing at least two days before the day set for the meeting.
8. **COMMENCEMENT OF TERM.** Newly elected officers and newly elected directors shall take office at the conclusion of the Annual Meeting at which they were elected.
9. **ELECTIONEERING.** Solicitation of votes and campaigning, if any, shall be conducted in a manner in keeping with the dignity of the profession. All campaign activities and solicitation of votes, except by the candidates in person, shall be prohibited on the day of the Annual Meeting within one block of the place designated for the Annual Meeting and the candidates shall confine their campaign activities on that day to such area as may be from time-to-time designated by the Board.

## **ARTICLE VIII MEETINGS**

1. **ANNUAL MEETING OF MEMBERS.** The Annual Meeting of the members of the Association shall be held in the County of Erie, New York, on the second Friday in June or on such other day the month of June as the Board shall direct.
2. **NOTICE OF ANNUAL MEETING.** The Executive Director shall serve written notice of the time and place of the Annual Meeting personally, by mail, by facsimile telecommunications or by electronic mail, to each member of the Association entitled to vote at such meeting. Such notice shall be given at least ten days and not more than fifty days prior thereto if given personally or if given by first class mail, facsimile telecommunications, or electronic mail, or not less than thirty days and not more than sixty days prior thereto if mailed by any other class of mail. If sent by facsimile telecommunications or electronic mail, such notice is given when directed to the member's facsimile telecommunications number or electronic mail address as it appears on the record of members, or, to such facsimile

telecommunications number or other electronic mail address as filed with the secretary of the Association. Notwithstanding the foregoing, such notice shall not be deemed to have been given by facsimile telecommunications or electronic mail (a) if the Association is unable to deliver two consecutive notices to the member by facsimile telecommunications or electronic mail or (b) the Association otherwise becomes aware that notice cannot be delivered to the member by facsimile telecommunications or electronic mail. Such notice shall be considered given by mail if printed in any newspaper or similar publication which is published by the Association and mailed to all of the members of the Association within the time permitted for sending notice by mail as provided above in this paragraph. Whenever the Association has more than five hundred members, such notice may be served by publication in a newspaper published in Erie County, New York, once a week for three successive weeks next preceding the date of the meeting, provided that the Association shall also prominently post notice of such meeting on the homepage of any website maintained by the Association continuously from the date of publication through the date of the meeting. The Association shall send notice of meetings by first class mail to any member who requests in writing that such notices be delivered by such method.

3. **SPECIAL MEETING OF MEMBERS AND NOTICE.** Special meetings of the members may be called by the President and shall be called by the President at the direction of the Board, or upon written request of fifty Active Members entitled to vote, not later than ten days after such direction or request. The Executive Director shall serve written notice of any special meeting indicating the place, date and hour of the meeting, and the purpose of such meeting, in the same manner permitted for service of the notice of the Annual Meeting.
4. **QUORUM OF MEETINGS FOR MEMBERS.** One hundred members entitled to cast votes, or one-tenth of the total number of votes entitled to be cast, whichever is less, present in person or by proxy (as permitted in Section 8 of this Article) at any meeting of the members of the Association shall constitute a quorum for the transaction of business provided, however, that the presence of a member by proxy shall only be considered in determining a quorum for the limited purpose of voting upon the election, resolution or amendment to these Bylaws to which the proxy specifically relates, and such member may not be considered present in determining a quorum for the transaction of any other business. If no quorum is present, the members present may recess the meeting from time-to-time until a quorum is present.
5. **MEETINGS OF THE BOARD.** Regular meetings of the Board shall be held at least once a month except in the months of July and August, at such time and place as it

shall direct. Special meetings of the Board shall be held whenever any three members of the Board or the President shall call the same, at such time and place as shall be specified in the call of the meeting. Notice of regular and special meetings shall be given in such manner and form, and at such time prior to the meeting, as the Board shall direct.

6. **QUORUM FOR MEETINGS OF THE BOARD.** Unless otherwise provided in these Bylaws, a majority of the entire Board shall constitute a quorum for the transaction of business. If no quorum be present, the Directors present may recess from time-to-time until a quorum is present.
7. **VOTING BY MEMBERS AND DIRECTORS.** The vote of the majority of those who are present and entitled to vote at a meeting of the Board, or at a meeting of the members, at which a quorum is present, shall be sufficient for the transaction of business unless a vote of a greater number is required by law or by these Bylaws, provided, however, that directors and elective officers shall be elected by a plurality of the votes cast in any election.
8. **VOTING BY MEMBERS BY PROXY.** A member may vote at a meeting of members by authorizing the Executive Director, or any other person designated by the Board, to act for him or her by proxy as hereinafter provided. Such proxy shall be in writing in a form provided by the Executive Director and approved by the Board, shall recite the names of the nominees for director or officer, or text of the resolutions or amendments to these Bylaws, to be considered by the meeting to which it shall relate, and shall indicate how the members so voting authorizes the person, acting for him or her by proxy, to vote for directors and officers, and whether the member so voting authorizes the person, acting for him or her by proxy, to vote in favor of or against each of such resolutions or amendments, or to abstain in regard to any such votes. Such proxy may be revoked at any time prior to its being exercised by the member issuing it and, further, shall be revoked by the death of such member or, by receipt of the Executive Director prior to such proxy being exercised, of a written notice of an adjudication of incompetence of such member. Such proxy shall only relate to a specific Annual Meeting or specific special meeting of the Association, and shall terminate at the conclusion of such meeting or at the conclusion of the adjourned meeting thereof.

## **ARTICLE IX JUDICIAL RATINGS AND EVALUATION OF THE JUDICIARY**

**1. APPOINTMENT AND COMPOSITION OF THE JUDICIARY COMMITTEE.** The Board shall appoint members of the Association to fill vacancies on the Judiciary Committee. In the event that a member of the Committee is replaced for any reason, his or her replacement shall be of the same political affiliation. The Committee shall be composed of twenty-nine members, of whom at least nine new members shall be designated each year. Not more than fourteen members shall be of the same political affiliation. No member of the Committee shall seek election to a judicial office or publicly endorse or oppose any candidate for judicial office.

**2. AUTHORITY AND DUTY OF THE ASSOCIATION TO RATE CANDIDATES FOR JUDICIAL OFFICE.**

**(A)** The Association shall rate any person nominated for, or who has filed nomination petitions for, or whom the Board in its discretion determines may become a candidate for, judicial office in Supreme Court (if the candidate resides in or regularly practices or sits in Erie County), Erie County Court, Erie County Surrogate, Erie County Family Court, and Buffalo City Court.

**(B)** The Association, at the discretion of the Board, may rate any other applicant for judicial office in the Supreme Court, Eighth Judicial District; the Appellate Division, Fourth Department; the New York Court of Appeals; the United States District Court for the Western District of New York; or the United States Court of Appeals for the Second Circuit upon the request of the applicant, or the appointing official body or, upon the initiative of the Association.

**3. DUTIES OF THE JUDICIARY COMMITTEE.**

The Judiciary Committee shall evaluate all persons whom the Association must rate for judicial office or whom, in its discretion, it chooses to rate, and shall report its determination of the rating of the applicant to the Board.

**4. JUDICIAL RATING PROCEDURE.**

**(A)** The Judiciary Committee shall request all persons who are to be rated for judicial office to submit a completed written questionnaire which shall also constitute an application for judicial rating. Any such questionnaire submitted by an individual who is then an officer or director of the Association shall not be considered by the Committee until a written resignation executed by such individual, reciting his or her immediately effective resignation as such officer or director, shall have been tendered to the Board.

**(B)** The questionnaire shall be in such form as may be prescribed by the Board from time-to-time. The failure of an applicant to submit a questionnaire may be considered in evaluating the applicant and given such weight as the Committee or Board, as the case may be, deems appropriate.

**(C)** Applications for judicial ratings are to be submitted no later than the date set forth in the questionnaire referred to herein. This condition may be waived by the Committee for good cause shown.

**(D)** The presence of fifteen members of the Committee shall constitute a quorum of the transaction of business.

**(E)** The judicial rating of an applicant shall include, but not be limited to, the consideration of the following criteria:

- (i) Integrity
- (ii) Experience
- (iii) Professional Ability
- (iv) Education
- (v) Reputation
- (vi) Industry
- (vii) Temperament
- (viii) Fairness
- (ix) Statutory Standards
- (x) Attitude
- (xi) Punctuality

and such other information as necessary to evaluate the applicant.

**(F)** The Committee, upon completing its evaluation of an applicant, shall make a determination as to a rating for such applicant. The rating determinations are to be as follows:

- Rating: "Outstanding"
- Rating: "Well Qualified"
- Rating: "Qualified"
- Rating: "Not Recommended"

**(G)** A rating shall be determined by secret ballot and shall require the following votes of the Committee:

- Rating: "Outstanding": Eighty percent of the Committee members present and voting.
- Rating: "Well Qualified": Sixty-seven percent of the Committee members present and voting.
- Rating: "Qualified" and "Not Recommended": Simple majority of the committee members are present and voting.

The Committee shall continue to vote on a rating for an applicant until a rating is determined in accordance with the above-stated percentages.

**(H)** An applicant who receives the rating "Not Recommended" shall be so notified, by any reasonable means determined by the Committee, at least two days in advance of the date determined by the Committee for the release of such rating for publication. Such applicant may request reconsideration of the rating within the time and in the manner established by the Committee. The Board shall promulgate procedures for such reconsideration, which shall include among other things a mechanism whereby the applicant's request for reconsideration is first presented to the Committee, which will make recommendations to the Board in accordance with the Board's procedures for reconsideration. The Board shall then, at a meeting at which no less than twelve Board members shall be present, make a final determination of the rating of such applicant. Any change by the Board on such reconsideration to any rating of the Committee shall require the affirmative vote of at least twelve Board members. No public announcement of the rating shall be made until two days after the applicant has been notified of the rating or of the results of any reconsideration. At any time prior to the date fixed for publication of the rating, the applicant may withdraw his or her application for a rating upon the execution of a written instrument on a form, the contents of which have been prescribed by the Board, withdrawing his or her candidacy for that judicial office and agreeing not to accept appointment thereto. Each applicant receiving such a rating shall promptly be provided with the prescribed form, the procedure for requesting reconsideration, and the date upon which the rating will otherwise be published. Upon the execution of such written instrument withdrawing his or her candidacy, the rating of the applicant shall not be published. If the applicant fails to execute such written instrument, the Committee, after the expiration of the two day period following notice to the applicant of the rating or the result of the reconsideration, as the case may be, shall publish the rating.

**(I)** When notifying an applicant that he or she has received a rating of "Not Recommended" the Committee shall give the applicant a written general explanation of the factors underlying such rating. This explanation shall be

sufficiently general so as to protect the confidentiality of all who gave information pertinent to the rating or participated in any deliberations thereon. The Committee shall not make public the said explanation unless, in the judgment of the Committee, such public release is necessary to protect the reputation of the Association, or the integrity of the judicial rating process, or its acceptance by the public.

**(J)** All discussions and proceedings of the Committee concerning candidates, shall be held in the strictest confidence by each member of the Committee, and shall not be discussed at any time with any person not a member of the Committee except as may otherwise be required by applicable law. Any member of the Committee charged with a breach of this requirement of confidentiality may be suspended by the Chair of the Committee pending an investigation, hearing and recommendation by a subcommittee consisting of the President of the Association, the Chair of the Committee and the Board's liaison to the Committee. After the subcommittee members have made their recommendation to the Board, final action shall be taken by the Board which may in its discretion remove such Committee member and choose a replacement for such member.

## **5. JUDICIAL PERFORMANCE AND PROCEDURE.**

**(A)** The Association, in accordance with procedures established by the Board, may periodically solicit from the members of the Association written performance evaluations of sitting judges, except town and village justices, and of all family court hearing examiners and Supreme Court matrimonial referees. The performance evaluation ratings shall be as follows:

Rating: S - Satisfactory  
Rating: I - Improvement Needed (with specific recommendations)  
Rating: U - Unsatisfactory

**(B)** The Board shall review the results of any such evaluations and take such action thereon as it deems appropriate.

## **6. RECUSAL OF DIRECTORS AND JUDICIARY COMMITTEE MEMBERS.**

**(A)** No director or Judiciary Committee member who has within the last year endorsed a candidate in his or her efforts to attain judicial office through financial

contribution or in any other manner, shall participate in the rating of such candidate or any candidate running in opposition thereto. For purposes of this Section 6, the term "year" shall mean the period beginning with the day after the most recent Election Day in November through Election Day in the following November.

**(B)** No member of the Committee or the Board shall take part in the interview, deliberations or shall vote concerning a candidate where there exists a conflict of interest, or the appearance of a conflict of interest. Each Committee and Board member is under an obligation to disclose his or her personal and professional relationship or other potential conflicts of interest with the candidates to be evaluated and may recuse him or herself from participation with regard to such candidate(s). A Committee or Board member who practices with a candidate in a law firm or other legal organization shall recuse him or herself from the proceedings with regard to that candidate. If the nature of the relationship between the candidate and the Committee or Board member is such that it would create the appearance of a conflict of interest if that member were involved in the evaluation of other candidates for the same judicial office, then such member should also recuse him or herself from the proceedings with regard to such other candidates. In the absence of recusal, a vote of a majority of the Committee or Board members present (excluding the member at issue) shall be required to disqualify a Committee member from participating concerning a particular candidate(s) on the ground that there exists the appearance of a conflict of interest.

## **ARTICLE X DUES**

**1. FISCAL YEAR.** The fiscal year of the Association shall be from June 1 of each year to and including May 31 of the following year.

**2. ANNUAL DUES.**

**(A)** The annual dues of the members of the Association for each class of membership shall be established by the Board from time-to-time, subject to the limitations contained in this Section 2.

**(B)** Any member who becomes a Life Member pursuant to Article II shall be exempt from annual dues upon the payment to the Association of a Life

Membership fee in an amount to be established by the Board from time-to-time, subject to the limitations of this Section 2. All Life Membership fees received shall be deposited by the Board in a Life Membership Endowment Fund. The principal of the Life Membership Endowment Fund shall be invested as directed by the Board in its discretion. The income from the Life Membership Endowment Fund shall be applied, without restriction, to the general operating budget of the Association. The principal of the Life Membership Endowment Fund shall not be invaded unless a two-thirds majority of the Board shall affirmatively vote at a meeting of the Board to invade such principal for use in furthering the purposes of the Association.

**(C)** The Board shall have full power to adjust the amount of dues and the Life Membership fee provided for above except that no increase in excess of ten percent of the previous year's dues or Life Membership fee for any category of membership shall be enacted unless a two-thirds majority of the Board shall affirmatively vote therefor at a meeting of the Board. The Board may not, by any vote, increase the dues or Life Membership fee of any membership category to exceed twenty percent of the previous year's dues or fees without approval of a majority of the members of the Association present and voting at the Annual Meeting or at a special meeting of the Association.

**(D)** The sum of fifteen dollars (\$15.00) annually, from the dues of each Active and Contributing member, shall be expressly allocated and used exclusively for the purpose of public information and education in such manner and fashion as determined and directed by the Board.

3. **PRO RATION.** Persons admitted to membership between June 1 and September 1 shall pay the full annual dues. Those admitted between September 1 and December 1 shall pay three-quarters of the annual dues. Those admitted between December 1 and March 1 shall pay one-quarter of the annual dues.
4. **DUE DATE.** Except as provided in Article II, dues shall be due on the first day of June of each year. Bills for such dues shall be rendered two months in advance of the due date and all such bills shall be rendered at the same time. Any member who shall not have paid his or her dues by the first day of June of each year shall be in arrears in payment of dues within the meaning of Section 5 of this Article.
5. **NOTIFICATION OF ELECTION TELLERS OF MEMBERS IN ARREARS.** The Executive Director shall furnish to the tellers appointed to count the vote cast in any election, or member of the Nominating Committee, a list of the members who shall be in arrears of dues, within the meaning of Section 4 of this Article on the day when the vote is to be counted by the tellers, and the vote of any members

who shall be so in arrears of dues on that day shall be void and shall not be counted unless such member shall pay his or her arrears of dues in full before the tellers begin to count the vote. The Executive Director shall furnish to the tellers, appointed to have custody and charge of the ballot box or voting machine at the Annual Election, a list of the members who shall be in arrears of dues, within the meaning of Section 4 of this Article, on the day of the Annual Meeting. The tellers shall not allow any members so in arrears of dues to vote until members shall then pay his or her arrears of dues in full, and the vote of any member who shall be so in arrears of dues in full shall be void and shall not be counted.

## **ARTICLE XI AMENDMENT**

- 1. PROPOSAL OF AMENDMENT.** Amendment of these Bylaws may be proposed by the Board, by a resolution of the Board, stating the text or texts of the proposed amendment or amendments, or by fifty members entitled to vote by filing with the Executive Director a written statement of the text or texts of the proposed amendment or amendments and a request for a vote of the Association thereon signed by them.
  
- 2. SPECIAL MEETING UPON APPROVAL BY BOARD.** Upon the adoption of any such resolution by the Board, the Executive Director shall within ten days thereafter issue a call of a special meeting of the members to vote on the proposed amendment or amendments, and shall give the notice required in Section 3 of Article VIII of these Bylaws and, along with such notice, shall furnish the text or texts of the proposed amendment or amendments to each member of the Association.
  
- 3. SPECIAL MEETING UPON PROPOSAL BY MEMBERS.** Upon the filing of any such statement and request signed by fifty members entitled to vote and within ten days thereafter, the Executive Director shall notify each member of the Board of the filing of such statement and request and shall furnish each member of the Board with the text or texts of the proposed amendment or amendments and, within thirty days after so notifying and furnishing such text or texts to the members of the Board, the Executive Director shall issue a call for a special meeting of the members to vote on the proposed amendment or amendments, and shall give the notice required in Section 3 of Article VIII of these Bylaws and, along with such notice, shall furnish the text or texts of the proposed amendment or amendments to each member of the Association.

4. **VOTING ON AMENDMENT.** These Bylaws may be amended by a majority vote of the members present and entitled to vote at a special meeting called, as hereinabove provided, to act upon a proposed amendment or amendments, and may also be amended by a like vote at any Annual Meeting or other regular meeting, provided notice shall have been given and the text or texts of the proposed amendment or amendments shall have been furnished to members as prescribed in Sections 2 and 3 of this Article. The effective date of an amendment of these Bylaws shall be fixed by the members present at the meeting at which such amendment shall be adopted.

## **ARTICLE XII REFERENDUM**

1. **GENERAL.** The Board shall have power, on its own motion or upon the written request of any standing committee, or of any special committee, or upon a request in writing signed by fifty members entitled to vote at a meeting of the Association and filed with the Executive Director, to refer to a vote of the members by mail ballot any question, proposal, or matter whatsoever, in or as to which the legal profession or the Association has a professional interest or duty.
2. **VOTING ON REFERENDUM.** The voting upon any such referendum shall be by secret mail ballot and an accompanying paper to be signed by the voting member, and all applicable provisions of Article VI with respect to voting by mail and counting the vote upon an election of members of the Nominating Committee, shall apply to, regulate and govern voting by mail and counting the vote upon a referendum.
3. **NON-APPLICATION TO JUDICIAL RATINGS.** This Article shall not apply to any matter relating to judicial ratings and judicial performance evaluation.

## **ARTICLE XIII SUBSTANTIAL COMPLIANCE WITH BYLAWS**

1. Any action which shall be taken by a member or members, or by an officer or director, or by any committee, or by the Board, purporting to act, pursuant to and in accordance with, any provision or provisions of these Bylaws, shall be valid, notwithstanding a failure strictly to comply with the letter of such provision or provisions, if such action shall have been taken in good faith and shall substantially accord with the spirit and intent of such provision or provisions, and the decision of

the Board as to whether or not any such action is valid within the meaning of this Section, 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 XIV REPEAL OF PRIOR BYLAWS**

- 1.** The Bylaws of the Association in effect at the time of the adoption of these Bylaws are repealed and these Bylaws shall be effective as of, and from the date of, their adoption.

#### **ARTICLE XV INDEMNIFICATION**

- 1.** The Association may, upon duly adopted resolution of the Board, indemnify any person made a party to an action by, or in the right of, the Association to procure a judgment in its favor by reason of the fact that such person, his or her testator or intestate, is or was a director, officer, or employee of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by such person in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such director, officer, or employee, is adjudged to have breached his or her duty to the Association. In no event shall indemnification include the amount paid in settling, or otherwise disposing of, a threatened action or a pending action, nor expenses incurred in defending a threatened action or a pending action which is settled or otherwise disposed of without court approval. The Association may, upon duly adopted resolution of the Board, indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by, or in the right of, the Association to procure a judgment in its favor, whether civil or criminal, including any action by, or in the right of, any other corporation of any type of kind, domestic or foreign, or any partnership, joint venture, trust or other enterprise, which any director, officer, or employee of the Association served in any capacity at the request of the Association, by reason of the fact that he or she, their testator or intestate, was a director, officer, or employee of the Association, or served such other corporation, partnership, joint venture, trust or other enterprise in any capacity, against judgment, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such director, officer, or

employee acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Association and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful. The foregoing right of indemnification shall not be exclusive of other rights to which he or she may be entitled.

## **APPENDIX A BYLAWS**

*Adopted by the members of the Bar Association of Erie County  
March 1980*

### **Article IX amended June 1983**

*Article IX, Sections 4(P) and 4(G);  
5(B), 5(D), 5(E) and 5(P)*

### **Article X amended February 1985**

### **Articles IV and V amended June 1985**

### **Amended June 14, 1996:**

*Article III, New Section 3*

### **Article IX, Section 6, amended June**

*Article IV, Section 5*

### **1986**

*Article IV, Section 6*

### **Articles VI and VIII amended June**

*Article VII, Section 3*

### **1987**

*Article IV, Section 2*

*Article VIII, Section 4*

### **Article X amended June 1988**

*Article VIII, Section 6*

*Article IX, Section 6*

### **Amended November 1, 1989:**

*Article II, Sections 1(B) and 1(E)*

*Article IV, Sections 6 and 7*

*Article V, Section 1(C)*

*Article VII, Sections 2, 4 and 6*

*Article VIII, Section 7*

*Article IX, Section 1*

### **Amended June 13, 1997:**

*Article IV, Section 7*

*Article V, Section 8*

*Article IX*

### **Amended May 20, 1991:**

*Article VII, Sections 3, 4 and 6*

*Article VIII, Sections 4 and 8*

### **Amended June 9, 2000:**

*Article IV, Section 7*

*Article V, Section 8*

### **Amended June 12, 1992:**

*Article II, Section 1(P)*

*Article X, Section 2(G)*

*Article IX, Sections 4(P) and 4(G);*

*5(B), 5(D), 5(E) and 5(P); 6(A); and 7*

### **Amended June 8, 2001:**

*Article IX, Section I*

*Article IX, Section 2(A)*

*Article IX, Section 5(A)*

### **Amended June 10, 1994:**

### **Amended June 13, 2003:**

*Article IV, Section 9*

*Article VII, Section 4*

*Article VIII, Section 6*

*Article IX, Section 4(A)*  
*Article IX, Section 4(H)*  
*Article IX, Section 4(J) (new section)*  
*Article IX, Section 6(B) (new section)*

**Amended June 11, 2004:**

*Article VII, Section 2 (Sample Ballot eliminated)*  
*Article VII, Section 2(A)*

**Amended June 10, 2005:**

*Article II, Section 1(F) (Affiliate Member: Law School Student added)*

**Amended June 10, 2011:**

*Article VII, Sections 2(A) and 3*

**Amended June 8, 2012:**

*Article IV, Sections 7 and 12*  
*Article V, Section 8*  
*Article VIII, Section 8*

**Amended June 14, 2013:**

*Article III, Section 3*

**Amended June 26, 2020:**

*Article IV, Sections 2, 9 and 12*  
*Article V, Sections 1 and 4*  
*Article VI, Sections 1, 5 and 6*  
*Article VIII, Section 2*  
*Article IX, Sections 3 and 5*