

2/2/09

BY-LAWS OF THE NEW ROCHELLE BAR ASSOCIATION

ARTICLE I

NAME

Section 1. The name of this organization shall be the "NEW ROCHELLE BAR ASSOCIATION, INC."

ARTICLE II

Membership

Section 1. Any member of the Bar of the State of New York in good standing who resides in or has an office for the practice of law in Westchester County, or who has formerly resided in or has had an office for the practice of law in Westchester County may become an Active Member of this Association, upon application as prescribed in the BY-LAWS and upon the payment of dues. A person not eligible as an active member in the Association may be admitted to membership in the Association as an Honorary Member (see Section 7 hereof) or as an Associate Member (see Section 8 hereof) in the manner prescribed herein.

Section 2. Application for membership must be in writing duly subscribed by the applicant and accompanied by payment of dues for the current year, giving the full name and residence of the applicant, the office and post office address and date and place of the applicant's admission to practice in the State of New York and a statement of good standing in the Bar of the State of New York.

Section 3. The Board of Directors shall receive and consider all communications respecting the applicant, and shall make inquiry as to the applicant's qualifications in accordance with the provisions of Section 2 above.

Section 4. The proceedings of the Board of Directors with respect to applications for membership shall be confidential.

Section 5. All applications for membership shall be considered by the Board of Directors which shall approve or reject the application.

Section 6. Membership shall be terminated by resignation, by non-payment of dues as prescribed in the BY-LAWS, or by expulsion as hereinafter provided.

Section 7. Any person who has attained preeminent distinction and/or, in the judgment of the Board of Directors has made a substantial contribution to the Association, may be elected an Honorary Member of the Association. Such election may be made at any meeting of the Board of Directors by affirmative vote equal to three-fifths (3/5) of the Directors in attendance, or at any meeting of the Association by affirmative vote of three-fifths (3/5) of the members present. Honorary members shall be exempt from the payment of dues. They shall have all of the privileges of Active Membership but shall not be entitled to vote. Any Honorary Member who is otherwise eligible, may become an Active Member upon written application to the Secretary. Thereafter, if approved, said Honorary Member shall be considered both an Honorary Member and an Active Member, and shall have all of the rights and responsibilities of an Active Member.

Section 8. Associate Membership. Any person not a member of the Bar of the State of New York but connected with or working in the legal profession or otherwise interested in the Association who is not qualified for Active Membership in the Association may become an Associate Member upon election to Associate Membership and payment of dues as hereinafter provided.

Associate Members shall not be entitled to hold office or vote but shall have all other privileges of Active Membership except as otherwise specifically proved by these BY-LAWS.

ARTICLE III

MEMBERSHIP MEETINGS

Section 1. The annual meeting of the Association shall be held in the month of June of each year or at such other time as the Board of Directors shall decide at such place and time as the Board of Directors shall fix.

Section 2. Stated meetings of the Association shall be held at least four times per year at such place and time as the Board of Directors shall fix. Additional meetings may be called by the Board of Directors. Notice of any meeting of the Association shall be held on five (5) days notice to the membership.

Section 3. Special meetings of the membership of the Association may be called at any time by the Board of Directors and shall be called by the Secretary upon the written request of at least fifteen active members who shall specify in such request the purpose of the call. Written notice of such meetings and the object thereof shall be given by the Secretary to all members by mail at least five (5) days before the meeting. No other business than that specified shall be transacted at such meeting.

Section 4. Any meeting of the membership of the Association the presence of twelve (12) active members shall be necessary to constitute a quorum.

Section 5. At each annual and stated meeting of the Association, after the appropriate opening thereof, the Order of Business shall be as follows:

1. Calling the roll
2. Reading of the minutes of the preceding meeting
3. Report of the President
4. Report of the Treasurer
5. Report of Board of Directors
6. Elections
7. Reports of other standing committees
8. Reports of Special Committees
9. Special orders
10. Miscellaneous business

Section 6. This order may be changed by a vote of the majority of the members present.

Section 7. Robert's Rules of Order shall govern all meetings of the Association, except in cases otherwise provided for by the BY-LAWS, or by the rules of order or resolutions adopted by the Association.

Section 8. At all meetings of the Association, or in the absence of the President, the Vice President, as designated by the President, shall preside. In the event of the President's absence or disability, the presiding Vice president shall be chosen by a majority of the Board of Directors. If neither of these officers is present, a President Pro Tempore shall be chosen by and from a majority of the attending members of the Board of Directors.

ARTICLE IV

OFFICERS AND DIRECTORS

Section 1. The officers of the Association shall be a President, two Vice Presidents, a Secretary and a Treasurer who, with the Directors elected as prescribed herein, shall constitute the Board of Directors. Only Active Members may be officers or directors.

Section 2. There shall be nine elected Directors who shall be divided into three classes of equal number. Three Directors shall be elected at each Annual Meeting for a term of three (3) years. Vacancies shall be filled by election by the Board of Directors for the balance of the term. If a Director shall be elected an Officer of the Association, his or her term as Director shall automatically terminate upon the taking of such office.

Section 3. The Officers shall be elected for a one (1) year term at the annual meeting. Any Officer may be re-elected for one successive term. If the Vice President or other Officer shall fill the Office of President for less than the majority of the existing term of the President's tenure in office, then said Officer, if nominated, may succeed himself or herself in office for two (2) successive terms. Upon two-thirds (2/3) vote of the Board of Directors, any officer may be re-nominated more than once and re-elected pursuant to Article X.

Section 4. The Officers and Directors shall enter upon their duties upon taking their oath of office and shall hold office until succeeded or removed.

Section 5. The Board of Directors shall meet at least once in every two months, except in July and August. At least seven (7) days notice of the meeting shall be given by the President. Upon written demand of at least three (3) members of the Board of Directors, the President shall call a meeting within two (2) weeks and shall provide at least seven (7) days notice thereof.

Section 6. In addition to specific powers as are specifically conferred upon it by another provision of these BY-LAWS, the Board of Directors shall manage the affairs of the Association, and may make such regulations as it deems advisable, not inconsistent with the Articles of Incorporation and these BY-LAWS. Provided, however, that its action may be overruled by the general membership at any stated or annual meeting by a two-thirds (2/3) majority vote.

Section 7. The Board of Directors shall keep a record of its proceedings, and shall make a report of its activities at each meeting of the Association; and at any meeting it may submit for consideration any business which, in its judgment, shall require the action of the Association.

Section 8. The Secretary of the Association shall be the Secretary of the Board of Directors.

Section 9. At any meeting of the Board of Directors the presence of seven (7) members shall be necessary to constitute a quorum.

ARTICLE V

PRESIDENT

Section 1. The President shall exercise the powers and perform the duties assigned to the President in these BY-LAWS and be the Chief Executive Officer of the Association and Chair of the Board of Directors. The President, subject to the Articles of Incorporation and BY-LAWS, shall generally supervise the management of its affairs, and at the annual meeting make a statement or report relative to its condition, activities and progress, and shall preside at Board of Directors and Membership meetings. The immediate past President shall serve as a member of the Board of Directors of the Association for the duration of his or her successor's first year in office.

ARTICLE VI

VICE-PRESIDENTS

Section 1. The Vice-Presidents shall perform such duties as may be assigned to the respective Vice-President by the President and in the absence of the President shall perform the President's duties as directed by the President. In the event of the President's disability, the Vice-President designated by a majority of the Board of Directors shall perform the President's duties.

ARTICLE VII

SECRETARY

Section 1. The Secretary shall keep a record of the Board of Directors, and of all other matters as may be directed by the Board of Directors.

Section 2. If directed by the President, the Secretary shall notify all Officers and Members of Committees of their election or appointment, shall issue notices of all meetings of the Association and of the Board of Directors and, in case of special meetings, shall set forth in the notice the object of the call.

Section 3. The Secretary shall furnish to the Treasurer the names and addresses of all persons newly elected to membership.

Section 4. The Secretary shall be the custodian of the seal of the Association.

Section 5. The secretary shall perform such other duties as the BY-LAWS shall prescribe, or the Association, or the Board of Directors shall assign to the Secretary.

Section 6. Upon leaving office, the Secretary shall turn over the minutes, seal and other records to the in-coming Secretary.

ARTICLE VIII

TREASURER

Section 1. The Treasurer shall keep a complete roll of the membership and notify new Members of their election. Under the direction of the Board of Directors, the Treasurer shall collect and disburse all funds of the Association, and keep regular accounts in books belonging to the Association, which shall be open to the inspection of any Active Member of the Association.

Section 2. At each stated meeting of the Association, and of the Board of Directors, the Treasurer shall report the balance of money on hand, and any existing appropriation which may affect the same. Written quarterly reports shall be made to the Board of Directors.

Section 3. On an Annual basis, the Treasurer shall make a full written report of the financial condition of the Association and its transaction for the past year.

Section 4. The Treasurer's accounts shall be audited by a committee of up to three (3) members of the Association, to be appointed by the President at the Annual meeting in June of each year, who shall report thereon at the next meeting.

Section 5. Upon leaving office the Treasurer shall turn over all records maintained by the Treasurer during the Treasurer's tenure to the in-coming Treasurer.

ARTICLE IX

FEES AND DUES

Section 1. Each applicant for membership in the Association shall pay the dues for the current calendar year, which shall accompany the applicant's application; and if such applicant be denied membership, such dues will be refunded.

Section 2. Each member shall pay as annual due an amount which shall be set by a two-thirds (2/3) vote of the Board of Directors.

Section 3. In January of each year the Treasurer shall notify all members that annual dues are to be paid.

Section 4. A member who shall fail to pay the annual dues within sixty (60) days after they are due and payable shall be notified thereof in writing by the Treasurer, and if such default continues for a further period of thirty (30) days, the Treasurer shall report the same to the Board of Directors, which shall take such action as it deems advisable, not inconsistent with the BY-LAWS, including striking the delinquent member from the roll of membership.

Section 5. No person in default in the payment of his or her dues for more than four (4) months shall vote or hold office in the Association.

Section 6. After the expiration of one year from the time such dues are payable, the Board of Directors, on written notice to a member, may order the name of such member in default to be stricken from the roll of members.

ARTICLE X

NOMINATING COMMITTEE AND ELECTION OF OFFICERS

Section 1. At their March Board of Directors meeting, the Board of Directors shall nominate three Active Members who are not Officers of the Association for membership on the Nominating Committee.

Section 2. The Nominating Committee shall designate candidates for all offices and for membership on the Board of Directors to be elected at the June meeting. The report of the Nominating Committee designating those nominees shall be filed with the Secretary and mailed to the members of the Association at least twenty (20) days before the June meeting. Any such fifteen (15) Active Members of the Association in good standing may nominate a candidate for any or all of the offices or for such directorships required to be elected by vote at the Annual Meeting. Such nominations must be in writing, signed by the fifteen members, and filed with the Secretary of the Association not later than ten (10) days prior to the Annual election.

Section 3. No candidate to be voted upon at such Annual Meeting shall be nominated otherwise than as herein provided, except in cases of a vacancy occurring by reason of resignation, death or disability of any candidate or otherwise, in any of which events such vacancies shall be filled by the Board of Directors.

Section 4. In the Notice of the June meeting the Secretary shall state the offices to be filled and the nomination or nominations made for each office and for membership on the Board of Directors.

ARTICLE XI

STANDING COMMITTEES and SPECIAL COMMITTEES

- Section 1. The following Committees shall be designated "Standing Committees":
- a) Nominating
 - b) By-Laws
 - c) Dinner/Social
 - d) Membership
 - e) Legislative

Section 2. "Special Committees" shall be formed by the President with approval of a majority of the Board of Directors for a specific purpose, and shall report and recommend action to the Board of Directors.

Section 3. The President of the Association may at any time constitute new committees, and shall define the powers of such committees, subject to the BY-LAWS.

ARTICLE XII

MEMBER OF THE BOARD OF DIRECTORS OF THE WESTCHESTER COUNTY BAR ASSOCIATION

Section 1. The President, upon assuming office each year, shall serve or appoint an Active Member of the Association to serve as a Member of the Board of Directors of the Westchester County Bar Association. Said member shall serve in such capacity until the next annual election of Officers of the Association.

Section 2. Said Active Member shall attend the meetings of the Board of Directors of the Westchester County Bar Association, and report to the Board of Directors of this Association with respect to the business transacted at such meetings. Said member shall have no power to bind the New Rochelle Bar Association, unless expressly directed to do so by the action of its Board of Directors.

ARTICLE XIII

VACANCY IN OFFICE

Section 1. In the case of a vacancy in any office or in the membership of a standing committee, it shall be filled by an appointment by the Board of Directors which shall be effective until the next Annual Election, except in the case of a vacancy in the Office of the President, which shall be filled by the Vice-President in the manner prescribed in Article VI, Section 1, until the next Annual Election.

ARTICLE XIV

AMENDMENTS

Section 1. These BY-LAWS may be amended by a two-thirds (2/3) vote of the Members present at any meeting of the Association provided that the proposed amendment shall have been approved by the Board of Directors or provided that notice of the proposed amendment subscribed by seven (7) members of the Association has been given at a previous stated meeting and provided also that notice of such meeting shall have been mailed by the Secretary together with a copy of the proposed amendment to each member at least ten (10) days before such meeting.

Section 2. Upon the consideration of any proposed amendment, amendments thereto may be offered and voted upon at such meeting.

ARTICLE XV

REMOVAL AND RESIGNATION

Section 1. Suspensions: Upon the suspension or disbarment of any Active Member, such person's membership in the Association shall terminate and such person shall not be eligible for any class of membership. A suspended member can be restored to Active membership only by a majority vote of the Board of Directors.

Section 2. Removal from Office: Any Officer, Director or Member of any committee may be removed for cause by a vote of the entire Board of Directors. Such a vote may be taken only at a meeting in which all members of the Board and the person whose removal is sought are given ten (10) days written notice stating the cause of the removal.