

**BY- LAWS OF THE
WARREN COUNTY BAR ASSOCIATION, INC.**

ARTICLE I. - NAME

This corporation shall be called "Warren County Bar Association, Inc.", and is herein referred to as "the Association". No member of the Association shall use the phrase "bar association" to imply that an activity or function is officially sponsored by the Association without the authority of the Board of Directors.

ARTICLE II. - OBJECT

The Association is formed to cultivate the science of jurisprudence, to promote reform in the Law, to facilitate the administration of justice, to maintain the standards of integrity, honor and courtesy in the legal profession, and to promote and cherish a spirit of fellowship among its members.

ARTICLE III. – MEMBERS

1. QUALIFICATIONS FOR MEMBERSHIP.

Any person is eligible for membership in this Association who has been admitted to practice as an attorney and counselor at law in the State of New York, is in good standing at the bar of the State, and who resides or practices law in Warren County, provided that these requirements shall not apply to Honorary Members.

2. ELECTION TO MEMBERSHIP.

Candidates shall make application in writing to the Association on a form prescribed by the Board of Directors. The application form shall require the applicant to abide by the by-laws of the Association, to serve upon the committees to which appointed, and to carry out all responsibilities of a member of the Association.

The application shall be referred to the Board of Directors, which shall act upon it within two months after its receipt at the Association's office. The Board of Directors shall examine the qualifications and fitness of the applicant and shall vote upon each application for membership.

New members shall be reported to the members of the Association in its newsletter and at the next monthly meeting.

3. DUES PAYABLE BY APPLICANTS.

The annual dues for the current year shall be paid by each applicant upon the filing of the application. If the application is rejected, the dues proffered shall be returned to the applicant.

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4. HONORARY MEMBERS.

The Board of Directors may name as an Honorary Member and waive the payment of annual dues for any member who:

- a. has attained the age of 65 years; and
- b. has fully retired from the practice of law; and
- c. was a member in good standing at the time of retirement.

ARTICLE IV. - MEMBERSHIP MEETINGS

1. ANNUAL MEETING.

The Annual Meeting of the Association shall be held at the Warren County Municipal Center, or such other place within the County of Warren as designated by the President, during the month of May. The Board may direct that the Annual Meeting be held as part of the Annual Dinner to be held in that month.

2. SPECIAL MEETINGS.

Special meetings of the members may be called by the President at any time, and must be called by the President upon the written request of any three (3) members of the Board of Directors or of any ten (10) members of the Association.

3. MONTHLY MEMBERSHIP MEETINGS.

The Association shall hold one meeting each month from September through May for professional education and social purposes, which should usually be dinner or lunch meetings. The President-Elect shall be responsible for the program, location, notice, publicity and all other arrangements for these meetings, and may delegate these responsibilities for a particular meeting to another member of the Association. Business of the Association may be conducted at a monthly membership meeting providing that the business to be conducted is specified in the notice of the meeting, and notice is given by the means required for a business meeting.

4. ORDER OF BUSINESS

A. ANNUAL MEETING.

At the Annual Meeting, the order of business shall be as follows:

- a. Acceptance of minutes of preceding Annual Meeting.
- b. Report of Treasurer.
- c. Report of President.

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- d. Business referred by Board of Directors.
- e. Election of Officers and Directors.
- f. Report of President-Elect

B. MONTHLY AND SPECIAL MEETINGS.

At monthly and special meetings, only the business specified in the notice of the meeting shall be taken up.

C. CHANGE OF ORDER OF BUSINESS.

The order of business at any meeting may be changed by the vote of a majority of the members present.

5. NOTICE OF MEETINGS.

Each member shall be given written notice of any business meeting of the Association, personally, or by first class mail, not less than ten (10) nor more than fifty (50) days before the date of the meeting. For special meetings, the purpose or purposes for which the meeting is called, and the names of the persons calling the meeting shall be stated. Notice shall be effective as of the date of its sending. Notice of a monthly dinner or lunch meeting may be given by any reasonable means if no business is to be transacted at such meeting.

6. QUORUM.

One-sixth of the members of the Association shall constitute a quorum at any duly noticed meeting thereof.

7. PROXIES.

For any meeting, any member may, by written instrument, designate any other member of the Association as proxy for such member and each proxy shall be counted in determining the existence of a quorum.

ARTICLE V. - OFFICERS

1. ELECTION AND TERMS OF OFFICERS.

The officers of the Association shall be the President, President-Elect, Vice President, Secretary, Treasurer and Delegate to the New York State Bar Association House of Delegates.

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The officers shall be elected at the Annual Meeting, by a majority vote of the members present in person or by proxy, for a term of one year, commencing on the first day of June following the election.

The President-Elect shall automatically succeed to the office of President upon the expiration of the one year term of the President or if the President for any reason fails to complete his or her term of office. All other officers shall hold office until their successors are elected.

For purposes of continuity and sound administration of the Association, it is encouraged, but not required, that the Secretary and Treasurer serve for three consecutive one year terms.

2. QUALIFICATIONS.

The President-Elect and Vice President must have been members of the Warren County Bar Association for not less than nine and eight years respectively at the time of their election. All other officers must be members in good standing of the Association.

3. DUTIES OF PRESIDENT.

The President shall oversee the day to day business of the Association and shall preside at all meetings of the Association and of the Board of Directors, and shall perform such other duties as are required by law and as shall be required by the Association and the Board of Directors.

The President shall appoint from among the membership of the Association all of the standing committees described in Article VII, and may appoint any special committees deemed necessary.

The President shall serve as the Alternate Delegate to the New York State Bar Association House of Delegates, and shall perform the duties of the elected Delegate hereunder, when the elected Delegate is unable to do so.

The President shall hire, in consultation with the Board of Directors, and oversee, an executive director or other staff person to assist the Board of Directors and officers in the management of the Association.

The President shall perform such other duties as are required by law and as shall be required by the Association and the Board of Directors.

4. DUTIES OF PRESIDENT-ELECT.

In the absence or inability to serve of the President, the President-Elect shall have all the powers and perform all the duties of the President.

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The President-Elect shall be responsible for organizing the monthly membership meetings as set forth at Article IV, Section 3 above.

The President-Elect shall assist the President and shall perform such other duties as are required by law and as shall be required by the Association and the Board of Directors.

5. DUTIES OF VICE PRESIDENT.

In the absence or inability to serve of the President and/or the President-Elect, the Vice President shall have all of the powers and perform all the duties of the President and/or President-Elect.

The Vice President shall be responsible for overseeing the production of the Association's newsletter, which should be issued bi-monthly.

The Vice President shall assist the President and perform such other duties as are required by law and as shall be required by the Association and the Board of Directors.

6. DUTIES OF SECRETARY.

The Secretary shall keep a record of the proceedings of all meetings of the Association and of the Board of Directors, and of such other matters as may be directed by the Association to be placed on its files or records; and shall keep the seal of the Association.

The Secretary shall ensure that the Association: keeps an accurate roll of its officers and members, notifies officers and members of committees of their election or appointment, issues notices of all meetings of the Association and of the Board of Directors, gives notice of the amount of annual dues and notifies the Treasurer of the names of newly elected members.

The Secretary shall assist the President and shall perform such other duties as are required by law and as shall be required by the Association and the Board of Directors.

7. DUTIES OF TREASURER.

The Treasurer shall be the custodian of the funds of the Association, shall prepare an annual budget for adoption by the Board and shall make a report of the financial condition of the Association at the Annual Meeting, and to the Board of Directors at each regular meeting of the Board.

The Treasurer shall do the following or ensure that they are done: collect the annual dues; keep all funds in bank accounts in the name of the Association; send a notice in accordance with Article VIII to all members who have not paid the annual dues; and keep complete records of all financial transactions of the Association.

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The records of the Treasurer shall be subject to examination and audit by the Board of Directors at any time.

The Treasurer shall assist the President and shall perform such other duties as are required by law and as shall be required by the Association and the Board of Directors.

8. DUTIES OF THE DELEGATE TO THE NEW YORK STATE BAR ASSOCIATION HOUSE OF DELEGATES.

The Delegate to the New York State Bar Association House of Delegates shall represent the Association at all meetings of the House of Delegates of the New York State Bar Association in accordance with the recommendations of the Board of Directors and members of the Association, and the rules of the House of Delegates.

9. VACANCIES.

In case of a vacancy in any office it shall be filled by the Board of Directors for the unexpired term of the vacancy.

10. PAYMENTS.

All disbursements of funds of the Association shall be made by checks signed by the President, President-Elect, Vice President, Secretary or Treasurer.

ARTICLE VI. - BOARD OF DIRECTORS

1. DIRECTORS.

The Board of Directors shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, Delegate to the New York State Bar Association House of Delegates and six other members of the Association elected to that office.

2. QUALIFICATIONS AND ELECTION.

Three members of the Board of Directors shall be elected at the Annual Meeting of the Association each year for a term of two years commencing on the first day of June following their election. All Directors shall hold office until their successors are elected. No member who has served two consecutive full two year terms shall again serve on the Board until having been off the Board for at least one full year. All Directors must be members of the Association in good standing.

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3. DUTIES.

The Board of Directors shall manage the affairs of the Association, subject to the provisions of these by-laws. Subject to the control of the Association and within the limits of power prescribed by these by-laws, the Board shall make such provisions and regulations, and take such action as it shall deem necessary or proper for conducting the affairs and protecting and disposing of the property of the Association. It shall keep a record of its proceedings and make such report and recommendations to each stated meeting of the Association as it may deem advisable.

The Board shall determine the compensation of the any employee of the Association.

4. MEETINGS.

The Board of Directors shall meet regularly each month, excepting for the months of July and August, on a day to be specified by the President, and preferably in advance of the monthly dinner meeting of the Association. The President may at any time call a special meeting of the Board of Directors upon the President's own motion, and must call such a meeting upon written request by three members of the Board of Directors or ten members of the Association.

Any member of the Board of Directors may participate in a meeting of the board or any committee thereof by means of a conference telephone, video, or similar communications equipment allowing all persons participating in such meeting to hear each other at the same time, and allowing each Director to participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or Committee.

5. QUORUM.

One-third of the entire Board of Directors shall constitute a quorum.

6. NOTICE OF MEETINGS.

No notice is required for the regular monthly meetings of the Board of Directors, provided that notice of the monthly meetings has been given at the outset of the year. The Secretary shall give at least 24 hours' notice of special meetings. Notice shall be given by mail, fax, e-mail, or other reasonable means.

7. VACANCIES.

Vacancies on the Board of Directors occurring during the year may be filled for the remainder of the year by a majority vote of the remaining Directors at any special meeting called for that purpose or at any regular meeting of the Board.

8. ACTION BY UNANIMOUS WRITTEN CONSENT.

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Any action required or permitted to be taken by the board or any committee thereof may be taken without a meeting if all members of the board or the committee consent in writing or through electronic means to the adoption of a resolution authorizing such action. The resolution and the written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board without a meeting.

ARTICLE VII –PROHIBITED TRANSACTIONS

1. LOANS

The Association shall not make any loan of money or property to, or guarantee the obligation of, any Director or Officer, provided, however, that the Association may advance money to a Director or Officer of the Association for expenses reasonably anticipated to be incurred in performance of the duties of such Officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

2. Interested Directors, Officers, Key Employees and Affiliates.

The Association shall not enter into any Related Party Transaction, defined as any transaction, agreement or any other arrangement in which a related party has a financial interest and in which the Association or its affiliate is a participant unless such transaction is approved in accordance with the Association's conflict of interest policy. Related parties include (1) any director, officer or key employee of the Association or any affiliate of the Association, (2) any relative of any Director, Officer, or Key Employee of the Association, or any affiliate of the Association, or (3) any entity in which any Director, Officer or Key Employee of the Association or any affiliate of the Association, or their relative, has a 35% or greater ownership or beneficial ownership, or in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5%.

ARTICLE VIII. – COMMITTEES

1. ORGANIZATION OF COMMITTEES.

The chairs of the committees of the Association shall be appointed by the President and shall serve at the pleasure of the President with no specified term of office. Each committee shall consist of at least three members, who must be members of the Association. Committee members shall be appointed by the President, in consultation with the committee chair, and shall serve at the pleasure of the President with no specified term of office. Each year the incoming President shall review all committee member and chair appointments.

No member shall serve as chair of more than one standing committee but committee

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chairs may serve on the Board, and as a member of other committees, and may chair special or ad hoc committees and dinner committees.

Each committee shall meet as directed by its chair. Each standing committee shall endeavor to maintain contact with the corresponding committees and sections of the New York State and American Bar Associations for a free flow of information in both directions.

2. REPORTS.

All committees are responsible to the President and the Board of Directors, and may submit reports and recommendations at any time, and shall report as directed by the President or Board.

3. STANDING COMMITTEES.

The standing committees of the Association and their duties and responsibilities shall consist of the following, together with any other duties delegated to them by the Board of Directors:

A. PROFESSIONAL STANDARDS COMMITTEE

The objective of the committee shall be the maintenance of the highest standards of professional conduct among the members of the Association. The committee shall have the following responsibilities:

1. To receive complaints from the public concerning alleged misconduct by any members of the Association; to refer all such complaints immediately to the Committee on Professional Standards for the Third Judicial Department.
2. To conduct appropriate proceedings in those matters found to be within the jurisdiction of the Committee by the Third Judicial Department.
3. To make known to the public the availability of the mechanism for making complaints against attorneys.
4. To receive and attempt to resolve grievances between attorneys.
5. To investigate, on its own initiative or by direction of the Board of Directors, any cases of alleged physical or mental incapacity of any member of the Association to practice law and take appropriate action with respect to such attorneys.
6. When called upon concerning conflict of interest and ethical questions, to refer the same, in writing, to the Committee on Professional Standards.
7. To investigate upon its own initiative, or by direction of the Board of

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Directors any practices by any individual, firm, or corporation which are claimed to constitute the unauthorized practice of law, and to take action as appropriate.

8. Acting through its chair, to assist in the administration of the Attorney Client Fee Dispute Resolution arbitration program, pursuant to the procedures of Part 137 of the Rules of the Chief Administrator, the Fourth Judicial District and the Federation of Bar Associations of the Fourth Judicial District.
9. To adopt such procedural rules as may be necessary to carry out its responsibilities.

A majority of the committee's members must have completed ten years of practice of law in New York State. All work and records of the committee shall be confidential.

B. COMMITTEE ON THE OPERATION OF THE BAR ASSOCIATION

The objective of the committee shall be to oversee the day to day operations of the Association. The committee has the following responsibilities:

1. To support the President in overseeing the day to day operations of the Association.
2. To act as a liaison with the Association's paid staff, provide guidance to the staff in the performance of its duties, and to advise the Board with regard to the performance of the staff.
3. To oversee the operations of the Association's office and to advise the Board on its operations and necessary improvements to the office.
4. To promote continuing legal education ("CLE") programs for the Association's members, to coordinate CLE efforts within Warren County, and to encourage higher standards of professional competence, including the sponsorship of CLE programs.
5. To otherwise promote the sound operations of the Association and the provision of improved services to its members.

C. COMMITTEE ON THE COURTS

The objectives of the committee shall be to study the operation of all courts in the State in which the members of the Association practice, with particular attention to those within the Fourth Judicial District; to make recommendations to the judiciary; and to make recommendations on the qualifications of candidates for judicial office. The committee shall have the following responsibilities.

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1. To investigate and review on a continuing basis the organization and operation of all courts.
2. To receive and evaluate suggestions from the judiciary and the members of the association for improvements in scheduling and operation of all courts.
3. To transmit to and discuss with the Administrative Judge and the Appellate Division all recommendations of the committee for improvements in the court system.
4. To receive and evaluate any proposals for re-organization of any of the courts.
5. To make a continuous effort to upgrade the quality of the judicial system.
6. To serve as liaison with the judiciary and the Administrative Judge of the Fourth Judicial District, and other interested parties.
7. With regard to the screening of the qualifications of candidates for judicial office:
 - a. The committee shall have responsibility for screening prospective party nominees for judgeships, and reporting on the qualifications of individuals nominated for judgeships.
 - b. The committee should work out a procedure with the political parties for screening candidates for judicial office. The committee should issue a report to the Board of Directors which shall consider the report and communicate a report to each political party indicating whether in its view each candidate is qualified or not qualified.
 - c. After the nominations have been made, the committee should report to the Board of Directors whether in its view each nominee is qualified or not qualified.
 - d. The committee should develop investigatory techniques, including questionnaires and personal interviews to carry out its functions.
 - e. The committee shall concern itself with candidates for all courts within Warren County and the Supreme Court in the Fourth Judicial District.

D. LAW DAY COMMITTEE

The sole function of the committee shall be to plan and present a Law Day program on or about May 1st of each year. The term of office of the chair of this committee shall expire on May

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31st each year.

The Law Day program should be coordinated with the American and New York Bar Associations and should involve the bar, the public and the press. Consideration should be given to staging library or other exhibitions in advance of Law Day to alert the public to the happenings of that day. An attempt should be made to have every member of the Warren County Bar Association participate in some public function on that day.

The committee shall seek nominations of residents of Warren County to receive the Liberty Bell award and shall forward such nominations, in writing, including pertinent biographical information, to the Board of Directors before the last day of March. The Board of Directors shall consider and vote upon such nominations at a meeting to be held in April. A public announcement of the designation of the recipient shall be made in April to encourage public participation in the award ceremony at the celebration of Law Day.

E. COMMITTEE ON COMMUNITY AND LEGISLATIVE RELATIONS

The objectives of the committee shall be to acquaint the public with the work of lawyers in the community, to promote better relations with the professional and business communities, and to be a liaison with the New York State Legislature. The committee shall have the following responsibilities:

1. To publicize in the local press and radio the activities of the Association.
2. To publicize the local services available in the community.
3. To improve the accuracy and quality of newspaper coverage of trials and court activities.
4. To develop and foster a series of public information articles concerning the various courts and their function.
5. To make known to the public in the press and radio, and through speakers for local organizations, the role of lawyers in the community.
6. To arrange for speakers for community organizations on legal subjects whenever requested.
7. To obtain and distribute publications of the New York State and American Bar Association which are of community interest.
8. To serve as liaison with other professional groups and business organizations encountered in the practice of law and to arrange joint meetings.
9. To cause the activities of the Bar Association and its committees and the positive achievements of its members to receive appropriate publicity in

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the community by all appropriate means including, but not limited to, the preparation and distribution to the media of press releases.

10. To keep informed on pending legislation and to report to the Board of Directors concerning important pending or contemplated legislation that affects the practice of the law; and to communicate to the Legislature and others the position of the Association on such legislation.
11. To receive legislative recommendations from the Board of Directors, or any committee of the Association, and forward them to the appropriate members or committee of the Legislature and other persons.

F. COMMITTEE ON MEMBER RECOGNITION

The objective of the committee shall be to provide recognition for the accomplishments of the Association and the members of the Association. The committee shall have the following responsibilities:

1. To make recommendations to the Board of Directors for the recognition of the accomplishments of distinguished members of the Association, such as by the awarding of the Charles Evans Hughes and Patrick J. Mannix awards.
2. Upon the death of any current or past member of the Association, to encourage the attendance of the membership at the calling hours and services for the deceased, and to, when appropriate, provide remarks on behalf of the Association at same.
3. To study and maintain records of the history and traditions of the Association and report on same, and promote recognition of the accomplishments and history of the Association.

G. REAL PROPERTY COMMITTEE

The objective of the committee shall be to further the practice of real estate law in Warren County. The committee shall have the following responsibilities:

1. Working with the Warren County Board of Realtors, Inc., to oversee any modifications or amendments to the Warren County Bar Association approved residential real estate contract and to recommend their adoption by the Board of Directors.
2. To recommend for approval by the Board of Directors any opinions of the committee on the practice of real estate law within Warren County.
3. To coordinate with area county clerks and county attorneys regarding any recording or filing issues that arise.

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4. To recommend for approval by the Board of Directors, any memorandum concerning bills before the legislature or regulations before any governmental body, concerning real estate, zoning, document recording, or other similar topics affecting the practice of real estate law.
5. To identify and draw attention to problems, abuses, and issues affecting real property, recommending improvements in real property law, procedures, and practice as appropriate.
6. To educate the public about real estate law and the benefits of using lawyers in real property transactions, particularly residential transactions.
7. To work with the real estate finance, brokerage, title insurance, surveying, and other related industries, to improve practices, communications, and working relationships.

H. YOUNG LAWYERS COMMITTEE:

The objectives of the committee shall be to provide younger and newer members with opportunities to form bonds with peers that will help promote the courteous interaction among members as well as opportunities to become active in the community. The committee shall have the following responsibilities:

1. To provide younger and newer members with opportunities to network with peers as well as more seasoned members in social settings.
2. To help younger and newer members to transition smoothly from law school to the practice of law.
3. To coordinate with other committees in furtherance of the objectives of the Association and the committee.
4. To undertake in the community activities which promote the Association and a greater understanding of the legal system.
5. To organize social gatherings in furtherance of its objectives.

I. ESTATES AND ELDER LAW COMMITTEE

The objective of the committee shall be to further the practice of elder law and special needs advocacy in Warren County. The committee shall have the following responsibilities.

1. Working with the Warren, Washington, Saratoga, Hamilton, Clinton, Essex and Franklin (local) County Departments of Social Services to ensure regular application of applicable rules and regulations involving benefits determinations for elderly and individuals with special needs within Warren

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2. To coordinate with local Department of Social Services management and local county attorneys any changes in the application of eligibility rules and criteria.
3. To identify and draw attention to issues involving the elderly and those with special needs, and to educate the public about the legal needs of elderly and disabled individuals and the problems arising when individuals go unrepresented.
4. To work with nursing homes, home care providers, assisted living facilities, etc. (Service Providers) to improve their practices, communications and working relationships with the legal community and vis-à-vis the public.
5. To coordinate efforts with the New York State Bar Association to educate the Bar and the community as to important issues and lobbying efforts that affect the rights of elderly and individuals with special needs.
6. To report for approval by the Board of Directors any opinions of the Committee on the practice of Elder and Special Needs Law within Warren County.

4. SPECIAL OR AD HOC COMMITTEES

The Board may create such other special or ad hoc committees, including committees to plan dinners and other events, as it deems necessary, which shall have such powers and duties as are decided by the Board. Such committees shall be governed by the procedures of sections 1 and 2 of this Article VII.

ARTICLE IX. - DUES

1. ANNUAL DUES.

Each member shall pay annual dues for the Association's fiscal year commencing on May 1st in the amount determined by the Board of Directors. The Board of Directors may establish different classes and amounts of dues based on members' years of admission to practice.

Any attorney who has passed the bar exam the prior July and has been admitted to practice in January or February, may apply for membership immediately following their admission. If the applicant is accepted as a member prior to May 1 in the year of their admission to practice, the dues paid at that time shall be counted as payment of dues for the year of the application as well as the following fiscal year commencing in May.

2. NOTICE AND PAYMENT.

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The Secretary shall include in the notice of the Annual Meeting or any other notice sent to the members prior to the Annual Meeting, a notice of the amount of the annual dues. The annual dues shall be payable to the Treasurer at or before the Annual Meeting of the Association.

3. EXPULSION FOR NON-PAYMENT.

The Treasurer shall send by mail to all members whose dues are not paid within one month after the Annual Meeting of the Association a notice that failure to pay the annual dues within thirty (30) days after receipt of the notice may result in expulsion. Thereafter, the Treasurer shall notify the Board of Directors of the names of members who have not paid the annual dues within the time specified in the Treasurer's notice. The Board of Directors may, by a vote of a majority of a quorum, expel any member who has not paid the annual dues within the time specified in the Treasurer's notice.

4. REINSTATEMENT.

Any member who has been expelled for non-payment of dues shall be reinstated upon payment of the current year's dues and the prior year's dues if unpaid.

This requirement shall not apply to any member who did not reside or practice law in Warren at any time during the non-payment of dues resulting in the expulsion. Any such member wishing to rejoin the Association shall be treated as a new applicant.

5. BOARD POLICIES.

The Board of Directors may make such other policies regarding the payment and collection of dues as are deemed necessary by it. All such policies shall be promptly reported to the members in the Association's newsletter or otherwise,

ARTICLE X. - SUSPENSION OR EXPULSION

1. BY THE ASSOCIATION.

A member may be suspended or expelled by the Association for professional misconduct, or for failure to meet the member's obligations to the Association, upon recommendation of the Professional Standards Committee after a hearing. A vote by three-fourths of the members present at a regular or special meeting shall be required for suspension or expulsion for any reason other than non-payment of dues.

2. BY THE BOARD OF DIRECTORS.

A member may be suspended or expelled by the Board of Directors for termination of residence or law practice in Warren County. A vote by three-fourths of the members of the entire Board shall be required for suspension or expulsion for any reason other than non-payment of dues.

3. AUTOMATIC EXPULSION.

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A member who is disbarred by the Appellate Division of the Supreme Court shall be automatically expelled as a member. Any such member who is later reinstated to the practice of law may apply for membership as a new member. The membership privileges of a member who is suspended from the practice of law by the Appellate Division of the Supreme Court shall be automatically suspended during the time the suspension by the Appellate Division is effective and not stayed and shall thereafter be automatically reinstated provided the member's current dues have been paid.

ARTICLE XI. - NOMINATIONS FOR ELECTIONS

1. COMMITTEE.

By February 1st of each year the President shall appoint a Nominating Committee of five members, at least two of whom shall be past presidents of the Association, and no more than three of whom shall be members of the Board of Directors.

2. COMMITTEE NOMINATIONS.

The committee shall propose a slate of nominees for election to the offices of President-elect, Vice-President, Secretary and Treasurer; and for Directors and the Delegate to the New York State Bar Association House of Delegates to fill expiring terms, and in the case of Directors to fill a vacancy for the balance of an unexpired term. The list of nominees shall be subscribed by a majority of the committee and filed with the Secretary, and shall be distributed to the membership at least ten (10) days prior to the Annual Meeting.

3. INDEPENDENT NOMINATIONS.

The name of any qualified member of the Association may be placed in nomination for election as an officer or Director by filing a designating petition with the Secretary at least two (2) days prior to the Annual Meeting. Such petition shall set forth the name of the proposed candidate, the office for which nominated, and the number of years the nominee has practiced law in the State of New York and the County of Warren, and must be subscribed by at least ten members of the Association.

ARTICLE XII - INDEMNIFICATION

Any person, or his estate, who is made a party to an action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was a Director or officer of the Association, shall be indemnified by the Association to the full extent permitted by the Not-for-Profit Corporation Law.

ARTICLE XIII. - SEAL

The Association shall have a seal which shall bear upon its face the words: "Warren County Bar Association, Inc., 1913" and "Seal".

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ARTICLE XIV. - NON-DISCRIMINATION AND DIVERSITY POLICY

1. Membership in the Association shall not be denied to any person on the basis of sex, race, religion, national origin, sexual orientation or age.
2. No member of the Association shall treat another person differently based on sex, race, religion, national origin, sexual orientation or age without a legitimate non-discriminatory reason.

ARTICLE XV. - CIVILITY

1. Members shall treat each other with the highest standards of civility, both publicly and privately, in accordance with Appendix A of the Disciplinary Rules of the Code of Professional Responsibility (22 NYCRR Part 1200) as it may be amended from time to time, and all other applicable rules.
2. Members are encouraged to bring disputes with other members to the Professional Standards Committee of this Association for resolution pursuant to ARTICLE VII (3) (A) (4) of these by-laws.

ARTICLE XVI. - AMENDMENTS

These by-laws may be amended by a two-thirds vote of the members present at any meeting, provided that notice of the meeting shall be served on each member at least ten (10) days prior to the meeting, and that the text of the proposed amendments shall be included in or shall accompany the notice.

These by-laws shall be effective on May __, 2015.

AS AMENDED MAY __, 2015