



BY-LAWS

of the

QUEENS COUNTY BAR ASSOCIATION

*AS REVISED BY QCBA MEMBERSHIP
JUNE 6, 2023*

90-35 148 STREET
JAMAICA, N.Y. 11435

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Throughout these bylaws, any term inferring gender (he, his, him, for example) are used for convenience and refer to male, female, gender neutral, non-binary, transgender and all other individuals.

ARTICLE I Membership

- Section 1. The membership of the Queens County Bar Association (“Association”) shall consist of seven (7) classes: Sustaining, Active, Emeritus, Associate, Affiliate, Honorary and Student.
- Section 2. Sustaining Members.
Any active member of the Association may attain the honor of being a sustaining member by so notifying the Treasurer in writing at any time. Such sustaining members shall be honored by having their names distinguished from those of other members in the annual directory of the Association. Upon written request, however, to the Treasurer, made within 30 days after receipt of a bill for dues, any such member shall be transferred to such other class of membership for which such member may at that time be eligible.
- Section 3. Active Members.
Any attorney admitted to practice in the State of New York in good standing may become an active member upon payment of the dues prescribed in Article III.
- Section 4. Emeritus Members.
(a) (1) Any attorney or judge living or practicing in any other state or territory of the United States, or the District of Columbia, not qualified for active membership in accordance with the foregoing Section, who shall produce satisfactory proof, if called upon, of due admission to practice and good standing at the Bar, or
(2) any attorney or judge so admitted to practice in the State of New York, and, in good standing, who has reached the age of 70 years and who is retired, or semi-retired, or who, at any age is disabled and no longer able to continue his practice of law full time, who has been an active member of the Association for a period of not less than 15 years, shall be eligible for Emeritus Membership, and may become an Emeritus Member by vote of the Board of Managers. If elected to Emeritus Membership, such Emeritus Member shall have the same rights and privileges as Active Members except the right to vote and hold office, upon payment of dues prescribed in Article III.
(b) The Board of Managers shall have the sole power to determine the eligibility of any applicant under (a) above, as to any question, matter or issue touching upon the applicant's retirement, semi-retirement, medical or physical inability to practice law full time, and such determination by the Board of Managers shall be absolute and final as to those qualifications.
- Section 5. Associate Members:
The Board of Managers may authorize the availability of an Associate Membership, for a duration of one (1) year, to:
(a) for any non-lawyer employed in the Unified Court System. Any person may make written application for such membership, and such application shall be reviewed and approved by the

Board of Managers under such procedures as the Board deems appropriate.

- (b) any person who is either a graduate of an ABA accredited paralegal program or who is employed or retained by a lawyer, law office, government agency, corporation or other entity to provide paralegal services. Any such individual may become an Associate Member upon written application and a letter of recommendation from an attorney who is an Association member and in good standing in New York State.
- (c) any person who is qualified through education, training or work experience, employed or retained by a law office, government agency or other entity, or authorized by administrative, statutory or court authority to perform personnel and human resource work, management of law firm facilities, or law firm financial management, or is responsible for overall non-attorney personnel management. Any such individual may become an Associate Member upon written application and a letter of recommendation from an attorney who is an Association member and in good standing in New York State.

Associate Members may join an Association committee but may not be Chairperson or Vice-Chairperson of any committee other than the Associate Member (or similarly named) Committee, should such a committee exist. Associate Members shall have such rights and privileges as approved by the Board of Managers upon payment of dues prescribed in Article III, except at no time shall an Associate Member have the right to vote in Association matters or hold elected Association office.

Section 6. Affiliate Members.

An individual ineligible in any other class of membership who is a title company agent, licensed private investigator, banker, licensed insurance broker or agent, accountant, licensed real estate broker or salesperson or a member of another law-related occupation so approved by the Board of Managers may become an Affiliate Member upon written application and payment of the required membership dues prescribed in Article III.

Affiliate Members may join an Association committee but may not be Chairperson or Vice-Chairperson of any committee other than the Affiliate Member (or similarly named) Committee, should such a committee exist. Affiliate Members shall have such rights and privileges as approved by the Board of Managers except at no time shall an Affiliate Member have the right to vote in Association matters or hold elected Association office.

Section 7. Honorary Members.

Persons of pre-eminent distinction in the legal profession and judges and justices of pre-eminent distinction in any court of this country, may be elected to honorary membership by the Board of Managers by an affirmative vote of at least two-thirds (2/3) of all members of said Board present at any duly authorized meeting when such action is considered. Such honorary members shall be entitled to all the privileges of the Association, except voting or holding office, and shall be exempt from payment of dues.

Section 8. Student Members.

Any person who is presently in attendance and in good standing at an American Bar Association approved Law School and resides in the First or Second Judicial Department; or who attends an American Bar Association approved Law School located in the First or Second Judicial Department; or a recent law school graduate meeting the criteria set forth above who has not yet

been admitted to the New York State Bar may become a student member of the Association. Such student member shall have the same rights and privileges as active members, except the right to vote and hold office. Student memberships shall expire on the June 30th following admission to the New York State Bar.

ARTICLE II
Admission, Suspension, Expulsion, Reinstatement of Members

- Section 1. Each candidate for membership must submit an application, accompanied by one (1) year's dues or the prorated portion remaining in the current year if joining after the proration date designated by the Board of Managers. Each candidate for student membership must offer proof of good standing and attendance at an American Bar Association approved Law School.
- Section 2. Application for membership, regardless of class, shall be in such form and shall follow such procedures as the Board of Managers shall, from time to time, adopt.
- Section 3. A Sustaining, Active, Emeritus, Associate or Affiliate member whose membership has been severed for non-payment of dues, and who makes application for re-admission to membership within two (2) years of such severance, may again be admitted to membership by payment of the dues provided by Article III, Section 6 of these by-laws.
- Section 4. Any member who shall be disbarred or suspended from practice in any of the State or Federal courts, shall forthwith, upon such disbarment or suspension, cease to be a member, but upon reinstatement to practice may be restored to membership by the Board of Managers. Any student member who fails to continue in attendance and good standing at an American Bar Association approved Law School shall be suspended from membership for the length of any probationary period.
- Section 5. Except as provided in these by-laws, no member of the Association shall make any statement to the press or by radio or television or other media of communication on any matter in the name of the Association, without first having submitted the same to the President or Board of Managers in writing and received his/her written approval, unless such submission has been waived by the President in writing.
- Section 6. Any member may be expelled, suspended, or censured by the Board of Managers for violation of Sections 4 or 5 above or in connection with any matter reported to the Board of Managers by the Committee on Grievances.
- Section 7. Any member under consideration for suspension, expulsion or censure by the Board of Managers shall be notified in writing of the specific charges against the member and afforded a hearing on the charges. Written notification must be made at least fourteen (14) days prior to any such hearing. The respondent may present evidence, call witnesses and take other reasonable actions to present his/her defense. Upon conclusion of the hearing, the Board of Managers shall vote upon the suspension, expulsion or censure and may impose any such sanction upon a vote of two-thirds (2/3) of the Managers present at said hearing.

Section 8. All right, title and interest, both legal and equitable, of a member in or to the property of the Association, shall cease upon termination or suspension of membership.

ARTICLE III Annual Dues

Section 1. The annual dues shall be fixed by the Board of Managers.

Section 2. All dues shall be payable within thirty (30) days after billing and shall cover the annual fiscal year commencing July 1 and ending on the subsequent June 30.

Section 3. Any member in default for thirty (30) days in payment of dues shall be notified by the Treasurer and such default shall be reported to the Board of Managers. The Board of Managers may thereupon suspend such member in default or, upon at least thirty (30) days advance notice to the member, take such other action, including expulsion from membership, as it deems appropriate.

Section 4. Each applicant for membership shall deposit with his application an amount equal to one (1) year's dues applicable to the class of membership for which said applicant is eligible on the date said application is filled with the Secretary or the prorated portion remaining in the current year if joining after the proration date designated by the Board of Managers.

Section 5. All or part of a member's arrears or dues may be waived by the Board of Managers or its designee upon written application containing sufficient reasons.

Section 6. No person who shall have ceased to be a member for non-payment of dues shall be reinstated to membership except upon payment of a sum equal to one (1) year's dues, plus the current dues unless such arrears have been waived by the Board of Managers or its designee.

Section 7. Sustaining, Active, Emeritus, Associate or Affiliate members on active-duty service with the United States Armed Forces or New York State National Guard shall be exempt from the payment of dues unless such service is the member's permanent vocation.

Section 8. The Board of Managers is authorized to enter into agreements with other bar associations on a divided dues basis by which joint membership may be encouraged.

ARTICLE IV Officers

Section 1. The officers of the Association shall consist of a President, a President-Elect, a Vice-President, a Treasurer and a Secretary, all of whom shall be elected in the manner hereinafter provided.

Section 2. The said officers shall be members of the Association elected by ballot by a plurality vote of the members present and voting at the Annual Meeting of the Association, and each of said officers

shall hold said respective office for period of one (1) year from June 1 following his/her election through May 31 of the subsequent year.

Section 3. No one holding judicial office shall be eligible to hold office in the Association or serve as a member of the Board of Managers, but this shall not be construed to prohibit a Referee, Special Referee, Administrative Law Judge, Hearing Examiner, Hearing Officer, or Arbitrator, from holding office in the Association or serving as a member of the Board of Managers.

Section 4. The President.
The President shall exercise the powers and perform the duties assigned by these by-laws and be the chief executive officer of the Association subject to the certificate of incorporation and by-laws; and shall supervise the management of its affairs and at the Annual Meeting make a statement relative to its condition, activities and progress. In the event of the absence or disability of the Treasurer, the duties of that officer shall devolve upon and be performed by the President. The President shall preside at all meetings of the Association and the Board of Managers.

The President shall be an ex-officio member of all committees except the Nominating Committee, Grievance Committee and the Judiciary Committee.

Section 5. The President-Elect and Vice-President.
There shall be a President-Elect and a Vice-President who shall each perform such duties as may be assigned to that individual by the President or by the Board of Managers.

The Board of Managers shall designate the President-Elect to discharge the duties of the President whenever, in the discretion of said Managers, the disability or absence of the President makes such designation advisable, and shall so designate the Vice-President if both the President and President-Elect are disabled or absent.

Section 6. The Treasurer.
The Treasurer shall keep at all times a complete roll of the members. Under the direction of the Board of Managers the Treasurer shall collect and disburse all funds of the Association in accordance with the policies of the Board of Managers; and keep regular accounts in books belonging to the Association, which shall be open for inspection by any member of the Board of Managers. The Treasurer shall keep and maintain a record of the dues, initiation fees (if any) and assessments (if any) of such members and the payment thereof and shall promptly send a notice to any members of their indebtedness to the Association. The Treasurer shall perform such other duties as may from time to time be assigned to the Treasurer by the President or the Board of Managers.

At each meeting of the Board of Managers, the Treasurer shall report in writing the itemized receipts and expenditures since the preceding report and the balance on hand. The Treasurer shall make a full financial report during at least one (1) Stated Meeting, and at other such times as deemed appropriate by the Board of Managers, detailing the association's income, expenses, balances and other relevant financial details.

Section 7. The Secretary.
The Secretary shall keep a record of the proceedings of all meetings of the Association and of the Board of Managers and of all other matters of which a record shall be ordered by the Association or the Board of Managers. The Secretary shall notify the officers and all members of their election or appointment, shall issue notice of all meetings, and in case of special meeting, shall add a brief note of the object of the call. The Secretary shall furnish to the Treasurer the names of all persons newly elected to membership. The Secretary shall keep the seal of the Association. The Secretary shall perform such other duties as may from time to time be assigned to ~~him~~ the Secretary by the President or the Board of Managers.

- Section 97. (a) If a vacancy in the office of President occurs during the term, the President-Elect shall become President.
- (b) If a vacancy in the office of President-Elect occurs during the term, the Vice-President shall become President-Elect.
- (c) If a vacancy in the office of Vice-President, Treasurer or Secretary occurs during such term, such vacancy shall be filled by a person nominated by the President and approved by an affirmative vote of a majority of those Managers present at such meeting when the nomination is presented for approval.
- (d) The officer elected as provided in this Section shall perform the duties of the newly assumed office through the May 31st following his/her assumption of said office. Said individual is eligible to be nominated and elected to serve a complete term in that same office for the subsequent year if so desired.

ARTICLE V

The Board of Managers

Section 1. The Board of Managers (“Board”) shall consist of twenty (20) individuals: the five (5) elected officers, twelve (12) Managers and three (3) of those available persons who served as President during the most current preceding years.

Section 2. The twelve (12) Managers shall be members of the Association elected by ballot and divided into three (3) classes of four (4) members each, one (1) class to be elected annually for terms of three (3) years at the annual Meeting of the Association by a majority vote of the members present and voting.

Section 3. The Board of Managers shall meet as frequently as deemed necessary by the President or a majority of the Board of Managers, but not less than six (6) times per fiscal year. Such meetings may take place in person or by other means as directed by the President, provided that all attendees can hear and be heard by the other attendees. Eleven (11) members of the Board of Managers shall constitute a quorum. The Board of Managers shall have the general management of the affairs of the Association and may make contracts or authorize contracts to be made by officers of the Association, or by any of the committees provided for by these by-laws and the Association’s Policies and Procedures Manual. The Board of Managers shall have the power to make such regulations and to take such action not inconsistent with the certificate of incorporation of the Association and the by-laws as it may deem advisable for the protection of the property and for

the general objects of the Association. It shall adopt a seal of the Association.

- Section 4. The President may at any time call special meeting of the Board of Managers, and shall do so at the request of five (5) or more members of the Board of Managers. All members of the Board of Managers shall be notified no less than seventy-two (72) hours prior to any special meeting of the Board of Managers. Such notice may be provided by mail, telephone, facsimile, electronic mail or other generally accepted communication methods. Notice of the special meeting shall include the purpose of the meeting and business shall be limited to only those matters noted in the meeting notice.
- Section 5. The Board of Managers shall keep a record of proceedings and shall report at any meeting of the Association any business which in their judgment may require the action of the Association.
- Section 6. No member shall be nominated or elected to serve as a member of the Board of Managers for more than two (2) consecutive three (3) year terms unless serving as an officer of the Association.
- Section 7. In the event that any officer or other member of the Board of Managers shall be absent from three (3) consecutive regular meetings of the Board of Managers, the office of such officer or member of the Board of Managers shall become automatically vacant as of the third (3rd) of such meetings.
- Section 8. The Board of Managers shall have the power to create an Executive Committee from among its members. The composition, duties and functions shall be as prescribed by the Board of Managers from time to time and shall be detailed in the Association's Policies and Procedures Manual. It shall serve at the pleasure of the Board of Managers. The duties and functions of the Executive Committee shall not be greater than those of the Board of Managers or any Committee thereof.
- Section 9. Vacancies on the Board of Managers shall be filled by election at each annual meeting of the Association, except that if a vacancy occurs during the term, it shall be filled by a person appointed by the President and approved by an affirmative vote of a majority of those members of the Board of Managers present at such meeting when the appointment is presented for approval.
- Any individual appointed to fill a vacancy on the Board of Managers shall serve the balance of the unexpired term to which he that individual was appointed and may then serve two (2) additional three (3) year terms, as detailed in Section 6 above.
- Section 10. The Board of Managers shall have the authority to hire a Chief Staff Officer (CSO) and assign any job title and duties to the CSO as it deems necessary and appropriate. The CSO shall be responsible for the day-to-day management of the Association and shall have the power, subject to the oversight of the Board of Managers, to hire or dismiss other employees and agents of the association, to determine compensation for such employees and agents, and to establish policies and procedures applying to such employees and agents. The CSO shall be assigned other duties and paid such compensation as the Board of Managers may determine and shall serve at the pleasure of the Board of Managers, with due consideration to any contract or employment agreement entered into by the CSO and the Association, as approved by the Board of Managers, and all applicable United States and New York State employment statutes.

Section 11. Members of the Board of Managers may not vote by proxy on any matter considered and voted upon by the Board of Managers. Only those votes cast by members of the Board of Managers present at the time any vote is taken shall be tallied.

ARTICLE VI
Committee on Nominations; Election of Officers and Managers

Section 1. This committee shall consist of nine (9) members divided into three (3) classes of three (3) members each, none of whom shall be an Officer of the Association or a member of the Board of Managers, with the exception of any Past President serving on the Board of Managers, who shall be eligible to serve on the Committee on Nominations. Each class shall be nominated by the Board of Managers and elected for a term of three (3) years, at the Annual Meeting of the Association. The members elected in each year shall take office on June 1st after their election. Any vacancies on this committee occasioned by death, disability, resignation or otherwise, shall be filled by a person appointed by the President and approved by an affirmative vote of a majority of those members of the Board of Managers present at such meeting when the appointment is presented for approval.

Section 2. Any twenty-five (25) members of the Association may, by written statement delivered to the Secretary not later than February 10th each year, propose candidates to serve on the Nominating Committee, and the nominations thus made shall be sent to the members of the Association with the notice of the Annual meeting.

Section 3. The Nominating Committee, by a majority vote thereof, shall nominate a list of Officers and Managers to be elected at the Annual Meeting, and shall notify the members of the Association via at least two (2) of mail, email, website posting, *Queens Bar Bulletin* posting or other generally accepted communication method not less than thirty (30) days before such Annual Meeting. Said committee shall, on a day not later than seven (7) days before making such nominations, hold a meeting for the purpose of receiving suggestions and recommendations with reference thereto from members of the Association. Notice of such meeting shall be mailed communicated via mail, email or other generally accepted communication method to the members of the Committee on Nominations not later than seven (7) days before the day fixed for such meeting.

Section 4. Any twenty-five (25) members of the Association may, not less than thirty (30) days prior to said Annual Meeting, propose in writing, addressed to the Secretary, the names of candidates for any or all of the offices and vacancies in the Board of Managers, to be voted upon at such Annual Meeting, and the Secretary shall thereupon notify the members of the Association via at least two (2) of mail, email, website posting, *Queens Bar Bulletin* posting or other generally accepted communication method with the list of candidates named by the Committee on Nominations, together with the names of the proposers. The names of such candidates shall be printed on the same ballot with those of the candidates chosen by the Committee on Nominations, but in a separate column and under the designation of their respective offices for which they have been severally named. All nominations made pursuant to Sections 2, 3 and 4 of this Article shall be included in the Notice of Annual Meeting mailed by the Secretary.

- Section 5. If any vacancy occurs among those nominated by the Committee on Nominations, the committee shall select a new nominee and include that name with the communications required in sections 3 and 4 above as if the new nominee was an original nominee. If said notification to the membership has already been made at the time of the vacancy and new nomination by the committee, the name of the new nominee shall be communicated to the membership no less than forty-eight (48) hours prior to the Annual Meeting.
- Section 6. If any vacancy occurs among those nominated otherwise than by the Committee on Nominations, the same may be filled by posting the name of a new nominee, signed by at least fifteen (15) active members, and the new nominee shall be included with the communications required in section 4 above as if the new nominee was an original nominee. If said notification to the membership has already been made at the time of the vacancy and new nomination, the name of the new nominee shall be communicated to the membership no less than forty-eight (48) hours prior to the Annual Meeting.
- Section 7. In default of all nominations or of a nomination for any particular office, properly made and noticed, the same may be made by the posting of a list of such nominations subscribed by at least fifteen (15) active members, not later than noon of the day of the Annual Meeting.
- Section 8. In the event there are an insufficient number of nominees for the number of Officer or Board of Managers positions, the Committee on Nominations may reopen the nomination period and reconvene to consider additional candidates beyond the original deadline until such time as a sufficient number of candidates have been selected. In such an instance, the committee shall select a new nominee and include that name with the communications required in sections 3 and 4 above as if the new nominee was an original nominee. If said notification to the membership has already been made at the time of the new nomination by the committee, the name of the new nominee shall be communicated to the membership no less than seven (7) days prior to the Annual Meeting.
- Section 9. In the event there are an insufficient number of nominees for the number of Officer or Board of Managers positions after reopening the nomination period, the membership shall vote on those nominees presented and the new President, upon assuming office on the subsequent June 1, shall appoint a candidate for each vacant position on the Board of Managers, subject to the approval by an affirmative vote of a majority of those members of the Board of Managers present at such meeting when the appointment is presented for approval.
- Section 10. At the election of officers, managers and members of the Nominating Committee, the polls shall remain open during such hours as the Board of Managers shall direct. Two (2) tellers appointed by the President shall receive and canvass the ballots cast, and shall report to the meeting the number of votes cast for each candidate as soon as the count of the votes has been completed.
- Section 11. In the event of an uncontested election, the President shall cast one (1) vote in favor of the slate of candidates and that slate shall be considered elected.
- Section 12. In the case of a contested election, the President shall vote only in the case of a tie vote among those casting ballots.

Section 13. Nominations not made as herein provided shall not be considered or voted upon at such Annual Meeting.

Section 14. No member of the Nominating Committee shall be elected for two (2) successive terms.

ARTICLE VII

Meetings of the Association

Section 1. The Annual Meeting of the Association shall be held on the first Friday in March each year for the election of officers, members of the Board of Managers and members of the Nominating Committee, and for the transaction of such other business as may come before it.

Section 2. There shall be at least one (1) Stated Meeting of the Association each year, which may be the Annual Meeting, which shall not be scheduled during June, July or August. "Stated Meeting" shall be defined as an opportunity for the membership to gather and receive an update on the Association's activities, finances and other relevant matters. All such meetings shall be held within the County of Queens, or, alternatively, via virtual or electronic means whereby all attendees may hear the speakers or presenters. Notice thereof shall be communicated by the Secretary via mail, email, website posting, *Queens Bar Bulletin* posting or other generally accepted communication method at least five (5) days prior thereto. Stated meetings may be conducted in conjunction with another event but the stated meeting portion of the event shall be offered free of charge to members of the Association.

Section 3. Special meetings may be called at any time by order of the President, and shall also be called by the President on written request of twenty (20) Active or Sustaining members in good standing, specifying the purpose of such meeting. Notice of such special meeting shall be communicated by the Secretary via mail, email, website posting, *Queens Bar Bulletin* posting or other generally accepted communication method at least seventy-two (72) hours in advance thereof. At special meetings only such business shall be transacted as shall be specified in the notice thereof.

Section 4. The majority of the members of the Board of Managers shall also have the power to call special meetings of the Association, of which notice shall be given as aforesaid.

Section 5. At any meeting, the presence of twenty-five (25) Active or Sustaining members in good standing shall constitute a quorum; any number less than a quorum may adjourn the meeting to a particular time, notice of which shall be given by the Secretary.

Section 6. The most recent version of *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 by resolution duly adopted by the Association.

Section 7. An Association member otherwise eligible to vote may do so in person or by proxy. A proxy shall be in the form of record and delivered to the Association by any means permitted under the Washington Nonprofit Corporation Act. A proxy must be delivered to the Association before or at the time of the meeting for which it is to be effective.

ARTICLE VIII

Standing Committees

There shall be the following Standing Committees with the following duties:

Section 1. Committee on Audit and Budget.

- (a) This committee shall consist of the President, President-Elect, Vice-President, Treasurer and three (3) additional members and be chaired by the Treasurer of the Association or an individual so designated by the President.
- (b) It shall investigate the financial condition of the Association and prepare and present to the Board of Managers on or before July 1st a detailed estimate of the receipts and disbursements of the Association for the fiscal year beginning on July 1st of such year. It shall perform such other duties in connection with the finances of the Association as may from time to time be assigned to it by the Board of Managers and/or the President of the Association.
- (c) Each standing and special committee of the Association shall transmit to the Committee on Audit and Budget on or before May 1st of each year an estimate, itemized in detail of its contemplated expenses during the next ensuing fiscal year in connection with matters within the jurisdiction of such committee, and also an itemized statement of all outstanding liabilities, if any, provided, however, that no committee shall incur any deficit without first presenting the facts in writing to the Committee on Audit and Budget for its consideration, and thereupon obtaining approval from the Board of Managers.
- (d) The Committee on Audit and Budget shall prepare the Association's annual budget for presentation to and approval by the Board of Managers, no later than the Board of Managers meeting held in June of each year.

Section 2. Committee on Continuing Legal Education.

It shall, by means of practical conferences, demonstrations, lectures, institutes or otherwise, help lawyers enhance their professional competence.

Section 3. Committee on Grievances.

- (a) The Committee on Grievances shall consist of twenty-one (21) members. It shall have the power to consider and investigate the conduct of any member of the Association, or of any attorney residing or practicing in Queens County, or of an offense by any attorney committed in Queens County. It may initiate such investigations or may undertake them upon complaint laid before it, or may refer same to another disciplinary body. A quorum of the Committee shall consist of eleven (11) members.
- (b) Complaints against a member of the Association, for misconduct in his relations to the Association, or to a member thereof:
 - i. Every such complaint shall be in writing and signed by the complaining party and shall state plainly the facts concerning the matter complained of.
 - ii. If the Committee on Grievances shall deem such a complaint of sufficient importance, it shall cause a copy thereof, together with a notice of not less than 10 days of the time and place where the committee will meet for the consideration thereof, to be served upon such member (hereinafter called the respondent) either personally or in such other manner as the committee may direct; and it shall cause a similar notice to be served upon the complainant.

At the time and place appointed, or at such other time or place as may be named by the committee, the respondent may file a written answer or defense; and the committee, exclusive of any member who may have made the complaint, shall proceed upon such complaint and answer or, if no answer be interposed, upon the complaint alone. The complainant and the respondent may be directed to appear personally and by counsel, and may call witnesses, in which case the committee, exclusive of any member who may have made the complaint, or against whom the complaint was made, shall hear the case and decide all questions of evidence.

- iii. The committee, by the affirmative two-thirds (2/3) vote of those present, may find the respondent guilty of the grieved action or conduct, and may recommend that the respondent be expelled, suspended, censured, or otherwise disciplined, and may implement its findings and determination by any means and in any manner authorized by law and the rules of the Appellate Division of the Supreme Court, Second Judicial Department. The committee shall have the power to admonish any respondent as it sees fit.
- (c) Other complaints against member and non-member attorneys and counselors-at-law:
- i. Every such complaint shall be in writing, signed and sworn to by the complainant unless waived by the chairman.
 - ii. If it shall appear from such complaint that the attorney complained of (hereinafter called the respondent) is charged with professional misconduct or any other conduct prejudicial to the administration of justice, the committee shall, in writing, state to the respondent the substance of the complaint or furnish a copy thereof, asking the respondent to state in writing the respondent's version of the matter, and upon receipt of said statement shall send a copy, or the substance thereof, to the complainant, with the request for a further statement. If, upon such complaint, respondent's statement and the reply, if any, it appears that a hearing is necessary, the committee shall cause a notice of hearing of the charges to be served upon the complainant and the respondent in such manner as the committee may direct, and at the time and place appointed shall proceed to a hearing of the matter; or, in the alternative, the committee may or shall, in accordance with the rules, requirements, practices or procedures prescribed by the Appellate Division of the Supreme Court, Second Judicial Department, refer the matter for hearing to and for disposition by the Grievance Committee for the Second and Eleventh Judicial Districts in accordance with its rules, practices and procedures. If the hearing of the matter is conducted by this committee, the complainant and respondent may appear personally and/or with counsel and may call witnesses, in which case the committee, exclusive of any member who may have made the complaint or against whom the complaint was made, shall hear the case. The chairman shall decide all questions of evidence.
 - iii. The committee shall have the power to admonish any respondent if it sees fits.
- (d) Whenever, on the hearing of any complaint under Section 2 and 3 of this Article, evidence shall be presented upon which another charge or other charges against the respondent might be made, the committee may proceed to the consideration of such additional charge or charges against the respondent as if they had been made and served at the time of service of the original charges, and may make such recommendations upon all of such charges as may be justified by the evidence in the case.
- (e) Any member of the Association called as a witness in any proceeding under this Article shall bound to appear and give testimony, unless for sufficient reason excused by the committee. Any unexcused neglect, or refusal to appear or give testimony, after request by the committee, may be

reported to the Board of Managers for action; and in case of continued refusal, after such notice and opportunity to be heard as it shall deem proper, the Board of Managers shall have power to expel, suspend, censure, or otherwise discipline such member.

- (f) This committee shall have power to employ counsel at such salary as the Managers may provide. Such counsel shall represent the Association in proceedings initiated before the Court.
- (g) This committee shall have power to cooperate with and act in conjunction with any other Association or lawyers, by authority of the Managers.
- (h) The committee shall have power to make rules respecting hearings and other proceedings before it, consistent with these by-laws.
- (i) All proceedings under this Article shall be secret and confidential, in accordance with and as required by the Judiciary Law and any applicable rule of the Appellate Division of the Supreme Court, Second Judicial Department.

Section 4. Committee on the Judiciary.

(a) Definitions.

As used in this section, "Board" means the Board of Managers; "Candidate" includes: a person nominated for election or designated for nomination, as provided in the Election Law of the State of New York, to a court or office set forth in subdivision (e); a person proposed by a county political leader for possible nomination for election to that court or office; a person proposed for appointment to that court or office by an appointing authority; and a person proposed for possible appointment to that court or office by a county political leader or appointing authority; and "Committee" means the Committee on the Judiciary.

(b) Duty of the Committee.

The quality of justice administered to the people of this state is determined principally by the quality of its judiciary and of the public officers closely associated with the judicial system. It is, therefore, the duty of the Committee, by such means as it may consider suitable, to secure the nomination, election or appointment of qualified candidates; to prevent the nomination, election or appointment of unqualified candidates; and to prevent political considerations from playing any part in evaluating and rating candidates for the courts or offices set forth in subdivision (e).

(c) Confidentiality.

In order to promote the full disclosure and uninhibited discussion of the qualifications of candidates and to prevent unnecessary harm to their reputations, all communications to and proceedings within the Committee and Board must be held inviolate except as expressly provided in this section.

(d) Constituency of Committee; Its Function; Assistance.

The principal function of the Committee is to evaluate and rate candidates for the courts or offices set forth in subdivision (e). The Judiciary Committee shall be composed of 26 members, none of whom may be an Officer or member of the Board, plus the following five (5) ex-officio members consisting of the Chairpersons of the: Criminal Court Committee, Family Law Committee, Supreme Court Committee, Civil Court Committee and Surrogate's Court, Estates & Trusts Committee. In the event that such Committee Chairperson is an officer of the Association or a member of the Board, that Chairperson shall designate a member of his/her Committee in his/her stead with the approval and consent of the President. Such designee shall serve for the then current year of the Chairperson's tenure. A majority of the committee, excluding any vacancies, constitutes the quorum required for the Committee to act and decide.

Temporary Members: The President, upon the request of the Chairperson, may appoint up to six

(6) additional members on a temporary basis. The Temporary Members shall serve until such time as the Committee Chairperson advises the President that such Temporary Members are no longer needed. Temporary members do not count towards establishing quorum.

(e) Jurisdiction of the Committee

The jurisdiction of the Committee shall extend to candidates for the following courts and offices: the District Attorney of Queens County; all courts functioning in Queens County; the New York Court of Appeals; the New York Court of Claims; the United States District Court for the Eastern District of New York; the United States Court of Appeals for the Second Circuit; and the United States Attorney for the Eastern District of New York.

(f) Rating of Candidates by the Committee.

- i. The Committee shall rate a candidate as “Well Qualified”, “Qualified” or “Not Approved”, as provided in paragraphs (ii), (iii) and (iv) of this subdivision.
- ii. A candidate shall be rated “Well Qualified” upon receiving a vote of “Well Qualified” by two-thirds (2/3) of the members of the committee present at the hearing. A committee member may rate a candidate “Well Qualified” if the committee member finds the candidate to be of exemplary skill, experience, conduct and demeanor for the position being sought.
- iii. A candidate shall be rated “Qualified” upon receiving a combination of votes of “Qualified” or “Well Qualified” by the majority of the members of the Committee present at the hearing. A committee member may rate a candidate “Qualified” if the committee member finds the candidate to be of satisfactory skill, experience, conduct and demeanor for the position being sought.
- iv. If a candidate does not receive the minimum number of votes required for a rating of “Well Qualified” or “Qualified”, the candidate will be rated “Not Approved”.
- v. The vote within the Committee shall be by secret written ballot in a form to be adopted by the Committee subject to the approval of the Board. The ballot must, however, inquire at least into the candidate's integrity, temperament, legal ability and experience. Any committee member that rates a candidate “Not Approved” must indicate in writing on the committee member’s ballot why the candidate received such rating or said ballot shall not be considered.
- vi. If the Committee rates a candidate as "Well Qualified" or “Qualified”, the rating by the Committee shall be final. If the Committee rates a candidate as “Not Approved”, the candidate shall have the right to appeal to the Board provided the candidate has received a total of at least five (5) affirmative votes of either “Well Qualified” or “Qualified”.
- vii. The report of the Committee shall be submitted to the President of the Association with all convenient speed. The report shall be in writing and shall include the rating, the vote, and the reasons for the rating. Upon receipt of the report, the President shall promptly notify the candidate and his/her proposer, if any, in writing, of the Committee's rating, but the President shall not disclose the vote nor the reasons for the rating. If the candidate was rated as not approved, the President shall also inform the candidate of his rights to appeal to the Board, to an oral hearing and to the assistance of counsel, and shall provide the candidate with a copy of the By-Laws of the Association.

(g) Appeals to the Board.

- i. A notice of appeal shall be filed by the candidate in the office of the Executive Director of the Association within seventy-two (72) hours (not including Saturdays, Sundays or public holidays) after the candidate receives notice from the President of the action of the

Committee. The appeal shall be heard by the Board as promptly as circumstances permit, but must be heard within ten (10) days after the notice of appeal is filed, upon five (5) days' written notice to the candidate, unless the candidate and the President agree to an extension of time.

- ii. The minimum number of votes required to reverse a rating of "Not Approved" is three-quarters (3/4) of the members of the Board present and voting including the chairperson's vote.
 - iii. Upon reversal of a rating of "Not Approved", the Board will rate the candidate as "Qualified". In rendering its determination, the Board will act as an appellate body to review the findings and determination of the Judiciary Committee. The review shall be limited to considering only material which was before the Judiciary Committee. No new information or documentation furnished directly to the Board shall be considered, unless two-thirds (2/3) of the members of the Board present shall vote to consider such newly offered information or documentation prior to making its determination.
 - iv. All of the provisions of this section that apply to the Committee shall apply, so far as possible, to the Board as well, particularly the provisions of subdivisions (b), (c), (f)(v) and (f)(vii).
 - v. The Board's determination on appeal shall be final. The President shall promptly notify the candidate and his proposer, if any, of the Board's determination, but the President shall not disclose the vote nor the reasons for the determination.
- (h) Disclosure of action taken by the Committee or by the Board.

All members of the Committee and the Board shall be bound by the provisions of subdivision (c) of this Section respecting "confidentiality". The President of the Association shall have the sole authority to make the disclosures permitted by this section. After all appeals have been determined, the findings regarding the judicial candidates and candidates for other offices shall be forwarded to the New York Law Journal. The findings may also be forwarded to other local media as deemed appropriate by the President or a vote of the Board.

Section 6. The Board of Managers or the President may establish any other standing committees it deems necessary to the effective operation of the Association. The names and duties of these standing committees shall be maintained in the Association's Policies and Procedures Manual and reviewed annually for continuation or elimination.

Section 7. The Board of Managers may rename any of the committees listed herein without necessitating the amendment of these by-laws, provided the primary duties and functions remains consistent with those enumerated above.

ARTICLE IX

Special Committees

Section 1. The President of the Association, with the approval of the Board of Managers, may create and constitute special committees and define their powers and duties subject to the provisions of these By-Laws.

Section 2. The number of members of which any special committee shall consist and the period of time during which any such committee shall function shall be determined by the President of the Association

in light of the special matters that each such committee is required to consider, provided, however, that in no event shall such special committee consider matters which are embraced in the powers and duties of standing committees.

ARTICLE X

Appointment, Powers & Duties of Committees

- Section 1. The President shall appoint one (1) or more Chairperson and may appoint one (1) or more Vice-Chairperson of each Committee from among the Association membership with the right to vote on Association matters as previously defined herein. All committees, unless otherwise specified in these By-Laws, shall consist of Association members, the number of whom to be determined and appointed by the President in consultation with each committee's Chairperson(s) and Vice-Chairperson(s). The President shall have the power, with the approval and consent of the Board of Managers, to remove any Chairperson, Vice-Chairperson or member from any Committee.
- Section 2. Two (2) successive absences of a member from meetings of any committee of the Association, duly scheduled by its chairman, may be deemed as a resignation by such absentee member from his place upon the committee, and the vacancy thus created may be filled by the President for the unexpired term. Any vacancy on the several committees, whatever the cause, shall be filled in like manner.
- Section 3. Each committee shall fix its own time and place of meeting, and adopt regulations for its own government and course of procedure not inconsistent with the certificate of incorporation and by-laws.
- Section 4. Unless otherwise directed by the Association or the Board of Managers, every matter presented at a meeting of the Association or said Board which, by its terms or in the judgment of the presiding officer shall require reference to a committee, shall be referred by the presiding officer to the appropriate committee, or if there be no such committee, to the Board of Managers. The committee to which such reference is made shall report thereon at the next stated meeting of the Board of Managers, unless the terms of reference to such committee shall otherwise provide, or unless the time to report is extended. If, within the time so limited, no report be made, the committee may be deemed to have been relieved from further consideration of the subject, and the matter may be disposed of in such manner as the Board of Managers or the Association shall deem proper.
- Section 5. At such meetings as may be designated by the President, each committee shall report in writing a summary of its activities and proceedings since its last annual report (except such matters as the by-laws require to be kept secret), together with any suggestions deemed suitable, appertaining to its powers, duties, or activities, and such report shall be filed with the Secretary of the Association prior to the date of such meeting. Each committee shall make such intermediate reports as the President, Board of Managers, or the Association may from time to time direct.
- Section 6. Each committee shall keep, under the supervision of its chairman, records of all its proceedings.
- Section 7. The chairman of any committee may make application to the Board of Managers for appropriations

for the work of such committee. No committee shall have authority to incur any indebtedness or pecuniary obligation for which the Association shall be responsible, except to the extent authorized by the Association or the Board of Managers. Only those so authorized by the Board of Managers and specified in the Association's Policies and Procedures Manual may enter into any contractual relationship or incur any indebtedness on behalf of the Association.

Section 8. Each committee of the Association shall transmit to the Committee on Audit and Budget on or before May 1st of each year an estimate, itemized in detail, of its expenses during the next ensuing fiscal year in connection with matters within the jurisdiction of such committee, and also an itemized statement of all the outstanding liabilities, if any, incurred.

Section 9. Except as provided in these by-laws:

(a) No committee nor any member thereof shall make any statement to the press or by radio, television or other media of communication in the name of the committee or the Association, concerning any discussions or deliberations before the committee, without first having submitted the same in writing to the Board of Managers and having received approval thereof.

(b) Nor shall any committee submit any amendment, proposition or other enactment to any public or legislative body, or take any action with respect to any bill pending before such public or legislative body, without first obtaining similar approval from the Board of Managers or the Association, except as may otherwise be provided for in these by-laws.

Section 10. As soon as practicable after the annual meeting, names of officers, members of committees and of the Association, such of the annual reports of the committees as may be selected by the Board of Managers, and such other matters as said Board may deem proper, shall be printed and distributed under the direction of the Secretary of the Association.

Section 11. All committees of the Association shall be subject to the by-laws and to such rules as the Board of Managers may from time to time promulgate. The Board of Managers shall supervise and coordinate the action and functioning of all committees of the association, and may place such limitations upon the issuance of reports and the issuance of public statements by committees as may be deemed appropriate.

Section 12. The President shall have the authority to appoint as many auxiliary members of any standing committee (except the Committee on Grievances) as the President shall deem appropriate, in consultation with the committee chair(s). Such auxiliary members shall have the rights and privileges of attending all committees meeting and participating in the discussions of said committees and of serving on subcommittees of said committees, without the right to vote in committee.

ARTICLE XI Indemnification

Section 1. Right to Indemnification.

Each person who was or is made a party or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit, or proceeding,

whether civil, criminal, administrative, or investigative (a “proceeding”), by reason of the fact that the individual is or was a manager or officer of the Association or, being or having been such a manager or officer, the individual is or was serving at the request of the Association as a manager, officer, employee, or agent or another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (an “indemnitee”), whether the basis of a proceeding is alleged action in an official capacity as a manager, officer, employee or agent or in any other capacity while serving as a manager, officer, employee or agent, shall be indemnified and held harmless by Association to the full extent permitted by applicable law, as the same exists or may hereafter be amended, against all expense, liability, and loss (including attorneys’ fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such indemnitee in connection therewith and such indemnification shall continue as to an indemnitee who has ceased to be manager, officer, employee, or agent and shall inure to the benefit of the indemnitee’s heirs, executors, and administrators; provided, however, no indemnification shall be provided to any such indemnitee if the corporation is prohibited by the provisions of the Washington Nonprofit Corporation Act or other applicable law as then in effect from paying such indemnification and provided, further, that except as provided in Section 2 of this Article IX with respect to proceedings seeking to enforce rights to indemnification, the Association shall indemnify such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if a proceeding (or part hereof) was authorized by the Board of Managers of the Association. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Association the expenses incurred in defending any proceeding in advance of its final disposition (an “advancement of expenses”).

Any advancement of expenses shall be made only upon delivery to the Association of an undertaking (an “undertaking”), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal, that such indemnitee is not entitled to be indemnified for such expenses under this Section 1 and (a) upon delivery to the corporation of a written affirmation (an “affirmation”) by the indemnitee of his or her good faith belief that such indemnitee has met the standard of conduct necessary for indemnification by the Association pursuant to this Article IX or (b) upon such determination (a “determination”) as may be permitted or required by the Washington Nonprofit Corporation Act or other applicable law.

Section 2. Right of Indemnitee to Bring Suit.

If a claim under Section 1 of this Article IX is not paid in full by the Association within sixty (60) days after a written claim has been received by the Association, except in the case of a claim for advancement of expenses, in which case the applicable period shall be twenty (20) days, the indemnitee may at any time thereafter bring suit against the Association to recover the unpaid amount of the claim. To the extent the indemnitee is successful in whole or in part, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. The indemnitee shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for an advancement of expenses, where the required undertaking has been tendered to the Association) and thereafter the Association shall have the burden of proof to overcome the presumption that the indemnitee is so entitled. Neither the failure of the Association (including its Board of Managers, independent legal counsel, or its

members) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances nor an actual determination by the Association (including the Board of Managers, independent legal counsel, or the members) that the indemnitee is not entitled to indemnification shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 3. Non-Exclusivity of Rights.

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article IX shall not be exclusive of any other right in which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws of the Association, general or specific action of the Board of Managers or members or disinterested managers, contract or otherwise.

Section 4. Insurance, Contracts and Funding.

The Association may maintain insurance, at its expense, to protect itself and any manager, officer, employee, or agent of the corporation or another corporation, partnership, joint venture, trust, or other enterprise against any expense, liability, or loss, whether or not the Association would have power to indemnify such person against such expense, liability or loss under the Washington Nonprofit Corporation Act or other applicable law. The Association may enter into contracts with any manager or officer of the Association in furtherance of the provisions of this Article IX and may create a trust fund, grant a security interest, or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article IX.

Section 5. Indemnification of Employees and Agents of the Corporation.

The Association may, by action of its Board of Managers from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Association with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of managers and officers of the corporation or pursuant to rights granted pursuant to, or provided by, the Washington Nonprofit Corporation Act or otherwise.

ARTICLE XII

Amendment of By-Laws

Section 1. Proposed amendments to these by-laws may be offered by a petition signed by no fewer than fifteen (15) members in good standing and presented to the Secretary. Such petition must clearly delineate all proposed changes. Any proposed amendments shall be reviewed by the Board of Managers but the Board of Managers shall not alter the proposed amendments other than for grammatical or spelling errors unless said amendments are inconsistent with New York State or United States laws or regulations. The proposed amendments shall then be presented for a vote of the membership within forty-five (45) days of Board of Managers review.

Proposed amendments to these by-laws may also be presented to the Board of Managers by a Governance/By-Laws Review Committee so appointed by the President of the Association. The Board of Managers shall review, consider and modify, if deemed appropriate, the

recommendations of the Governance Committee. If said proposed amendments are approved by a two-thirds (2/3) affirmative vote of those present at the Board of Managers meeting when considered, the amendments shall be presented for a vote of the membership within forty-five (45) days of Board of Managers approval.

These by-laws may be amended at any Annual or Special Meeting of the Association by a vote of two-thirds (2/3) of the members present at said meeting, provided a quorum as defined in Article VII, Section 5 has been established. Notice of the proposed amendment(s) shall be included by the Secretary in the notice of the meeting and shall be communicated as defined in Article VII, Sections 2 and 3 not less than twenty (20) days prior to the meeting when said proposition is to be considered. Those in attendance at the meeting of the Association may not further modify the proposed amendments, other than for grammatical or spelling errors; the membership may only vote in favor of or opposed to the amendments, as presented.

- Section 2. The meeting at which members consider any amendments to these by-laws may be conducted as an in-person meeting or by any electronic means where all participants have the ability to hear and be heard by the other participants.
- Section 3. The use of proxy ballots to approve any by-law amendments is permitted, subject to the parameters set forth in Article VII, section 7.

EFFECTIVE DATE

These by-laws, and any amendments thereto, shall take effect immediately upon approval.

*Approved by QCBA Membership
June 6, 2023*