

CONSTITUTION

COLUMBIAN LAWYERS ASSOCIATION OF WESTCHESTER COUNTY, INC.

as amended through December 31, 1986

ARTICLE I - Name

The name of this organization shall be:

"COLUMBIAN LAWYERS ASSOCIATION OF WESTCHESTER COUNTY, INC."

ARTICLE II - Purpose

The objects and purposes of the Association shall be:

- a. To establish and develop, to foster and promote principles of truth and justice.
- b. To promote the intellectual, spiritual and cultural welfare of its members.
- c. To associate its members together for their mutual benefit as members of the legal profession.
- d. To foster advancement of the professional and technical skills of its members as lawyers.
- e. To encourage association among its members for the mutual exchange of knowledge and experience.
- f. To uphold the highest standards and best traditions of the legal profession.
- g. To participate in any legal proceedings as a party or as amicus curiae in furtherance of these declared purposes.
- h. To achieve these aims and objectives in, by and through the legal profession and other means, and in association with other organizations having similar aims and objectives.
- i. To uphold the Constitution of the United States and of the State of New York.

ARTICLE III - Membership

- (1) Any person of Italian origin who is duly admitted to the Bar of the State of New York shall be eligible to membership, if in good standing before the Bar of the State of New York.
- (2) No member of the Association shall be eligible to vote or hold office unless he is in good standing. A member in good standing is one who has complied with the requirements of the within Constitution and of the By-laws.

ARTICLE IV - Officers

- (1) The officers of the Association shall be a President, a Vice President, a 2nd Vice President, a 3rd Vice President, a Treasurer, a Recording Secretary, and a Corresponding Secretary.
- (2) Administrative Assistants: The President, with the approval of the Board of Directors, may appoint two persons, who need not be attorneys, to serve as Administrative Assistants to the Board of Directors. Administrative Assistants may attend membership meetings and Board of Directors meetings, but will not be entitled to voting privileges.
- (3) No member shall be elected to the Office of President for more than two successive terms.

ARTICLE V - Board of Directors

- (1) The Board of Directors shall consist of the President, 1st Vice President, 2nd Vice President, 3rd Vice President, Recording Secretary, Corresponding Secretary, Treasurer, the twelve elected Directors, and the ex-Presidents of the Association.
- (2) (a) Election of Directors and term. At the annual meeting next held after the adoption of this Constitution there shall be an election by ballot for twelve Directors of the Association, four of whom shall be elected for a term of one year, four for two years, and four for three years. At each annual meeting thereafter a number of Directors equal to that of those whose terms have expired shall be elected for the term of three years. At the expiration of any term of three years, any Director may be reelected.
- (b) The Directors shall be elected at each annual election meeting for a term of three (3) years.
- (c) A Director who has been elected for a full term of three (3) years

shall not be eligible for a term immediately succeeding.

- (3) The Board of Directors shall have the responsibility of the general management of the affairs of the Association, and shall have the power to take such action as is not inconsistent with the Constitution and By-laws as it may deem advisable.
- (4) (a) The Board of Directors shall meet at least fifteen (15) days prior to the general membership meeting in October of each year and act as a Nominating Committee to nominate the Officers and Directors whose names shall be presented for election at the annual meeting in November. The names of the candidates shall be set forth in the notice of the October meeting.
 - (b) Candidates for any office may be nominated by petition in writing, signed by at least FIVE (5) members of the Association in good standing. Said petition must be delivered to any officer of the Association not later than TEN (10) days following the October meeting.
 - (c) The Corresponding Secretary shall advise the general membership of the names of the candidates by notice in writing at least FIVE (5) days before the annual election meeting in November.
- (5) (a) The Board of Directors shall elect its own Chairman at its first annual meeting.
- (6) No member of the Board of Directors shall be elected Chairman for more than three (3) years.
- (7) The Board of Directors of the Association, by majority vote, may appoint as Director Emeritus any member who has served with distinction on the Board, and that member shall have the same rights and privileges as a Director.

ARTICLE VI - Elections

- (1) Elections of Officers and Directors shall be held at the annual meeting in November of each year.
- (2) (a) The Officers shall be elected to hold office for one year commencing January 1st and ending December 31st.
- (b) If a vacancy occurs on the Board or in any office during the year, a successor shall be chosen by the Board of Directors to serve until the next annual election meeting. Said vacancy shall be filled by election at said next annual election meeting for the unexpired term.
- (3) Elections shall be by closed ballot in a contested election, and may be conducted by voice vote in an uncontested election. Candidates receiving a majority vote of the members present at said meeting shall be deemed elected. In the event a candidate does not receive a majority vote, then the two candidates receiving the largest number of votes shall be voted upon, and the candidate then receiving a majority vote shall be deemed elected to the office.

ARTICLE VII - Meetings

- (1) Meetings shall be held each month except during the months of July and August, and at such place, time and date as the Board of Directors may designate.
- (2) Special meetings may be called by the President or upon the written request of TEN (10) members in good standing, addressed to the President or, in his absence, to the 1st Vice President, specifying the purpose or purposes thereof. At such meeting no business shall be transacted except that specified in the notice.
- (3) At least FIVE (5) days' notice of all meetings shall be given by mail to all members except as provided in Article XI.
- (4) Roberts Rules of Order shall govern all meetings.

ARTICLE VIII - Quorum

- (1) The presence of twenty-one (21) members at each meeting of the Association shall constitute a quorum.
- (2) A majority of the Board present shall constitute a quorum.

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- (2) A majority of the Board present shall constitute a quorum.

ARTICLE IX - Committees

- (1) The Board of Directors from time to time may provide in the By-laws for such standing and special committees as it may deem necessary. The President shall fix the number of members to serve, appoint the Chairman and members, and shall fill vacancies on said committees.
- (2) All committees shall serve only during the term of the current President.

ARTICLE X - By-laws

By-laws may be adopted, amended or rescinded at any regular or Special Meeting of the Association by a majority vote of the members present after due notice to the general membership in writing.

ARTICLE XI - Amendments

This Constitution may be amended by a TWO-THIRDS vote of the members present at a meeting provided a WRITTEN NOTICE OF THE PROPOSED AMENDMENTS shall have been mailed to each member of the Association not less than SEVEN (7) DAYS prior to such meeting.

RESOLVED that Article III of the Constitution of the Columbian Lawyers Association of Westchester County, Inc. be amended to add a new section (3) to read as follows:

3. A student of an accredited law school, who is of Italian origin shall be eligible to membership as a "Student Member." A Student Member shall have all of the rights of a member, except that a Student Member shall not have the right to vote.

RESOLVED that Article VII of the Bylaws of the Columbian Lawyers Association of Westchester County, Inc. be amended to add a new section (5) to read as follows:

5. Student Members shall pay dues at the same level as a member who has been a member of the profession for less than one (1) year.

Proposed
5/18/93
11 & D.A.

BY-LAWS OF THE COLUMBIAN LAWYERS ASSOCIATION
OF WESTCHESTER COUNTY, INC.

as amended through December 31, 1986

I

PRESIDING OFFICERS

At all meetings of the Association the President or, in his absence, one of the Vice-Presidents, or, in the absence of all of them, the Chairman of the Board of Directors or, in his absence, any member selected by the members present, shall preside.

II

MEETINGS OF THE ASSOCIATION

1. The President shall prepare the agenda for every meeting of the Association. In addition to such items as he shall determine to be appropriate, the President shall include in the agenda any item directed to be included by the Board of Directors. Notice of any monthly meeting of the Association shall be mailed to the membership at least five (5) days before the date of the meeting. Notice of a special meeting shall be mailed to the membership at least five (5) days before the date of the meeting unless the President determines, in his discretion, that a shorter notice period is necessary and so advises the Secretary in writing.
2. The President or other presiding officer at any meeting of the Association shall determine the order of business. This order may be changed by vote or a majority of the members present and voting at such meeting.
3. Roberts Rules of Order shall govern all meetings of the Association, except in cases otherwise provided for by the Constitution or By-laws.
4. Unless otherwise ordered by the Association, every matter presented at any meeting of the Association, which by its terms or in the judgment of the presiding officer shall require reference to a committee, shall be referred by him to the appropriate committee or, if there be no such committee, to the Board of Directors. The committee to which such reference is made shall report thereon to the Board of Directors at its next monthly meeting, or at a special meeting called for that purpose, unless the resolution of the Association, or the terms of reference to such committee, shall otherwise

provide or unless the time of report is extended by the Association. If, within the time so limited, no report is made, the committee may be deemed to have been discharged from further consideration of the subject, and the matter may again be referred or disposed of in such manner as the Association shall deem proper.

III

PRESIDENT

The President shall exercise the powers and perform the duties assigned to him in these By-laws, and be the chief executive officer of the Association. He shall be subject to the Constitution and By-laws and shall generally supervise the management of the affairs of the Association. At the monthly meetings he shall make a statement relative to the condition, activities and progress of the Association.

IV

VICE-PRESIDENTS

1. The Vice-Presidents shall perform such duties as may be assigned to them by the President or by the Board of Directors, and in the absence of the President shall preside at meetings of the Association in the order of their succession.
2. The Board of Directors shall designate one of the Vice-Presidents in the order of their succession to discharge the duties of the President whenever in its discretion the Board decides that the disability or absence of the President makes such designation advisable.

V

SECRETARIES

1. The Recording Secretary shall keep a record of the proceedings of all meetings of the Association and the Board of Directors, and of all other matters of which a record shall be ordered by the Association, and shall be assisted by the Administrative Assistants.
2. The Corresponding Secretary shall notify the officers and all members of committees of their election or appointment, shall mail notices of all meetings and copies of committee reports to be considered at meetings, and, in case of special meetings, shall add a brief note of the object of the call, and

shall be assisted by the Administrative Assistants.

VI

TREASURER

1. The Treasurer shall keep a complete roll of the members and shall notify new members of their election. Under the direction of the Board of Directors he shall collect and disburse all funds of the Association, which shall be open to the inspection of any member of the Board of Directors. The Treasurer shall prepare an annual budget on all anticipated income and expense and submit the said report to the Board of Directors at their first meeting in January.
2. At the monthly meeting of the Association, and at each regular meeting of the Board of Directors, he shall submit a balance sheet as of the most recent practicable date and a statement of income and expenses for the portion of the fiscal year ending with such date. At other stated or special meetings of the Association he shall make such reports as he may deem appropriate or as the President or Directors may direct.

VII

DUES

1. Any member who has been a member of the profession for:
 - (a) less than one (1) year shall pay no annual dues;
 - (b) more than one (1) year and less than five (5) years shall pay annual dues of \$25.00; and
 - (c) more than ten (10) full years shall pay annual dues of \$35.00.
2. Dues of members shall be payable annually by the first day of February.
3. If any member shall fail to pay his dues within thirty (30) days after the same shall become payable, it shall be the duty of the Treasurer to give such member written notice thereof.
4. After the mailing of notice thereof as above prescribed, the Board of Directors, by order, without further notice, may strike from the roll the name of any member continuing in default, and thereupon he shall cease to be a member of the Association.
5. The Board of Directors may from time to time amend the dues payable by the members and/or the terms and methods of payments.

VIII

GENERAL PROVISIONS APPLICABLE
TO STANDING COMMITTEES

Unless otherwise expressly provided in the Constitution or By-laws or in the authority creating any committee, the following provisions shall apply to all standing committees:

1. SIZE: Each committee shall consist of not less than three (3) members and a Chairman. Notwithstanding the specification in the By-laws of the number of members for any committee, the President may, with the approval of the Board of Directors and prior to the first annual meeting of each committee, increase the number of members of a committee in any one year by not more than three, but no committee shall have fewer than three (3) members in addition to a Chairman.
2. APPOINTMENT: The President shall appoint the Chairman and members of all committees and fill all vacancies.
3. If a member is absent in any one year from three (3) meetings of the committee or of a subcommittee of which he is a member, unexcused by the Chairman, that fact shall be reported by the Chairman in writing to the President, and the President may deem the member's place on the committee vacant and appoint a successor.
4. The President may, with the approval of the Board of Directors, remove a committee member or Chairman for cause.
5. COMMITTEE YEAR: The committee year shall run from January through December 31st, but the Chairman and members whose terms expire shall continue in office until their respective successors are appointed and have qualified.
6. ORGANIZATION: Each committee shall meet and organize within such time as the President may direct.
7. PROCEDURE AT COMMITTEE MEETINGS: Each committee may fix its own time and place of meeting and regulate its procedure, consistent with the Constitution and By-laws, and subject to review by the Board of Directors. Each committee shall keep such record of the attendance and proceedings at its meetings as its Chairman deems appropriate.
8. REPORTS: At such times as the President or the Board of Directors may direct, each committee shall make a report in writing summarizing its activities and proceedings since its last previous report, (except such

matters as by law or these By-laws are required to be kept confidential) and making any suggestions it deems appropriate as to its powers, duties or activities. Such report shall be filed with the Recording Secretary of the Association. Each committee shall also make such interim reports as the President or the Board of Directors may from time to time direct.

9. COORDINATION OF COMMITTEE ACTION: Notwithstanding any other provisions of these By-laws, all standing and special committees are subject to the following provisions:

a) No committee shall commit the Association or take action on its behalf in conflict with any action previously taken at a meeting of the Association until the proposed action is considered and approved at a meeting of the Association. The Board of Directors may waive the requirements of the foregoing sentence in the event time does not permit or in its judgment the nature of the proposed committee action does not warrant submission to the Association.

b) The President or the Board of Directors may require any committee to refrain from publishing its report or conclusions or from committing or taking action in the name of the Association pending further action by the Board of Directors, or by the Association in the event the Board of Directors requires the matter to be submitted to the Association. Upon its review of such report, conclusions or other proposed committee action, the Board of Directors may approve the same, remit the matter for further consideration to an appropriate committee or committees, direct the submission of the matter to the Association, require the committee to refrain from publishing its report or conclusions.

IX

STANDING COMMITTEES

There shall be the following standing committees having jurisdiction as defined by the title of the committee or as otherwise specified herein:

1. A COMMITTEE ON MEMBERSHIP of five (5) members and a Chairman. The committee shall endeavor to interest eligible members of the Bar in becoming members of the Association.

The Committee on Membership shall meet at least once in each month except July and August.

2. A COMMITTEE ON GOOD AND WELFARE of five (5) members and a Chairman.
3. A COMMITTEE ON PROGRAM AND LEGAL EDUCATION of five (5) members and a Chairman. The Committee may, subject to the approval of the Board of Directors, arrange for lectures or seminars as it deems for the best interests and welfare of the Bar. No charge shall be made for such lectures or courses unless authorized by the Board of Directors.
4. A COMMITTEE ON LEGISLATION of five (5) members and a Chairman. The committee shall have jurisdiction with respect to legislative measures pending in the New York Legislature or before the Governor of the State of New York and also over pending amendments to the Constitution of the State of New York. The Committee shall inform the membership of all proposed and pending legislation of interest to the Association.
5. A YOUNG LAWYERS COMMITTEE of five (5) members and a Chairman. The Committee shall promote interest in the Association and its activities among its younger members.
6. A COMMITTEE ON PUBLIC RELATIONS of five (5) members and a Chairman.

X

SPECIAL AND JOINT COMMITTEES

1. SPECIAL COMMITTEES - The Board of Directors or the Association may from time to time constitute special committees and define their powers, and may at any time abolish any special committee. The President shall fix the number of members of each special committee where such number has not been fixed by the Board of Directors or the Association, and unless the Board of Directors or the Association otherwise directs, shall appoint the members and Chairman of each special committee, for such term or without term as he may deem advisable.
2. JOINT COMMITTEES - The Board of Directors or the Association may from time to time authorize the formation of joint committees, with membership representing this Association and one or more Bar Associations or other organizations or groups, and define the powers of such joint committees, and may at any time withdraw therefrom. Unless the Board of Directors or the Association otherwise directs, joint committees shall not publish any report or conclusion or publicly

commit the Association without prior submission of such report or conclusion to the Board of Directors or the Association.

XI

AMENDMENT OF BY-LAWS

1. These By-laws may be amended at any meeting of the Association. The affirmative vote of a majority of the members present and voting at such meeting shall be required for the adoption of any amendment. No proposed amendment shall be submitted to a vote unless notice of the proposed amendment shall have been included by the Corresponding Secretary in the notice or call of the meeting, together with the text of the proposed amendment. Unless the Board of Directors otherwise directs, no notice of a proposed amendment shall be so included in the notice or call of a meeting unless notice in writing of the proposed amendment shall have been given to the Board of Directors ten (10) days prior thereto.
2. Upon the consideration of any proposed amendment, amendments thereto may be offered and voted upon at the meeting.
3. These By-laws may be proposed for amendment upon the written request of ten (10) members of the Association, which request shall state the proposed amendment. Due notice of the proposed amendment shall be given to the Board of Directors ten (10) days prior to the notice or call of the meeting for the adoption of the proposed amendment.