

GREATER ROCHESTER ASSOCIATION FOR WOMEN ATTORNEYS
A Chapter of the Women’s Bar Association of the State of New York

BY-LAWS

ARTICLE I
NAME AND JURISDICTION

The name of this organization shall be the Greater Rochester Association for Women Attorneys (herein referred to as “GRAWA” or the “Chapter”), an official Chapter of the Women’s Bar Association of the State of New York (“WBASNY”). The jurisdiction of GRAWA shall include the Greater Rochester area.

ARTICLE II
PURPOSE

The purpose of this Chapter will be in accordance with that of WBASNY and to: (a) establish and direct policies and issue policy statements on issues of local significance, especially those relating to women lawyers and women generally, and to bring such issues to the attention of WBASNY for further endorsement and action; (b) to cooperate with, aid and support organizations and causes which advance the status and progress of women in society; (c) to encourage education of lawyers; (d) to promote the fair and equal administration of justice; and (e) to inform members and disseminate information to them. The Chapter will report to and consult with WBASNY and act consistently with the By-Laws of WBASNY.

ARTICLE III
MEMBERSHIP

3.1 Members. The Greater Rochester Association for Women Attorneys (“GRAWA” or “the Chapter”) shall have five (5) classes of membership.

(a) Any persons admitted to practice before the Bar of the State of New York in good standing may be members of GRAWA and WBASNY upon payment of appropriate Chapter dues. If GRAWA is their primary Chapter, these attorneys shall be “Class I” members and may vote in all elections and general membership votes of GRAWA and WBASNY.

(b) Any persons who are: (i) admitted in a jurisdiction other than New York and in good standing (“Class II” members), (ii) law school graduates preparing to take the bar exam or awaiting admission (“Class III” members), or (iii) law students (“Class IV” members), may be voting members of GRAWA and non-voting members of WBASNY upon payment of appropriate GRAWA dues.

(c) Any person who is a member in good standing of another WBASNY Chapter may also become an “adjunct member” of this Chapter (“Class V” members) upon payment of appropriate Chapter dues.

3.2 Membership Categories and Dues. The categories of membership within each membership class, and annual dues rate for each category, shall be set periodically by the Board and shall be paid in accordance with such policies and procedures as the Board may adopt.

3.3 Termination of Membership. A member may resign from GRAWA at any time. Membership shall be automatically terminated for any member who has been disbarred or convicted of a crime, or whose license to practice law has been suspended. Membership may be terminated: as to any member whose dues are in arrears for in excess of thirty (30) days, or with or without cause by majority vote of the Board of Directors.

3.4 Member Information to WBASNY. Pursuant to WBASNY's By-Laws, guidelines and procedures, GRAWA will periodically submit to WBASNY a list of members, their addresses, and other contact and demographic information, along with any required "per capita" dues owed to WBASNY based on such members' class status.

ARTICLE IV OFFICERS

4.1 Officers. The officers of GRAWA shall be President, a President-Elect, a Secretary and a Treasurer. No two (2) offices may be held by the same person.

4.2 Qualifications and Terms of Office. The officers must be voting members of GRAWA.

(a) Except as otherwise provided herein, the Officers shall be elected annually by the membership.

(b) The office of President shall automatically be filled by the President-Elect who was elected in the previous term. The President-Elect shall be elected to serve one (1) year as President-Elect and shall automatically serve the succeeding year as President. If the President-Elect was not elected by the membership, she shall succeed to the office of President to fill a vacancy only until the next annual meeting, when the office of President shall be filled by vote of the membership.

4.3 Removal of Officers. Any Officer may be removed by a majority vote of the Board of Directors with or without cause at any time.

4.4 Resignation of Officers. Any Officer may resign with or without a stated reason at any time by giving written notice of her resignation to the Board of Directors or the President. Such resignation shall take effect at the time specified in such notice or, if no time be specified, on delivery. The Board is not required to accept a resignation for it to be effective.

4.5 Officer Vacancies. A vacancy in any office other than President shall be filled by vote of the Board of Directors, after consultation with the Nominations Committee. The person selected by the Board of Directors to fill any such vacancy shall hold such office until the next annual meeting of the members and until her successor is elected or appointed and qualified. In the event that the office of the President becomes vacant for any reason, the President-Elect shall immediately succeed to the office of President and shall serve as President for the unexpired term thereof, and the Board of Directors shall appoint a successor President-Elect, after

consultation with the Nominations Committee. If a President-Elect elected by the members succeeds to the Presidency by reason of vacancy in that office, the President-Elect shall serve as President for the remainder of the unexpired term plus the following term.

4.6 President. The President shall act as the chief executive officer of the Chapter and shall supervise generally the management of the affairs of the Chapter, subject only to the supervision of the Board. The President shall preside at all meetings of the membership and the Board of Directors. At the Annual Membership Meeting, the President shall present a report to the members on the activities of the Chapter during the year. The President may delegate to another Officer any duty imposed or power granted by these By-laws, except for the appointment of Committee Chairpersons and the assignment of duties to other Officers. The President shall also perform such other duties as may be assigned from time to time by the Board.

4.7 President-Elect. The President-Elect shall preside at all meetings of the members, the Board of Directors, in the absence of the President. The President-Elect shall perform such other duties as may be assigned by the President or by the Board of Directors.

4.8 Treasurer. The Treasurer shall keep and maintain the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the Chapter, subject to the control of the Board of Directors.

(a) All Chapter funds shall be deposited to the credit of the Chapter in such banks, trust companies, or other depositories as the Board of Directors may select. At least once per year, the Treasurer and Board shall review the signatories on the Chapter's account(s) and determine whether such signatories should be changed, in which case the Board shall pass any required resolutions to effectuate such change.

(b) The Treasurer shall oversee the collection of Chapter dues from each member, payments for events and programs, and other monies received on behalf of the Chapter. She shall keep the accounts of the Chapter, deposit all funds received, invest its funds as directed by the Board of Directors, report on the Chapter's finances at each regular meeting of the Board of Directors, and make a report to the Chapter membership at the Annual Membership Meeting on the overall state of the Chapter's finances.

(c) The Treasurer shall pay or cause to be paid all bills duly incurred by or on behalf of the Chapter. She shall comply with all WBASNY reporting and accounting requirements, including submitting reports on Chapter membership, providing information required for WBASNY accounting and tax returns, and remitting to WBASNY "per capita" dues and other payments owed to WBASNY by the Chapter.

(d) The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

(e) The accounts of the Treasurer shall be reviewed at least annually by the Board of Directors or its designee, and at such other times and in such manner as the Board of Directors may elect.

4.9 Secretary. It shall be the duty of the Secretary to act as secretary of all meetings of the Board of Directors, and to keep the minutes of all such meetings in a proper book or books to be provided for that purpose; the Secretary shall see that all notices required to be given by the Chapter are duly given and served; the Secretary shall prepare, or cause to be prepared, for use at meetings of the members the list or record of members referred to in these By-laws and shall certify such list; and the Secretary shall keep a current list of the Chapter's Officers, Directors and Delegates, and their addresses and contact information. The Secretary shall have custody of the minute book containing the minutes of all meetings of membership, Directors, the Executive Committee, and any other committees which may keep minutes, and of all other contracts and documents which are not in the custody of the Treasurer of the Chapter, or in the custody of some other person authorized by the Board of Directors to have such custody.

ARTICLE V CHAPTER DIRECTORS/COMMITTEES OF THE CHAPTER

5.1 Chapter Directors / Elected Chairs of Designated Chapter Committees. The Chapter Directors shall be the voting members of the Chapter who have been elected by the membership to serve as chairs of the following Committees of the Chapter:

- (a) Nominations Committee
- (b) Membership Committee
- (c) Legislative Committee
- (d) Judicial Evaluations Committee
- (e) Programs and Events Committee
- (f) Diversity Committee
- (g) Continuing Legal Education Committee
- (h) Media Committee

The above Committees of the Chapter shall be considered "Standing Committees" for purposes of these By-laws. These Directors shall be members of the Board of Directors and shall have such authority as the full Board shall authorize.

5.2 Directors – Election and Terms of Office. The Directors / Chairs of the Standing Committees shall be elected by the membership at the Annual Meeting and shall serve for a one-year term and until their successors are elected and qualified. They may be elected to serve additional one-year terms up to a maximum of three (3) total consecutive terms; provided, however, that the Board, in its discretion, may designate any Standing Committee to have Co-Chairs. If a Standing Committee is so designated, then the Co-Chairs shall serve two-year staggered terms, with each Co-Chair being elected at an Annual Meeting and serving until her successor is elected and qualified.

ARTICLE VI
CHAPTER REPRESENTATIVES ON THE WBASNY
BOARD OF DIRECTORS (“WBASNY DELEGATES”)

6.1 Chapter President. Under WBASNY’s By-Laws, the Chapter President shall be a member of the WBASNY Executive Committee and of the Board of Directors of WBASNY. If the President cannot attend a meeting of the WBASNY Executive Committee or Board, upon notice to WBASNY she may designate a Chapter Officer or Board member to attend in her place.

6.2 WBASNY Delegates. Pursuant to WBASNY’s By-Laws, each Chapter is entitled to one or more additional representatives (“Delegates”), who serve as members of the WBASNY Board of Directors and attend and vote at WBASNY Board meetings.

(a) The number of Chapter Delegates is set forth in the WBASNY By-Laws and is calculated based on the number of members the Chapter certifies by January 31st of the prior fiscal year who are (i) attorneys admitted to the Bar in the State of New York and in good standing, (ii) attorneys admitted to the Bar of other jurisdictions who are in good standing, or (iii) law school graduates studying for the bar or awaiting admission.

(b) The GRAWA President-Elect, Immediate Past President and Chair of the Legislative Committee shall serve *ex officio* as Delegates.

(c) Any remaining Chapter Delegate(s) shall be elected at the Annual Meeting of the membership.

(d) In the event that a designated Chapter Delegate cannot attend a WBASNY Board meeting, the President may designate an Officer, Director or Chapter member to attend in place of the Delegate, upon notice to WBASNY.

6.3 Chapter Representation on WBASNY Committees. To the extent possible, the President should also designate members to represent the Chapter on WBASNY’s Committees. At a minimum, she shall prioritize having representation on the following WBASNY Committees:

- Nominations (two representatives per Chapter; one delegate and one alternate) – interviews candidates and votes to select the members from across the state who will be nominated to serve as WBASNY Officers for the following fiscal year;
- Legislation (one representative per Chapter) – reviews legislation and makes recommendation on WBASNY’s legislative priorities and advocacy efforts;
- Awards (one representative per Chapter) – participates in the consideration of candidates for WBASNY’s annual awards, and assists the President in preparing and submitting nominations for Chapter members to be considered for such awards;

- *Judicial Screening* (two representatives per Chapter; one delegate and one alternate) – interviews and reviews the qualifications of candidates to fill periodic judicial vacancies on the New York Court of Appeals;
- Plus any of the other WBASNY Committees that address substantive topics, policies or other matters that are of concern to the Chapter or its membership.

6.4 Notice of WBASNY Meetings. The President shall notify Chapter Delegates and Chapter representatives to WBASNY’s Committees by appropriate means of the dates and times of WBASNY’s periodic Board and Committee meetings, and she shall instruct such representatives to notify her and WBASNY whether they will be attending such meetings, so that: (a) the President can designate alternate attendees, if required; and (b) WBASNY knows in advance who will be present on behalf of the Chapter.

ARTICLE VII CHAPTER BOARD OF DIRECTORS

7.1 Board Membership. The Board of Directors shall consist of the Officers of the Chapter, the immediate past President of the Chapter, the Chapter Directors, and the Delegates, each of whom must be a voting member of the Chapter. Each member of the Board of Directors shall have one vote, which may not be cast by proxy.

7.2 Powers and Duties. The Board of Directors shall be responsible for and shall have all power necessary for the conduct of the affairs of GRAWA.

(a) At the commencement of each Board member’s term of office, the Board member shall sign an acknowledgement in such form as the Board approves, agreeing to abide by the rules governing the participation in judicial campaigns or other screening processes of judicial candidates.

(b) No later than April 1 of each year, the Board of Directors shall establish or confirm the membership categories and dues rates to be paid by Chapter members for the succeeding fiscal year.

(c) The Board shall authorize contracts to be executed by or on behalf of the Chapter by the President, Treasurer or others pursuant to Article XI. No party shall enter into any contracts on behalf of the Chapter, nor incur any extraordinary or unusual expenses on its behalf, without express authorization from the Board of Directors.

7.3 Regular Board Meetings. The Board of Directors shall meet at least six (6) times annually. Regular meetings of the Board of Directors may be held on such dates and times as the Board of Directors may determine.

7.4 Special Meetings of the Board. Special meetings of the Board of Directors may be called by the President or upon written request of at least three (3) members of the Board of Directors. Notice shall be given by appropriate means and shall state the purposes, time and place of the meeting. If notice is given orally, in person or by telephone, it shall be given not less

than one (1) day before the meeting; if it is given by other means, it shall be given not less than three (3) days before the meeting.

7.5 Waivers of Meeting Notice. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice.

7.6 Time and Place of Meetings. The Board of Directors may hold its meetings at such place or places and at such times as the Board of Directors may from time to time determine.

7.7 Quorum. A majority of the entire Board of Directors shall constitute a quorum for the conduct of business at any meeting.

(a) Once a quorum is established, all questions shall be decided by a majority of votes cast, unless otherwise required by the Chapter By-Laws, WBASNY By-Laws, or statute.

(b) In the event a meeting is called for the purpose of filling vacancies and the existence of such vacancies makes it impossible to procure a quorum, a majority of the directors then in office shall constitute a quorum for the purpose of filling such vacancies.

(c) For Board of Directors meetings, in-person participation is expected of Board members, but should a Board member be unable to attend, such member shall be allowed to participate and cast any votes electronically or telephonically, provided that the meeting venue supports participation in a manner that allows all Board members to hear the full Board's discussions. Participation by telephone, videoconference or other electronic means shall count toward the establishment of a quorum.

7.8 Organization. The President or, in her absence, the President-Elect or, in the absence of both, a Director chosen by a majority of the Directors present, shall act as the Chair at each meeting of the Board of Directors. The Secretary shall act as Secretary of the Meeting or, in the absence of the Secretary, the Chair of the meeting, shall select a Secretary of the Meeting.

7.9 Action by the Board of Directors. Any action to be taken by the Board requires a meeting of the Board, unless all members of the Board then in office have consented to the adoption of a resolution authorizing the action, in which case the resolution and written consents of the directors shall be filed with the minutes of the proceeding of the Board. Such consent may be written or electronic. Any such consent and resolution shall be filed with the minutes of the Board meetings.

7.10 Resignation. Any member of the Board may resign with or without a stated reason at any time by giving written notice of her resignation to the President or the Secretary. Such resignation shall take effect at the time specified in such notice, or if no time is specified, on delivery. The Board is not required to accept a resignation for it to be effective.

7.11 Removal. Any or all of the Directors may be removed for cause by vote of the members, or by vote of the Directors provided there is a quorum of not less than a majority of the Board of Directors present at the meeting of Directors at which such action is taken. Any or all of the Directors may be removed without cause by vote of the members.

7.12 Newly Created Directorships and Vacancies. Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board of Directors for any reason shall be filled, after consultation with the Nominations Committee, by vote of a majority of Directors then in office, regardless of their number. Directors elected to fill vacancies shall serve until the next annual meeting at which the election of Directors is in the regular order of business, and until their successors are elected and have qualified.

7.13 Compensation. Directors shall receive no compensation for their services but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties.

ARTICLE VIII MEMBERSHIP MEETINGS

8.1 Annual Meeting. There shall be an Annual Membership Meeting, to be held during the month of April, on such date as may be fixed by the Board of Directors, for the election of Chapter Officers, Chapter Directors (as defined in Article V of these By-Laws), and Chapter Delegates; and for the transaction of such other business as may properly be brought before the meeting. Nomination and elections shall follow the procedures approved by the Board of Directors.

The Treasurer shall present at the Annual Meeting of members a report showing in appropriate detail the following:

- (a) the assets and liabilities of the Chapter;
- (b) the principal changes in assets and liabilities;
- (c) the revenue or receipts of the Chapter, both unrestricted and restricted to particular purposes;
- (d) the expenses or disbursements of the Chapter for both general and restricted purposes; and
- (e) the number of members of the Chapter as of the date of the report, together with a statement of increase or decrease in such number and a statement of the place where the names and places of residence of the current members may be found.

8.2 Voting on WBASNY Officer Candidates. At the Annual Membership Meeting, the Chapter shall also take a vote on the ratification of the slate of candidates nominated to serve as WBASNY Officers for the following fiscal year. Only voting members of the Chapter who are eligible (*i.e.*, attorneys admitted to the Bar in New York State and in good standing) may vote on the WBASNY Officer slate. Such votes shall be taken in the same manner as the votes for Chapter Officer, Director and Delegate positions (by voice vote if there is no contest, or by secret ballot, proxy or absentee ballot and in compliance with any mandates contained in WBASNY's By-Laws if there is a contested election).

8.3 Notification of Election Results. By no later than April 30 each year: the Secretary shall notify WBASNY, by appropriate means, of the results of the elections or other votes taken at the

Chapter Annual Membership Meeting, including the names, positions and terms of the elected Chapter Officers, Directors and Delegates; the ratification of WBASNY Officer nominees for the following fiscal year; and any votes on By-Laws amendments or other substantive matters.

8.4 Notice of Membership Meetings. Using any communication means allowed under the New York Not-For-Profit Laws (“appropriate means”), the Secretary or her designee shall notify members of all regularly scheduled membership meetings at least ten (10) days in advance, and shall notify the membership of the date of the Annual Membership Meeting at least thirty (30) days in advance. She shall also send or facilitate the sending of notice(s) (by appropriate means) to the membership concerning the nominations for Chapter positions and scheduling of elections.

8.5 Member Programs/Events. The Chapter shall hold at least six (6) member programs or events annually in addition to the Annual Membership Meeting. Business requiring member approval under applicable statute may be transacted at these meetings if notice of such meeting is provided in accordance with Section 8.6 of this Article.

8.6 Special Meetings of the Membership. Special meetings of the members may be called at the discretion of (a) the President, (b) by the Board of Directors, or (c) by the Secretary upon the written request of at least ten percent (10%) of the voting members of GRAWA, which written request shall state the purpose of the meeting. The Secretary shall notify the membership of the special meeting using appropriate means at least three days in advance of said special meeting, and the meeting notice shall include the purpose of the meeting.

8.7 Organization. At every meeting of members, the President or, in her absence, the President-Elect or, in the absence of both such officers, a person selected by the meeting shall act as the Chair. The Secretary or, in her absence, such other person designated by the Chair of the meeting shall act as Secretary of the meeting.

8.8 Place of Meetings. Annual and special meetings of the members shall be held at such place as the Board of Directors or other persons authorized to call such meetings may from time to time determine and indicate in the notice.

8.9 Quorum. Ten percent (10%) of the Chapter’s voting membership shall constitute a quorum at membership meetings. If a quorum is not present, the meeting may be adjourned by a majority of the members present.

(a) Proxies and absentee ballots shall count toward the establishment of a quorum, as shall any voting conducted via telephone, videoconference or other electronic means.

(b) Once a quorum is established, all questions shall be decided by a majority of votes cast, unless otherwise required by the Chapter By-Laws or WBASNY By-Laws.

8.10 Attendance and Voting. All members may attend the Annual Membership Meeting, but only members authorized to vote under the provisions of Article III may vote at such meeting. If unable to attend a membership meeting in person, voting members may vote by a duly signed proxy.

8.11 Qualification of Voters. The Board may fix a date as the record date for the purpose of determining the members entitled to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting. The record date shall not be more than fifty nor less than ten days before the date of the meeting.

ARTICLE IX COMMITTEES

9.1 Committees of the Chapter. The Board of Directors may create such committees of the chapter (other than the Standing Committees) by resolution of the Board to have such responsibility as the Board may designate. The Standing Committees are set forth in Article V of these By-Laws. The President shall appoint the members of such committees.

9.2 Executive Committee. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee consisting of three (3) or more Directors by majority vote of the entire Board. The Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- (a) The submission to members of any action requiring members' approval under the law.
- (b) The filling of vacancies in the Board or in any committee.
- (c) The fixing of compensation of the Directors for serving on the Board or on any committee.
- (d) The amendment or repeal of the By-laws, or the adoption of new By-laws.
- (e) The amendment or repeal of any resolution of the Board which by its terms, shall not be so amendable or repealable.
- (f) The election or removal of officers and Directors.
- (g) The approval of a merger or plan of dissolution.
- (h) The adoption of a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all of the Corporation's assets.
- (i) The purchase of real property that will constitute all or substantially all of the assets of the Corporation once purchased
- (j) The approval of amendments to the Corporation's Certificate of Incorporation.

9.3 Committee Meetings. Meetings of committees shall be held at such time and place as shall be fixed by the Chair(s) of the Committee, by the President, or by vote of a majority of the members of the committee.

9.4 Quorum and Manner of Acting by Committees. Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business, and the vote of a majority of all of the members of the committee shall be the act of the committee.

ARTICLE X CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

10.1 Execution of Contracts. The Board of Directors, except as in these By-laws otherwise provided, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Chapter to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these By-laws, no officer, agent or other person shall have any power or authority to bind the Chapter by any contract or engagement or to pledge its credit or to render it liable in any amount for any purpose.

10.2 Loans. No loans shall be contracted on behalf of the Chapter unless specifically authorized by the Board of Directors.

10.3 Checks, Drafts, etc. All checks, drafts and other orders for the payment of money out of the funds of the Chapter, and all notes or other evidences of indebtedness of the Chapter, shall be signed on behalf of the Chapter in such manner as shall from time to time be determined by resolution of the Board of Directors.

10.4 Deposits. All funds of the Chapter not otherwise employed shall be deposited from time to time to the credit of the Chapter in such banks, trust companies or other depositories as the Board of Directors may select.

10.5 Reasonable Compensation. It is the policy of the Chapter to pay no more than reasonable compensation for personal services rendered to the Chapter. The Board of Directors must approve in advance the amount and/or rate of all compensation for administrative services performed for the Corporation.

ARTICLE XI INDEMNIFICATION AND INSURANCE

11.1 Indemnification and Insurance. In its By-Laws, WBASNY defines the circumstances under which it may indemnify "Association Executives" and "Non-Profit Subsidiaries" (as defined in WBASNY By-Laws, Article XXVII, and including the WBASNY Foundation, the Chapters, and Chapter Foundations, and those duly acting on their behalf), against any judgments, fines, amounts paid in settlement and expenses, including counsel fees and disbursements. That Article also provides that WBASNY may, to the fullest extent permitted by law, maintain insurance to cover potential claims and suits, including for the potential liability and indemnification of Association Executives and such Non-Profit Subsidiaries.

11.2 Notice to WBASNY. Upon receiving notice of a suit, proceeding, a threat of suit, or a claim against WBASNY; the Chapter; Chapter Officers, Directors, Delegates, or others

authorized to act on behalf of the Chapter (or other Non-Profit Subsidiaries or Association Executives); the Secretary (or in her absence the President) shall promptly notify WBASNY's President and Recording Secretary in writing, and by email or other appropriate means, and forward any documentation received in connection therewith.

ARTICLE XII GENERAL

12.1 Office. The office and mailing address of the Chapter shall be at such place in the County of Monroe, State of New York, as the Board of Directors may determine.

12.2 Books and Records. There shall be kept at the office of the Chapter (1) correct and complete books and records of account; (2) minutes of the proceedings of the members, the Board of Directors and the Executive Committee; (3) a current list of the Directors and officers of the Chapter and their residence addresses; (4) a list of record containing the names and addresses of all members, and the class or classes of membership; and (5) a copy of these By-laws.

12.3 Fiscal Year. The fiscal year of the Chapter shall commence June 1 in each calendar year and end on May 31.

12.4 Conduct of Meetings. Except as otherwise provided by these By-Laws or by applicable law, all meetings of the membership and the Board of Directors shall be conducted in conformity with Robert's Rules of Order.

ARTICLE XIII PUBLIC STATEMENTS AND POSITIONS

13.1 Chapter Approval. No Chapter committee or member may make take a public position or issue any statement on behalf of the Chapter without prior approval of the Chapter President, on notice to the Chapter Board of Directors.

13.2 WBASNY Approval. The Chapter may take public positions on issues within its local jurisdiction, but the Chapter and its members shall not take public positions or make statement on issues that are of significant concern for the state or the nation without approval of the President of WBASNY, on notice to the WBASNY Executive Committee.

13.3 Joint Chapter Approval. Where Chapters have overlapping or shared jurisdictions, they may take a joint position or make a joint statement within their mutual jurisdiction with the prior approval of both Chapters' Presidents, and on notice to each Chapter's Board of Directors. If there is a conflict between the Chapters with respect to a public position or statement concerning a matter within the shared jurisdiction, no position or statement shall be made unless and until the issue is presented to WBASNY and a final determination is made on the matter by the WBASNY President, on notice to the WBASNY Executive Committee.

**ARTICLE XIV
INTERPRETATION OF BY-LAWS**

Wherever the word “she” or “her” is used herein, such word shall be construed to include “he” or “him” where appropriate.

**ARTICLE XV
CONFLICT WITH WBASNY BY-LAWS**

If any provision of these By-laws conflicts with the WBASNY By-Laws, then the WBASNY By-Laws shall control.

**ARTICLE XVI
AMENDMENTS**

16.1 Approval Process. A proposed amendment to the Chapter By-Laws shall not be presented to the membership for vote unless and until the proposed amendment has been reviewed and approved by WBASNY’s By-Law Committee, approved by the Chapter By-Laws Committee (if such Committee has been established), and approved by the Chapter Board of Directors.

16.2 Notice to Members and Voting. Notice of any proposed amendments shall be provided with the notice of the member meeting at which a vote will be taken on the By-Laws. The affirmative vote of a majority of the voting members present at such membership meeting, once a quorum exists, shall be required for the ratification and adoption of any amendment to the Chapter By-Laws.

16.3 Post-Enactment. Upon enactment of amendments to the Chapter By-Laws, a conformed copy of the new By-Laws, with revisions incorporated, shall be provided to the Chapter President and Secretary, as well as to the WBASNY President and WBASNY By-Laws Committee Chair(s), and notice of the enactment shall be provided to the Chapter membership. The Chapter’s current By-Laws shall also be posted on the Chapter website (if any) or on the Chapter page of WBASNY’s website.

[As amended through April xx, 2017 and effective June 1, 2017.]