

CONSTITUTION AND BY-LAWS
OF
WESTERN NEW YORK TRIAL LAWYERS ASSOCIATION

ARTICLE I

NAME

Section 1.

The name of the Association shall be:

WESTERN NEW YORK TRIAL LAWYERS ASSOCIATION

ARTICLE II

PURPOSE AND OBJECT

Section 1.

The purposes and objects of the Association shall be:

1. To facilitate the prompt and just disposition of actions and proceedings.
2. To investigate and explore means and methods of improving the administration of justice in litigated matters
3. To investigate and explore means and methods of improving procedure in handling litigated actions and proceedings.
4. To provide a forum and association for attorneys-at-law actively engaged in litigation, to correlate and disseminate information and opinions pertaining to the general handling of litigated actions proceedings.
5. To generally find means and methods of preventing Court Calendars from becoming congested.
6. To take such action and make such recommendations as shall foster the purposes and objects hereinbefore set forth.

ARTICLE III

MEMBERSHIP

Section 1. Qualifications.

Any attorney-at-law who devotes or has devoted a substantial portion of his legal practice to the handling of litigated matters shall be eligible for membership in this Association.

Section 2. Application for Membership.

Any qualified attorney may seek membership in the Association by submission of an application, together with payment of all applicable dues, to the Governing Board. Upon the recommendation of any member of the Association, the Governing Board, having found an attorney qualified for membership, may by majority vote accept such attorney for membership in the Association.

Section 3. Ex Officio Memberships.

The President and Vice President of the ERIE COUNTY BAR ASSOCIATION shall be ex officio members of the Association during the term of their respective offices.

Section 4. Honorary Memberships.

Any other person(s) may be elected to membership as honorary members of the Association upon unanimous vote by the Governing Board and approval by a majority of the membership at any regular meeting of the membership. Honorary members will not be subject to levy of dues.

Section 5. Lifetime Membership

All recipients of the *John W. Cegielski Award for Civility in Trial Practice* shall be granted lifetime membership in the Association and not subject to levy of dues.

Section 6. Suspension and Expulsion.

Any member may be suspended or expelled from the Association by a majority vote to the Governing Board if he or she is found to be guilty of conduct which is detrimental to the interests of the Association or to the welfare of its members, or if he or she is found to be in default in fulfilling his or her obligations imposed and defined by these By-Law.

Section 7. Student Memberships.

Students in good standing at an accredited law school and graduates of an accredited law school awaiting admission to the bar who have an interest in a career related to litigated matters shall be eligible for membership.

ARTICLE IV

DUES

Section 1. Power of Levy.

The Governing Board shall have the power and authority to determine the amounts of dues for the members of the Association, subject to approval by a majority vote of the members at a meeting of the Association as specified in Article V.

Section 2. Dues Payable.

Dues shall be payable as determined by the Governing Board.

Section 3. Default in Payment.

No member shall be a member in good standing so long as payment of his or her dues and assessments, if any, are in arrears.

ARTICLE V

MEETINGS

Section 1. Annual Meetings.

There shall be an annual meeting of the Association for the purpose of receiving annual reports of the Governing Board, officers and committees and the transaction of any other business that may properly come before the meeting.

Section 2. Other Meetings.

There shall be such other meetings as the Association held at such time and place as the Governing Board shall determine for the purpose of transacting the business of the Association.

Section 3. Special Meetings.

Special meetings of the Association may be called at any time by the President of the Association, and shall be called by the President or by the Secretary at the request in writing of the majority of the members of the Governing Board which request shall state the purpose or purposes of the proposed meeting.

Section 4. Quorum.

At any meeting the presence in person of at least twenty (20) members of the Association in good standing and entitled to vote shall constitute a quorum for the transaction of business of the Association as a whole.

Section 5. Voting.

- (a) Every member of the Association who is in good standing shall be entitled to one (1) vote.
- (b) A majority of the votes of the members shall decide all elections and all other questions and transactions.
- (c) Voting shall be in person or by mail, email or other electronic means as determined by the Governing Board.

Section 6. Conduct and Priority of Business.

- (a) Questions as to conduct and priority of business shall be decided by Roberts Rules of Order.
- (b) The prescribed order of business may be altered or suspended at any meeting of the Association by a majority vote of the members present.

ARTICLE VI

ANNUAL ELECTIONS

Section 1. Eligibility.

(a) Any member in good standing and having at least five (5) years of practice before the New York State Bar shall be eligible for election to the office of Vice-President, Secretary, Assistant Secretary, Treasurer, Deputy Treasurer and director.

(b) The office of any incumbent officer or Governing Board member shall automatically be deemed vacant at any time such member discontinues the practice of law.

(c) If the office of President becomes vacant, the Vice-President shall immediately succeed to the office of the President. If the office of Treasurer and/or Secretary shall become vacant, the Deputy Treasurer and/or the Assistant Secretary, as appropriate, shall immediately succeed to that office. If the office of Vice-President, Deputy Treasurer and/or Assistant Secretary shall become vacant, the vacancy shall be filled by election of a new officer by the Governing Board.

(d) If any director is unable or unwilling to serve, the vacancy shall be filled for the remainder of the term by election by the Governing Board.

Section 2. Nominations.

(a) The Governing Board shall certify to the Secretary at least two (2) names for each vacant office and/or vacant place on the Governing Board. Such nominations shall be certified at least ten (10) days before the Annual Meeting.

(b) The Secretary shall place such names as certified upon a ballot for a vote of the membership at the Annual meeting.

ARTICLE VII

GOVERNING BOARD

Section 1. Number.

The Governing Board shall consist of eleven (13) members including the President, Vice-President, Secretary, Assistant Secretary, Treasurer and Deputy Treasurer, immediate Past President of the Association and six (6) directors. The President shall act as Chair of the Governing Board.

Section 2. Election.

(a) Two (2) directors of the Governing Board shall be elected each year to serve for three (3) year term.

(b) A member of the Governing Board may not be elected for more than two (2) consecutive terms.

Section 3. Power and Duties of the Governing Board.

(a) The Governing Board shall have the custody and control of all of the property of the Association and the management thereof.

(b) The Governing Board shall also have the power to print and circulate documents and publish articles and pamphlets promoting the interest of the Association: to employ agents; to devise and promote and carry into effect such plans and courses of action as the Governing Board may deem proper and expedient to promote the interests of the Association and to protect and advance the interests and welfare of the members; to transact such other business as may properly come before it; and to carry out the powers and duties as may be prescribed elsewhere in these By-Laws.

Section 4. Meetings of the Governing Board.

(a) Meetings of the Governing Board shall be held monthly unless such monthly meeting is deemed unnecessary by the President.

(b) Seven (7) members of the Governing Board shall constitute a quorum for the transaction of business.

(c) Business shall be transacted by a majority vote of the members of the Governing Board present except that the President and Chair of the Governing Board shall be entitled to vote only when his vote is necessary to resolve a tie.

(d) The members of the Governing Board may transact business and vote either in person, by email, teleconference or other electronic means.

ARTICLE VIII

OFFICERS

Section 1. Number.

(a) The officers of the Association shall consist of the President, Vice-President, Secretary, Assistant Secretary, Treasurer and Deputy Treasurer.

(b) The President, Vice-President, Secretary, Assistant Secretary, Treasurer and Deputy Treasurer shall serve for a term of one (1) year.

(c) Officers may be re-elected to serve successive terms.

Section 2. Duties of Officers.

(a) President.

The President shall preside at all meetings of the Association and shall serve as Chair of the Governing Board. The President shall have the general powers and duties of supervision and management of the affairs of the Association and shall perform such other duties as are properly required of him or her by the Governing Board. The President shall be a member ex-officio with the right to vote on all committees. The President shall appoint such committees as deemed necessary and advisable to carry out the purposes and objectives of the Association or that the Governing Board may otherwise require of the President.

(b) Vice-President.

At the conclusion of the President's term, the Vice-President shall automatically accede to the office of the President. In case of the death or absence of the President, the Vice-President shall perform the duties and exercise the powers of the President. The Vice-President shall also perform such duties as are properly required of him by the Governing Board.

(c) Treasurer.

The Treasurer shall obtain and keep all monies received by the Association and shall keep an accurate account of the use of same. The Treasurer shall deposit in the name of the Association all monies received in such depositories as may be selected by the Governing Board. Funds may be withdrawn from such depositories for the use of the Association only upon drafts and checks signed by the President and the Treasurer. The Treasurer shall make a complete report of the finances of the Association at the annual meeting and shall make such other reports at such other times as may be required by the President and/or the Governing Board. The custody and control of funds, books, records and vouchers of the Association shall be retained by the Treasurer but shall be subject to inspection and supervision at all times by the Governing Board and/or an independent auditor. At the expiration of the term in office, the Treasurer shall deliver over to his or her successor all such monies, books, records and reports.

(d) Deputy Treasurer.

The Deputy Treasurer shall automatically accede to the office of the Treasurer at the conclusion of the Treasurer's term. In case of the death or absence of the Treasurer, the Deputy Treasurer shall perform the duties and exercise the powers of the Treasurer. The Deputy Treasurer shall also perform such duties as are required of him or her by the Governing Board.

(e) Secretary.

The Secretary shall keep true and accurate minutes of the proceedings at all meetings of the Association and at each meeting of the Governing Board. The Secretary shall read the minutes of the preceding meetings to each body unless such readings shall be dispensed with. The Secretary shall also conduct all correspondence of the Association. The Secretary shall also keep a roster of the members of the Association with their business addresses and email addresses. The Secretary shall notify officers and members of the Governing Board of their election and/or appointment. The Secretary shall also notify members of all special committees of their appointment. The Secretary shall perform such other duties as are delegated to him or her by these By-Laws and by the President and/or by the Governing Board.

(f) Assistant Secretary

The Assistant Secretary shall automatically accede to the office of Secretary at the conclusion of the Secretary's term. In case of the death or absence of the secretary, the Assistant Secretary shall perform the duties and exercise the powers of the Secretary. The Assistant Secretary shall also perform such duties as are properly required by the Governing Board.

Section 3. Removal of Officers or Members of the Governing Board

One (1) or more officers or members of the Governing Board may be removed either with or without cause by a vote of two-thirds (2/3) of the members of the Association present at a duly organized meeting if a written petition for such removal has been signed by at least fifty percent (50%) of the total membership of the Association and presented to the Governing Board for their recommendation at least ten (10) days before such meeting.

ARTICLE IX

AMENDMENTS

Section 1.

These By-Laws may be amended at any meeting of the Association by a majority vote of the members present upon notice to the membership of the proposed amendments not less than twenty (20) days in advance of the meeting.

ARTICLE X

ADOPTION

These By-Laws shall be deemed effective if approved and accepted by two-thirds (2/3) of the members present at any meeting of the Association at which they are presented for adoption. All acts of the Association prior to the adoption of these By-Laws shall upon adoption be deemed ratified and confirmed by the Association.

(as of April 30, 2014)