



Amended and Restated Bylaws

of the

Metropolitan Black Bar Association

[Date]

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Article I. MEMBERSHIP

Section 1.1 **Membership and Dues**

(A) Eligibility for Membership

(1) Membership in the Metropolitan Black Bar Association (the “Association”) shall be open to any person or entity interested in the Association’s purposes and promoting its mission. Membership is granted after completion and receipt of a membership application and annual dues.

(2) The Board of the Directors of the Association (the “Board”) may, from time to time, establish such criteria for membership as it deems appropriate. The Board shall, from time to time, prescribe the form and manner in which an application may be made for membership.

(3) As used in these Bylaws, unless otherwise specified, the term “Member” shall include only those categories of Membership entitled to vote and in good standing with the Association, specifically Resident Attorney Members, Legal Professional Members and Lifetime Members.

(B) Membership Fees and Dues

(1) Membership Categories. Dues or fees for each category of membership will be set by the Board. Dues are payable on an annual basis, measured one year from the date such member first joined the Association, except for Honorary and Lifetime memberships. The Board shall evaluate the dues structure periodically at its discretion. Dues may be changed by a two-thirds majority vote of the Board members present at a meeting, provided that a quorum is present. The Board shall publish and provide a list of current fees and dues for all membership classes.

(2) Future Membership Categories. The Board shall establish fees and dues for such other categories of membership as may be established hereafter.

Section 1.2 **Categories of Membership**

Membership in the MBBA shall be divided into the following categories, as further defined in this Article:

- (1) Resident Attorney
- (2) Non-Resident Attorney
- (3) Legal Professional
- (4) Lifetime
- (5) Law Student
- (6) Associate
- (7) Honorary
- (8) Institutional

(A) Resident Attorney Membership. Any person who has been admitted to practice law and is in good standing with the New York State bar and who either resides or practices in the City or State of New York. A Resident Attorney Member who changes residence or practice location shall continue to hold all the privileges and rights of a Resident Attorney Member for as long as such Resident Attorney Member is in good standing with the Association.

A Resident Attorney Member shall be entitled to all the privileges of the Association, including but not limited to voting at any meeting of the Association and serving as an officer of the Association.

(B) Non-Resident Attorney Membership. Any person who has been admitted to practice law in any State other than New York, or any Territory or District of the United States of America and is in good standing with the jurisdiction where barred but who neither resides or practices in the City or State of New York.

Non-Resident Members shall be entitled to all the privileges of the Association except that a Non-Resident Attorney Member may not serve as an officer of the Association nor be entitled to vote at any meeting of the Association.

(C) Legal Professional Membership. The following persons are eligible for admission as a Legal Professional Member:

(1) A paralegal, legal assistant, legal analyst or other similar titles qualified through education, training or work experience, who is not admitted to practice in any state or federal district, and who is employed or retained by a lawyer, law office, law department, governmental agency, or other entity in a capacity or function that involves the performance, under the ultimate direction and supervision of an attorney, of specifically delegated substantive legal related work; or

(2) A person who has a professional degree, or not less than two years' experience, in the field of legal administration (including but not limited to legal operations, diversity and inclusion, recruiting, and career or professional development), who is not admitted to practice in any state or federal district, and who is employed or retained by a lawyer, law office, law department, accredited law school, governmental agency, or other entity engaged in the practice of law, to exercise management responsibilities under the ultimate direction and supervision of an attorney.

A Legal Professional Member shall be entitled to all the privileges of the Association, including but not limited to voting at any meeting of the Association and serving as an officer of the Association.

(D) Lifetime Membership. Any person who has been admitted to practice law in any State, Territory or District of the United States of America, who either resides or practices in the City or State of New York and is in good standing with the Association.

A Lifetime Member shall be entitled to all the privileges of the Association, including voting, holding office and participating in all capacities on all sections and committees,

provided that any Lifetime Member who changes residence or practice location while a Lifetime Member shall continue to hold all the privileges and rights of a Member for as long as such Lifetime Member is in good standing with the Association. Once a Lifetime Member pays dues, such Lifetime Member shall no longer pay annual dues.

(E) Law Student Membership. Any individual who is enrolled as a student and in good standing at an accredited law school of any State, Territory or District of the United States of America, and who has not been admitted to practice in any state or federal district.

Law Student Members shall be entitled to all privileges of the Association except that a Law Student Member may not serve as an officer of the Association nor be entitled to vote at any meeting of the Association.

(F) Associate Membership. Any person holding a professional degree or a certification, who is not admitted to practice law before any state or federal court, who either resides or works in the City or State of New York, and who actively supports the mission of the Association.

Associate Members shall be entitled to all privileges of the Association except that an Associate Member may not serve as an officer of the Association nor be entitled to vote at any meeting of the Association.

(G) Honorary Membership. A member of the legal profession who is of pre-eminent distinction either in the United States of America or any foreign country or an individual whose accomplishments warrant recognition may be elected to be an honorary member of the Association by an affirmative vote of all Directors present at a meeting of the Board at which such election is considered, provided that a quorum is present.

An Honorary Member does not pay dues, cannot vote, and cannot hold office.

(H) Institutional Membership. Any corporation, business entity or not-for-profit organization directly or indirectly involved in the provision of legal services shall be eligible for membership in the Association as an institutional member (an "Institutional Member"). Each Institutional Member shall have the right to designate one or more employees of such Institutional Member to be a Resident Attorney Member or Legal Professional Member of the Association, provided that each such employee otherwise qualifies to be a Resident Attorney Member or Legal Professional Member and provided further that the Institutional Member pays the applicable dues for each such Resident Attorney Member or Legal Professional Member.

The Resident Attorney Member or Legal Professional Member designated by any Institutional Member shall have the same rights and obligations as any other Resident Attorney Member or Legal Professional Member. An Institutional Member may revoke the membership of any Resident Attorney Member or Legal Professional Member designated by such Institutional Member by notice to the Association in writing.

Section 1.3 **Member in Good Standing**

(1) A member is in good standing provided the member is (1) current in the payment of all dues or other amounts due to the Association, and (2) satisfies the criteria of the applicable membership category set forth above.

(2) Any member not in good standing shall be ineligible to vote or to be elected to any office of the Association or as a member of the Board of Directors, or to receive any privileges of membership in the Association.

Section 1.4 **Suspension and Expulsion of Members**

Any member may be suspended by the Board for a period or expelled for cause, including without limitation, for a violation of any of the Bylaws of the Association or for conduct prejudicial or detrimental to the interests and/or reputation of the Association or the legal profession. Any such suspension or expulsion or reinstatement or revocation thereof shall require a two-third majority vote of the Board of Directors present at a meeting, provided that a quorum is present.

Section 1.5 **Privileges of Nonmembers**

Any person, whether or not a member of the legal profession but who is not a member of the Association, may be invited to any meeting of the Association or of any committee, section or division thereof.

Section 1.6 **Membership Meetings**

(A) Annual Membership Meeting. A meeting of the Members for the election of officers and directors, the receiving of annual reports of officers, directors and committees, and for the transaction of other business, shall be held annually on any business day of May or June of each year or as determined by the Board. The procedure for the conduct of the election is set forth in Article IV of these Bylaws.

(B) Regular Membership Meetings. Regular meetings of the Association shall be held at least two times a year; the specific day and time is to be set at the discretion of the President.

(C) Notice of Membership Meetings. Written notice of all member meetings, including any special meeting, shall state the place, date and hour of the meeting and, unless it is an annual meeting, indicate that it is being issued by or at the direction of the person calling the meeting. A copy of the notice of any meeting shall be given, personally, by mail, or by facsimile telecommunications or by electronic mail, to each Member entitled to vote at such meeting. If the notice is given personally, by first class mail or by facsimile telecommunications or by electronic mail, it shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty (30) nor more than sixty (60) days before such date. If the Association has more than five hundred members, the notice may be served by publication in a newspaper published in New York, New York, once

a week for three successive weeks next preceding the date of the meeting, provided that the corporation shall also prominently post notice of such meeting on the homepage of any website maintained by the corporation continuously from the date of publication through the date of the meeting. A corporation shall send notice of meetings by first class mail to any Member who requests in writing that such notices be delivered by such method.

(D) Waiver of Notice. Notice of meeting need not be given to any Member who submits a waiver of notice, in person or by proxy, whether before or after the meeting. Waiver of notice may be written or electronic. If written, the waiver must be executed by the member or the Member's authorized Officer, Director, employee, or agent by signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means, including, but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Member.

The attendance of any Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him or her.

(E) Special Membership Meetings. Special meetings of the Association may be called by the Board of Directors or at the request of the lesser of fifty (50) Members entitled to vote or ten percent (10%) of Members entitled to vote in good standing (the "Requisite Members").

The Requisite Members may, in writing, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two nor more than three months from the date of such written demand. The Secretary upon receiving the written demand shall promptly give notice of such meeting, or if he or she fails to do so within five (5) business days thereafter, any Member signing such demand may give such notice. Notice of a special meeting shall state the purpose(s) for which the meeting is called.

(F) Quorum. For any meeting identified above, the lesser of 100 Members or 10% of Members, in good standing and entitled to vote shall be necessary to constitute a quorum for the transaction of business. If a quorum shall not be present or represented at any meeting of the members, the Members entitled to vote thereat, present in person or represented by proxy, shall have the power by a majority of the votes so represented to adjourn the meeting from time to time, with notice at the meeting, of the date, time and place of the adjourned meeting and notification shall be given to any voting member not present at the meeting being adjourned.

(G) Membership Roll. A Membership roll showing the list of Members as of the date that is at least ten (10) but no more than fifty (50) business days prior to any meeting of members called pursuant to these Bylaws (the "Record Date"), certified by the Secretary of the Association, shall be produced at any meeting of members upon request of any Member who has given written notice to the Association that such request will be made at least ten (10) business days prior to such meeting. All persons appearing on such Membership roll as of the Record Date shall be entitled to vote at such meeting of the Members.

(H) Proxies. Every Member who is in good standing may authorize another Member to act for him or her by proxy except at the Annual meeting. The proxy must be in the written form provided by the Association, signed and dated by both the non-attending Member and his or her proxy, and delivered to the Secretary on or before the meeting day. For purposes of this notice, electronic submission of the proxy to the Secretary shall be permitted. No proxy shall be valid after the meeting for which the proxy was provided. Every proxy shall be revocable at the pleasure of the Member executing it at any time up until the vote governed by such proxy is cast.

(I) Action by Members Without a Meeting. Whenever under any provision of law, the Certificate of Incorporation or these Bylaws, members are required or permitted to take any action by vote, such action may be taken without a meeting upon the unanimous written or electronic consent of all Members entitled to vote, which consent shall set forth the action so taken.

Article II. BOARD OF DIRECTORS

Section 2.1 General Powers of Directors

The Board of Directors (the “Board”) shall be charged with the general management of the affairs of the Association, in addition to such powers as are specifically conferred upon it by the Certificate of Incorporation, Bylaws or by operation of law, and may make such resolutions as it deems advisable, not inconsistent with the Certificate of Incorporation, these Bylaws or statutes. Without limiting the foregoing, the Board shall establish the policies of the Association, consider and adopt an annual budget each year, and shall have all rights and responsibilities of Members, including, but not limited to, the right to vote at membership meetings.

Section 2.2 Qualifications of Directors

Only Members entitled to vote in good standing may be nominated and elected to, or remain a member of, the Board of Directors.

Section 2.3 Number, Composition and Term of the Board

(A) Number and Composition. The Board shall be composed of a minimum of twelve (12) and a maximum of forty (40) individuals, the exact authorized number to be fixed, within these limits, by resolution of the Board, from time to time. The Board may increase or decrease the exact authorized number of directors, by a vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any Director then in office. The Board shall consist of (i) at least one Director representing each borough of the city of New York (where feasible), (ii) at least seven Board members at large, (iii) each Officer as an ex-officio, voting member, and (iv) the General Counsel as an ex-officio, non-voting member. The General Counsel, who shall be appointed by the President, shall be the Association’s chief legal advisor, responsible for overseeing the Association’s legal matters.

(B) Term. Each Board member shall serve for a term of three (3) years, up to a maximum of two consecutive terms. No Director shall be eligible for re-election until one year after the expiration of his or her second consecutive term and in accordance with Section 2.2.

The Board shall determine the number of Board Member positions eligible for election at any time, as the Board sees fit in its sole discretion.

Section 2.4 Directorship Vacancy

Unless and until filled by the Members, any vacancy in the Board, however occurring, including a vacancy resulting from an enlargement of the Board, may be filled by vote of a majority of the Directors then in office, regardless of their number. A Director elected to fill a vacancy shall hold office until the next annual meeting at which the election of directors is in the regular order of business, and until his or her successor is elected and appointed or qualified.

Section 2.5 Removal of Directors

Any Director may be removed with or without cause at any time by a majority vote of the Members at a membership meeting. A Director may also be removed with cause by the Board at any meeting, provided there is a quorum of not less than a majority present at such meeting. The Director who is the subject of the vote shall not be entitled to a vote on the issue of his/her removal. Should any member of the Board absent himself or herself unreasonably from three successive meetings of the Board without sending an e-mail or other written communication stating the reason for the absence to the President or the Secretary, such Director may be removed for cause by the Board.

Section 2.6 Resignation of Directors.

Any Director may resign from office at any time by delivering a resignation in writing to the Association. Such resignation shall take effect at the time specified therein, and unless otherwise specified, no acceptance of such resignation shall be necessary to make it effective.

Section 2.7 Meetings of Directors and Quorum.

(A) Meetings. Regular meetings of the Board shall be held monthly on a day and time decided by the Board. Special meetings may be called by at least six (6) members of the Board upon notice to the Directors. A Director or officer may participate in a regular meeting or special meeting virtually or in person. The President shall preside at all meetings of the Board of Directors, except that the President may delegate such authority to the President-Elect in the absence of the President.

(B) Quorum. One third of the members of the Board of Directors shall constitute a quorum, provided that, if the number of Directors exceeds fifteen, the quorum shall be at least five Directors plus one additional Director for every ten Directors (or fraction thereof) in excess of fifteen. Absent a quorum, no meeting of the Board shall be considered duly constituted and the presiding Director shall adjourn such meeting.

Section 2.8 Board Action by Unanimous Written Consent

Any action required or permitted to be taken by the Board or by any Board committee may be taken without a meeting if all members of the Board or the Board committee

consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board of Directors or committee.

Article III. OFFICERS

Section 3.1 Title & Qualifications

The officers of the Association shall be as follows:

- President;
- President-Elect;
- Vice President – Finance;
- Vice President – Membership;
- Vice President – Programs;
- Vice President – CLE and Professional Development;
- Vice President – External Affairs;
- Treasurer;
- General Counsel; and
- Secretary.

Additional Officers may include a Chairperson of the Board, one or more Vice Presidents, and one or more Assistant Secretaries, each with such powers, duties and obligations as the Board shall determine, provided, however, that a person may not serve simultaneously as President and Secretary. Only a Member in good standing for at least two years may be eligible to serve as a candidate for the Office of President or President-Elect. Each candidate for an office must be a Member in good standing. No employee of the Corporation may serve as President unless the Board approves such employee serving as President by a two-thirds vote of the entire Board and contemporaneously documents in writing the basis for the board approval.

Section 3.2 Term of Office

Each officer of the Association shall be elected for a two-year term at the annual meeting of the Membership, and each officer shall continue in office until a successor shall have been elected and qualified, or until such officer's death, resignation or removal. The President and President-Elect may serve for only one term in each office. The other officers may serve for up to three consecutive terms.

The President-Elect shall immediately succeed to the role of President upon termination of the outgoing President's term.

Section 3.3 **Duties of Officers**

All officers shall be ex-officio voting members of the Board, except for the General Counsel whom shall be an ex-officio non-voting member of the Board.

(A) President. The President shall serve as the chief executive officer of the Association and shall exercise the powers and perform the duties assigned to that office by these Bylaws, and, subject to the Certificate of Incorporation and Bylaws and under the direction of the Board of Directors, shall generally supervise and coordinate the management of the affairs of the Association, enforcing observance of the Association's Certificate of Incorporation and Bylaws. Specific duties include, without limitation:

- Preside over all meetings of the Association;
- Appoint the chairs of each committee of the Association;
- Appoint such special assistants and/or non-paid consultants as deemed necessary and appropriate;
- Supervise and see to the coordination of the various activities of the officers and committees;
- Make sure that the President-Elect is shown all the Association's procedures and equipment so that he or she will have a complete picture of how the organization functions;
- Be an ex-officio member of all committees without the power to vote unless already a member of such committee; the President, however, is a member of the Nominations and Governance Committee;
- Give a written annual report on the state of the Association at the Annual Meeting, and
- Generally perform such other duties as may be required for the best interests of the Association.

(B) President-Elect. The President-Elect shall perform such duties as the President and the Board of Directors may assign and delegate, and, except as otherwise provided, the duties of the President when the President is unavailable or unable to perform such duties or absent from meetings at which the President would preside. The President-Elect shall succeed to the office of the President at the conclusion of the Annual Meeting following the expiration of the outgoing President's term. The President-Elect shall have fiscal authority, including the authority to sign the Association's checks, to the extent that such authority is delegated by the President.

(C) Vice Presidents. There shall be at least three Vice Presidents who, in addition to the particular duties specified below, shall perform such duties as may be assigned to them by the President or by the Board of Directors.

(1) Vice President - Finance. The Vice President for Finance shall be responsible for locating sources of money for the capital and organizational needs of the Association. The Vice President for Finance should coordinate his or her efforts with those fundraising committees such as the annual Gala, and the Association's fundraising social activities. The Vice President for Finance and the Treasurer shall work together in the raising of funds and any disputes that may arise as to how these activities are to be coordinated are to be decided by procedures outlined by the Executive Committee. In the event that the Treasurer is unavailable or unable to act, the Vice President for Finance shall perform the duties of the Treasurer.

(2) Vice President - Membership. The Vice President for Membership shall be responsible for encouraging eligible members of the profession in becoming members of the Association; for recommending programs and procedures for encouraging law students in becoming associate members of the Association; for developing programs and procedures whereby new members will be encouraged to participate fully in the activities of the Association; for keeping record of, and certifying to the Secretary, those Members who are in good standing as provided in Section 1.4 and eligible to vote; and for developing programs and procedures for the benefit of the members, both professionally and personally.

(3) Vice President – Programs. The Vice President for Programs shall be responsible for organizing and executing the programming agenda of the President and coordinating other programming proposed by any of the sections and Board members as well as work with the other officers in the coordination of social and fund-raising activities.

(4) Vice President – CLE and Professional Development. The Vice President for CLE and Professional Development shall have general oversight over the Association's CLE and professional development programs, including to ensure that all technical and content requirements needed for the Association's continued accreditation as a CLE provider are well-documented; manage the Association's CLE application and accreditation process (maintaining a catalog of the Association's CLE courses, ensuring compliance with regulatory agencies in all states, etc.); recruit any subject-matter experts and thought leaders needed to create highly marketable and relevant CLE programs. The Vice President - CLE and Professional Development shall also collaborate and coordinate with the Association's Officers and Association Leadership to provide members with CLE certificates to appropriately documentation and certify attendance, and update the Association's guidelines for creating traditional and non-traditional CLE programs that comply with the New York State CLE requirements.

(5) Vice President – External Affairs. The Vice President for External Affairs is responsible for managing and directing the organization's internal and external communications; for overseeing public relations and press releases, create communication strategies, and may serve as the media contact for the organization; for managing administration of the Association's social media accounts, evite account and other electronic accounts and develop; and for maintaining a consistent brand voice in all communications and postings.

(D) General Counsel. The General Counsel, who shall be appointed by the President, shall be the Association's chief legal advisor, responsible for overseeing the Association's legal matters.

(E) Secretary. The Secretary shall be the official recordkeeper for the Association and specifically responsible for:

- Directing the communication of the Association;
- Maintaining the Association's papers, correspondence, and reports of the various officers and committees the Association;
- Keeping a record and minutes of the proceedings of the Association and of such other matters as may be directed by the Association to be placed in its files;
- Keeping the corporate seal;
- Keeping an accurate roll of the members of the Association;
- Notifying officers, members of the board of directors or members of committees of their election or appointment;
- Keeping a record of the attendance for each and every meeting of the Board of Directors and of the Association, and, in coordination with the membership committee and the Treasurer, notifying members who have become delinquent in paying their dues and removing such members from the rolls if they do not cure the delinquency in the proper time; and
- Preparing notices of all meetings after working with the President as to the Agenda, with general membership notices being communicated.

(F) Treasurer. The Treasurer shall be responsible for the receipt, care, and disbursement of the Associations funds, and specifically:

- The overall financial condition of the Association;
- Collecting the dues and other monies payable to the Association from whatsoever source, and, under the direction of the Board of Directors and the President, disbursing the funds of the Association;
- Keeping regular accounts in books of the Association;
- Request the President to appoint an assistant Treasurer in the discharge of his or her duties, including, but not limited to having fiscal authority, including the authority to sign the Association's checks, to the extent that such authority is delegated by the Treasurer;
- Making payments only upon the authorization of the President for amounts up to \$1000.00 and by the Board of Directors for amounts over \$1,000.00;
- Making financial reports on the status of the Association at Board of Directors meetings and at such other times as the President should request as well as the annual report at the May meeting;
- Working with the Vice President for Finance on the raising of funds; and,

- Making the financial records available for the audit by the Board of Directors or a special committee created for such purpose.

Section 3.4 Annual Reports

All officers shall prepare and present a written report to the Association, at the Annual Membership Meeting, of the year's activities of their respective offices and the committees for which they serve as liaison officer.

Section 3.5 Turn Over of Records

Within 30 days of the completion of their term of office, all officers shall turn over to their successors all records and equipment which belongs to the Association and is in their possession or control.

Section 3.6 Removal

Any officer may be removed with or without cause by a two-thirds vote of the Members present at a special or annual meeting of the membership, provided that at least fifteen (15) days written notice of the proposed action to remove shall have been given to the membership and the officer. An officer elected by the Members may be removed, with or without cause, only by the vote of the Members, but such officer's authority to act as an officer may be suspended by the Board for cause.

Section 3.7 Officer Vacancy

A vacancy in the office of the President shall be filled by the President-Elect. A vacancy in any other office shall be filled by a Member in good standing appointed by the Board.

Article IV. NOMINATIONS AND ELECTIONS

Section 4.1 The Nominations and Governance Committee

The Nominations and Governance Committee shall consist of five members. Members of the Nominations and Governance Committee are not eligible to run for office. No more than two of the five persons may be current members of the Board of Directors or Officers of the Association.

The President shall select the members and submit their names to the Board of Directors for approval no later than the date of the April Board meeting. Any vacancies that arise on the Nominations and Governance Committee shall be filled by the President subject to approval of the Board of Directors.

Three committee members shall constitute a quorum. No person may serve on the Nominations and Governance Committee for more than five (5) successive one-year terms. Notwithstanding the foregoing, nothing shall preclude a committee member from being re-appointed to the Nominations and Governance Committee following a one-year hiatus from such

five-year service.

Section 4.2 Election of Officers and Board Members

(A) Report on Slate of Nominees. The Nominations and Governance Committee shall have sole responsibility to create, review and execute the process for solicitation and nomination of candidates to serve on the Board of Directors and as Officers of the Association. The Nominations and Governance Committee shall submit to the Secretary its report on the slate of nominees for the elections to take place at the Annual Membership Meeting for distribution to the Board and the Members. The slate of candidates nominated by the Nominations and Governance Committee shall be included with the notice of the Annual membership meeting. Such notice shall also explain that independent nominations will be accepted in accordance with the additional procedures outlined in the charter of the Nominations and Governance Committee.

(B) Nominations for Officers of the Association. At least two Members shall be nominated for each of the following officer positions:

- President-Elect
- Vice President – Finance
- Vice President – Membership
- Vice President – Programs
- Vice President – External Affairs
- Vice President – CLE and Professional Development
- Secretary
- Treasurer

(C) Nominations for Board Members.

(1) Borough Board Members. The Association shall endeavor to have at least five (5) Directors who each represent one of the five New York City boroughs. Except as specified below, at least one Member may be nominated for each of the following board positions, each of whom shall be Members who reside or work in one of the five boroughs:

- Board Member – Brooklyn
- Board Member – Bronx
- Board Member - Manhattan
- Board Member – Queens
- Board Member - Staten Island

(2) At Large Board Members. At least seven and no more than 16 Members shall be nominated for seven At Large director positions.

Section 4.3 Election Procedures

(A) Ballots. The Nominations and Governance Committee shall prepare ballots for the Annual Meeting containing the names of all nominees it has selected and, if applicable, the names of such Members who have been nominated by valid independent nominations. The ballot and slate may be presented to the Board and the Members electronically or by any other means permitted by law.

(B) Report of Nominations and Governance Committee. At the Annual Meeting, the chairperson of the Nominations and Governance Committee, or another member of the Nominations and Governance Committee, shall give its final report, which shall include the names of independent nominees, if any.

(C) Voting.

(1) All officers, except President, shall be elected by a single vote applicable to each office. The office of President-Elect shall be elected by the membership by majority vote by written ballot, as described in these Bylaws, to serve a two (2) year term of office. At the end of the two-year term, the President-Elect will automatically succeed to the role of the President of the Association and will then hold a two (2) year term as President. For the avoidance of doubt, only ballots voted by a Member present at a meeting either in-person or by proxy may be counted.

(2) A majority of the votes cast during the election for each of the designated offices shall be necessary for election to the particular office. If there is a tie vote, there shall be a runoff election between the two or more persons receiving the highest votes. The runoff can take place either at the same meeting or at the next membership meeting.

(3) The candidate for positions on the Board of Directors receiving the highest number of votes shall be elected to those positions. In the event of a tie vote for positions on the Board of Directors, which affects the filling of the required number of vacancies, a runoff election among those nominees shall be held. The runoff can take place either at the same meeting or at the next membership meeting.

(4) If there is a contest for any position, or positions, voting shall be by secret ballot. If there are no contested positions at the Annual Meeting, the election may be by voice vote.

Article V. COMMITTEES, SECTIONS AND DIVISIONS

Section 5.1 Committees of the Board

(A) Creation of Board Committees. (1) The Board may adopt a resolution designating the creation of an Executive Committee, a Nominations and Governance Committee, a Budget and Finance Committee, an External Affairs Committee, and such other committees of the Board as the Board from time to time may deem appropriate (collectively, "Committees of the Board" or "Board Committees" and individually, each a "Committee of the Board" or "Board Committee"). If the Board consists of more than thirty (30) members, such resolution shall be adopted by three-fourths (3/4) of the entire Board; if the Board consists of thirty (30) members or

less, such resolution shall be adopted by a majority of the entire Board.

(2) The Executive Committee shall have responsibility to outline (and at its discretion to update and revise) the responsibilities and detailed procedures of each Board Committee in a resolution, charter, bylaw or similar governing document of each such Board Committee, which shall be adopted by the Board and added to the records of the Association.

(B) Qualifications; Term and Leadership of Board Committees. Except as otherwise provided for in these Bylaws, the members and leadership of each Board Committee shall be appointed by the President of the Association, each of whom shall hold office during the term of their office as members or leaders of the Board Committee and must at the time of appointment each be a Resident Member, Legal Professional Member, or Lifetime Member in good standing. The leadership of a Board Committee may consist of one or more chairpersons and secretary, or such other leadership as may be determined by the President of the Association.

Whenever the term of office as a Director or Officer of any such Board Committee shall expire, the President may designate a successor member. The term of office of each member of each such Board Committee shall be coextensive with the term of office as Director, unless the President at the time of such designation shall fix a shorter period or term of office. Any member of any a Board Committee who shall cease to be a Director of the Association shall ipso facto cease to be a member of the Board Committee. The President may designate one or more Directors as alternate members of any Board Committee, who may replace any absent member or members at any meeting of such Board Committee.

(C) Authority of Board Committees. Each Committee of the Board shall (i) consist of at least three (3) Directors and (ii) to the extent provided in the resolution or such other similar governing document establishing such Board Committee, have the authority of the Board, except that no such Board Committee shall have authority as to the following matters:

(1) The submission to members of any action requiring members' approval under the laws of the State of New York;

(2) The filling of vacancies in the Board or in any committee;

(3) The fixing of compensation of the Directors for serving on the Board or on any Committee of the Board;

(4) The amendment or repeal of these Bylaws or the adoption of new Bylaws; and

(5) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

(6) Elect or remove Officers or Directors;

(7) Approve a merger or plan of dissolution;

(8) Adopt a resolution recommending to the members action on the sale,

lease, exchange or other disposition of all or substantially all the assets of the Association or, if there are no Members entitled to vote, the authorization of such transaction; or

(9) Approve amendments to the Certificate of Incorporation.

(D) Executive Committee. The Officers of the Association shall serve as the members of the Executive Committee. The President of the Association shall be the Chair of the Executive Committee. Except as otherwise provided for under these Bylaws or the N-PCL, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full board.

(E) Budget and Finance Committee. Chaired by the Treasurer, the Budget and Finance Committee is responsible for: identifying and obtaining grants, both public and private; assisting other committees with fundraising activities; and in the development of subsidiary organizations whose tax status can attract donations, such as the Friends of MBBA. The Budget and Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public. The Vice President for Finance shall serve as a member of the Budget and Finance committee.

(F) External Affairs Committee. The External Affairs Committee shall oversee the Association's public relations and marketing, newsletters, official communications, social media platforms, online presence and contact with the media. Chaired by the Vice President for External Affairs, the External Affairs Committee must include the President-Elect, Vice President for Finance and Vice President for Membership. The External Affairs Committee will also be responsible to lead the Association's communications of its vision and mission, as reflected in its work and programs, to general and targeted audiences in a way that builds, enhances and sustains a positive reputation.

Section 5.2 Committees of the Association

(A) Creation of Committees of the Association. The Board or the Executive Committee may, from time to time, appoint any number of persons to act either singly or as a committee or committees, other than a Board Committee, such as an advisory committee, task force, working group, subcommittee, council, section, division, special committee or such similar structures as may be determined. Each such committee may include or be comprised entirely of non-Directors and shall be a committee of the Association (collectively referred to as "Association Committees" and each an "Association Committee"). Association Committees shall have such powers and authorities as the Board or Executive Committee shall determine, provided, however, that Association Committees shall not have authority to bind the Board or the Association. Responsibilities for each Association Committee shall be set forth in the charter or other authority creating the Association Committee and adopted by the Executive Committee. Such charter or

authority shall be filed with the official records of the Association.

(B) Standing Association Committees. In addition to the other Association Committees that may be created pursuant to the foregoing provisions of these Bylaws, the Association shall at all times have the following Association Committees (with such name as may be changed by the Board of Directors or the Executive Committee), each of which shall be chaired by an Association Officer or another member of the Board of Directors, in each case as appointed by the President. Responsibilities for each Association Committee shall be as set forth in these Bylaws or other authority creating the committee as adopted by the Board or the Executive Committee:

(1) Nominations and Governance Committee. Responsibilities for the Nominations and Governance Committee shall be as set forth in these Bylaws and the charter or other authority creating the committee.

(2) Community Outreach and Pro Bono Committee. The President shall appoint a chair as provided in the foregoing Section 5.2(b).

(3) Fundraising and Development Committee. The President shall appoint a chair as provided in foregoing the Section 5.2(b).

(4) Membership Committee. The Membership Committee shall be chaired by the Vice President for Membership.

(5) Programs and CLE Committee. The Programs and CLE Committee shall be co-chaired by the Vice President for Programs and the Vice President for CLE and Professional Development.

(C) General Provisions Applicable to All Association Committees. Unless otherwise provided in the Certificate of Incorporation or these Bylaws or in the charter or similar authority creating any Association Committee, the following provisions shall apply to all Association Committees:

(1) Committee Year. The committee year shall run from July 1 through June 30, but the chair and members whose terms expire shall continue in office until their respective successors are appointed and have qualified.

(2) Reports. At such time as the President, Board of Directors or the Association may direct, each Association Committee shall make periodic reports to the Board or the Association. All Association Committees are required to make an annual report in writing summarizing its activities and proceedings since its last previous annual report (except such matters as by law or these Bylaws that are required to be kept confidential), and making any suggestions it deems appropriate as to its powers, duties or activities. Such report shall be submitted to the Secretary.

(D) Leadership of Association Committees

(1) Appointment of Additional Leadership Positions. The President

shall appoint such persons as the President deems qualified therefor, to (a) the roles of chair, vice-chair, secretary and such other leadership of each Association Committee to lead and manage the work of the Association Committees; and (b) the offices of General Counsel, chief of staff, assistant secretary, liaison, advisor, and (c) such other additional leadership positions as the President shall determine, provided, however, that such additional titles shall not serve as members of the Board of Directors. Individuals appointed to any such leadership positions shall be members in good standing of the Association. The procedures for application to such positions shall be determined by the President.

(2) Term for Association Leadership. Subject the provisions of these Bylaws, each Association Leader shall hold office at the pleasure of the President. The President may remove, with or without cause, any member from an Association leadership role as the President may determine. Upon removal, the President may appoint a successor to fill such position. If an Association leader is removed, resigns, dies, or becomes ineligible to serve, the President shall appoint a successor to such position.

(3) Authority and Obligations of Association Committee Leadership. Each Association Committee leader shall have only the authority or obligations as the President may, from time to time, determine. In no event shall an Association Committee leader have or exercise authority of the Board or a Board Committee, or have any authority to bind the Board or to make or implement policies of the Association or enter into any agreements of the Association or otherwise bind the Association.

Article VI. AMENDMENTS

These Bylaws may be amended, altered in whole or in part or repealed by a majority vote of Members. Written notice of the proposed amendment shall have been included in the notice of the meeting together with the text of the proposed amendment or alteration.

Article VII. INDEMNIFICATION

Section 7.1 Indemnification of Directors and Officers

The Association shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that such person, or his or her testator or intestate was a Director, officer, employee or agent of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought.

Section 7.2 Indemnity Insurance

The Association shall have the power to purchase and maintain insurance to

indemnify any person who is or was a director, officer, employee or agent of the Association or is or was serving at the request of the Association as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against, and incurred by such person, in any such capacity, or rising out of the person's status as such.

Article VIII. CONFLICT OF INTEREST, RELATED PARTY TRANSACTIONS

Section 8.1 Conflict of Interest Policy

The Board shall adopt, maintain and from time to time revise as necessary, appropriate or deemed advisable, a conflict of interest policy to ensure that the Association's Directors, officers and key persons (if any) act in the Association's best interest and comply with applicable legal requirements, including but not limited to applicable requirements set forth in the N-PCL and applicable requirements of the Internal Revenue Service.

Section 8.2 Related Party Transactions

(A) **Definitions.** A "related party transaction" is any transaction, agreement, or any other arrangement in which a related party has a financial interest and in which the Association is a participant. A related party is (a) any Director, officer, or key person of the Association; (b) the spouse, ancestor, sibling, child, grandchild, great-grandchild, spouse of a sibling, child, grandchild, or great-grandchild, or domestic partner of an individual defined in (a) above; or (c) an entity in which any of the above individuals has a thirty-five percent or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent. A "substantial financial interest" is one that, based on all the facts and circumstances, is determined by the Association to be significant to the related party.

(B) **Procedures for Related Party Transactions.** Before the Association may enter into any related party transaction:

(1) Any Director, officer or key person who has an interest in the related party transaction shall disclose that interest in good faith to the Board or an authorized committee thereof, the material facts concerning such interest.

(2) No related party may participate in deliberations or voting relating to the approval of a related party transaction.

(3) The Board or authorized committee thereof must determine that the transaction is fair, reasonable, and in the Foundation's best interest.

(C) **Procedures for Substantial Related Party Transactions.** If a related party has a substantial financial interest in such transaction, in addition to the steps outlined in above, the Board of Directors or authorized committee thereof must also: (a) consider alternative transactions to the extent available; (b) approve the transaction by not less than a majority vote of the Directors or committee members present at the meeting; and (c) contemporaneously

document in writing the basis for the board or authorized committee's approval, including its consideration of any alternative transactions.

Article IX. COMPENSATION AND REIMBURSEMENT

No Director, officer or advisor of the Association shall receive, directly or indirectly, any salary or compensation for any service rendered to the Association except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred and duly documented on behalf of activities for the benefit of the Association.