

BY-LAWS OF THE WHITE PLAINS BAR ASSOCIATION

Article One.
Members.

Section 1. Any member of the Bar of the State of New York in good standing may become a member by vote of the Board of Directors, as hereinafter provided, and on subscribing to the by-laws of the Association and paying the dues of the current year.

Section 2. Application for membership must be in writing duly subscribed by the applicant and accompanied by payment of dues for the current year, giving the applicant's full name and residence, his or her office and post office address and the date and place of admission to practice in the State of New York. The application must be delivered to the Secretary together with such statement with respect to the applicant's qualifications as the Board of Directors may require.

Section 3. The Board of Directors shall receive and consider all communications respecting any applicant, and shall make inquiry as to the applicant's character and qualifications. The proceedings of the Board of Directors shall be secret and confidential. An applicant who does not receive more than two (2) negative votes of the members of the Board of Directors at a meeting at which said applicant is voted upon shall become a member of the Association.

Section 4. Any member disbarred or suspended for any cause from the practice of law in the State of New York shall, upon such disciplinary action, cease to be a member of this Association until reinstated to the practice of law in the State of New York

Section 5. Any member of the Association who fails to pay his or her annual dues for sixty (60) days after the same shall become due and payable, may, after such notice as these By-Laws prescribe, be dropped from membership. (See Article Five of these By-Laws)

Section 6. The Board of Directors may from time to time elect as honorary members persons distinguished for public service and eminence in the law. Honorary members shall have no vote, shall hold no office and shall be exempt from the payment of fees, dues and assessments. Such election may be made at any meeting of the Board of Directors by affirmative vote of three-fifths (3/5) of the members in attendance. Any honorary member who is otherwise eligible may become a member of the Association upon written application to the Secretary.

Section 7. Any individual upon reaching his or her seventieth (70th) birthday who has been a member in good standing for not less than fifteen (15) years immediately prior to his or her seventieth (70th) birthday shall automatically become a life member of the Association and will be exempt from any future obligation to pay annual dues.

Article Two.
Officers.

Section 1. The officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be Directors ex officio. Officers shall be elected at the annual meeting of the Association and shall serve for a term of one (1) year and until a successor is elected and accepts the office.

Section 2. No officer, except the Secretary and the Treasurer, shall be elected to the same office for more than two successive terms.

Section 3. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Board of Directors and all meetings of the Association. The President shall exercise the powers and perform the duties assigned to him or her in these By-Laws and, as such, subject to the By-Laws, shall supervise the management of its affairs. The President shall may also perform any executive duty which the Board of Directors shall request the President to perform, except the duties of other executive officers.

Section 4. The Vice-President shall exercise the powers and perform the duties of the President in the event of the disability or absence of the President and shall also perform such duties as may be assigned to him or her by the President or by the Board of Directors.

Section 5. The Secretary shall keep a record of the proceedings of all meetings of the Board of Directors and of all matters of which a record shall be directed by the Association or the Board of Directors. The Secretary shall notify all officers and members of committees of their election or appointment, shall issue notices of all meetings of the Association and of the Board of Directors, and, in case of special meetings, shall add a note of the object of the call. The Secretary shall furnish to the Treasurer the names and addresses of all persons newly elected to membership; he or she shall keep a roll of the members of the Association. The Secretary shall be the custodian of the seal, if any, of the Association and shall perform such other duties as the By-Laws shall prescribe, or the Board of Directors shall assign to him or her.

Section 6. Under the direction of the Board of Directors, the Treasurer shall collect and disburse all funds of the Association, and keep regular accounts in books belonging to the Association, which shall be open to the inspection of any member of the Board of Directors or of the Association, on reasonable application therefore. At each stated meeting of the Board of Directors, he or she shall report in writing the balance of money on hand, and any existing appropriation which may affect the same. The Treasurer shall also perform such duties as may be assigned to him or her by the Board of Directors.

Article Three
Board of Directors.

Section 1. The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, the immediate past president of the Association (the last of whom shall also be delegate from this Association to Westchester County Bar Association) and nine (9) other members elected by the Association, all of whom shall be members in good standing of the Association. The Chairman of the Board of Directors shall be the President of the Association and the Secretary of the Association shall be the Secretary of the Board of Directors. Directors shall be elected at the annual meeting of the Association and shall serve for a term of one (1) year and until a successor is elected and accepts the office.

Section 2. The Board of Directors shall manage the affairs of the Association subject to the By-Laws.

Section 3. The Board of Directors shall meet at least six (6) times each calendar year. Six (6) members shall constitute a quorum. In addition to such powers as are specifically conferred upon it by the By-Laws, the Board of Directors shall have the general management of the affairs of the Association, and may make such regulations as it deems advisable, not inconsistent with the By-Laws. The Board of Directors shall keep a record of its proceedings, and, at any meeting of the Association, it may report any business which, in its judgment, shall require the action of the Association.

Article Four.
Meetings.

Section 1. The annual meeting of the Association shall be held in May or June of each year, and at such place, date and hour as the Board of Directors shall fix.

Section 2. A stated meeting of the Association shall be held at such place, date and hour as the Board of Directors may fix.

Section 3. At the annual meeting and at the stated meetings of the Association, and at any adjournment thereof, all the powers of the Association may be exercised, except that the election of officers shall be held at the annual meeting, or any necessary adjournment thereof.

Section 4. Special meetings of the Association may be called at any time by the President, a majority of the Board of Directors or the Secretary upon written request of at least ten (10) members of the Association, specifying in the request the purpose of such meeting. Written notice of such meetings and the object thereof shall be given by the Secretary to all members by mail at least ten (10) days before the meeting, and no business other than that specified shall be transacted at such meeting.

Section 5. At any meeting of the Association the presence of twenty (20) voting members shall be necessary to constitute a quorum.

Article Five.
Fees and Dues.

Section 1. Each applicant for membership in the Association shall pay the dues for the current year, which shall accompany his or her application, and if such applicant be excluded from membership, such dues shall be refunded.

Section 2. Annual dues payable by each member shall be fixed by the Board of Directors. The fiscal year of the Association shall be from September 1st of each year to and including August 31st of the following year. All dues shall be due and payable on September 1st of each fiscal year.

Section 3. The Treasurer shall notify all members as their annual dues accrue and become payable, by notice in writing by mail.

Section 4. A member who shall fail to pay the annual dues within sixty (60) days after they are payable shall be notified thereof by the Treasurer, and if such default continues, the Treasurer shall report the same to the Board of Directors, which shall take such action as it may deem advisable not inconsistent with the By-Laws.

Section 5. After the expiration of six (6) months from the time such dues become payable, if such dues have not been paid, the Board of Directors, on written notice to a member in default for nonpayment of dues, may order the name of such member to be stricken from the membership roll. No person in default for more than six (6) months shall vote or hold office in the Association.

Article Six.
Nominations, Elections and Vacancies.

Section 1. The President shall appoint a nominating committee no less than forty-five (45) days prior to the annual meeting of the Association for the fiscal year. The nominating committee shall consist of three (3) past presidents of the Association and one (1) member of the Board of Directors. The committee so appointed shall at least thirty (30) days prior to the annual meeting of the Association for the fiscal year notify the Secretary of the nominees for the various offices and directorships to be filled for the following fiscal year.

Section 2. Other nominations may be made by the filing with the Secretary not less than twenty (20) days prior to the annual meeting of the Association for the fiscal year written

nominations subscribed by not less than twenty (20) voting members in good standing.

Section 3. Not less than ten (10) days prior to the annual meeting of the Association for the fiscal year, the Secretary shall mail to each member of the Association a list of all nominations. No nominations other than those made as provided in Section 1 and Section 2 shall be made, considered or voted upon at said meeting.

Section 4. The officers and directors of the Association shall be elected at the annual meeting of the Association by ballot, which shall be secret upon request of any member, unless only one (1) candidate for the office be nominated. In case there is only one (1) candidate nominated, an election to a position may be by oral vote or by a show of hands. A majority vote of the members who are present and are eligible to vote shall be necessary to an election. Should the annual meeting of the Association adjourn without effecting the election of the officers and directors, the President, or in the case of no call by him or her, the Board of Directors, within sixty (60) days thereafter, shall call a special meeting to complete the election.

Section 5. At the annual meeting of the Association, if more than one (1) person is nominated for any elective office, the presiding officer shall at once appoint three (3) tellers who shall at once open a poll for ballots for all officers and members of the Board of Directors to be elected by ballot, and shall hold the same open long enough to give an opportunity to all members to vote who are present and eligible to vote.

Section 6. The officers and directors elected shall enter upon their duties immediately upon their election, and shall hold office until their successors are elected or appointed.

Section 7. In case of a vacancy in the Board of Directors or any office, the vacancy shall be filled by appointment by the Board of Directors and such officer or director shall hold office until the next annual meeting of the Association. A vacancy shall be defined as occurring by reason of death; resignation; termination of membership; censure, suspension or expulsion from membership; removal from office; or discontinuance of residence or location of an office in Westchester County. A director may resign at any time by giving written notice to the Board of Directors. Unless otherwise specified in such notice, the resignation shall take effect upon receipt thereof by the Board of Directors, and the acceptance of the resignation shall not be necessary to make it effective. Any of the officers or directors may be removed from office by a unanimous vote of the other Directors at a regular or special meeting of the Board of Directors, upon due notice having been given to the directors concerning the proposed removal, for neglect of duty, violation of the By-Laws or violation of any direction of the Board of Directors.

Article Seven. Committees.

Section 1. The President, with the consent of the Board of Directors, shall from time to time with the consent of the Board of Directors constitute either standing or special committees, and shall define the powers of such committees, subject to the By-Laws, and may convert any

special committee thus created into a standing committee, and may abolish any committee so authorized.

Section 2. Such committees shall continue to function until abolished or until appointment of successors.

Article Eight.
Conduct of Meetings.

Section 1. At all meetings of the Association and the Board of Directors, the President, or, in his or her absence, the Vice-President, shall preside. If neither of these officers is present, a president, pro tempore, shall be chosen by and from a majority of the Board of Directors present at such meeting.

Section 2. All meetings of the Association, except in cases otherwise provided for by the By-Laws, shall be conducted in accordance with Robert's Rules of Order.

Article Nine.
Censure, Suspensions and Expulsions.

Section 1. Any member of the Association may be censured, suspended or expelled for misconduct in his or her relation to the Association or its members, or for such conduct as may be prejudicial to the Association, its members or the true administration of justice.

Section 2. Such censure, suspension or expulsion shall be effected by a majority vote of a meeting of at least three-fourths (3/4) of the Board of Directors convened to hear and act on such charge or charges of misconduct or prejudice.

Section 3. Notice of the hearing shall be served on such member at least ten (10) days prior to such hearing. Such member shall be given the opportunity to personally appear before the Board of Directors and present his or her answer to such charges.

Section 4. Should such member wish to appeal the decision of the Board of Directors, he or she may request the Board of Directors to present their findings and decision at the next stated meeting of the Association. A two-thirds (2/3) vote of those members present at the stated meeting of the Association shall be required to reverse the findings and the decision of the Board of Directors and to reinstate the member censured, suspended or expelled as a member of the Association.

Article Ten.
Amendments.

Section 1. Amendments to the By-Laws may be proposed by the Board of Directors by resolution of the Board, stating the text of the proposed amendment or amendments, or by not

less than ten (10) voting members in good standing by filing with the Secretary a verbatim statement of the text of the proposed amendment or amendments and a request for vote of the Association thereon, signed by them.

Section 2. Any proposed amendment, promulgated by the Board of Directors, or subscribed by not less than ten (10) members of the Association, may be voted upon a stated or special meeting of the Association provided that notice of such stated or special meeting shall have been given by the Secretary with a copy of the proposed amendment by mail to each member of the Association at least five (5) days before such meeting.

Section 3. Upon the consideration of any proposed amendment, amendments thereto may be offered and voted upon at the meeting.

Section 4. The By-Laws may be amended by a two-thirds (2/3) vote of the members present and entitled to vote at the meeting. Amendments shall become effective upon their adoption unless otherwise provided in the amendment.