

AMENDED BYLAWS OF
New York City Chapter of the National Lawyers Guild

MISSION, OBJECTIVES & PURPOSE

The New York City Chapter of the National Lawyers Guild is a membership corporation dedicated to the need for basic change in the structure of our political and economic system. We seek to unite lawyers, law students, legal workers, and jailhouse lawyers of the United States in an organization, which shall function as an effective political and social force in the service of the people, to the end that human rights shall be regarded as more sacred than property interests.

Our aim is to bring together all those who regard adjustments to new conditions as more important than the veneration of precedent; who recognize the importance of safeguarding and extending the rights of workers, women, farmers, and minority groups upon whom the welfare of the entire nation depends; who seek actively to eliminate racism; who work to maintain and protect our civil rights and liberties in the face of persistent attacks upon them; and who look upon the law as an instrument for the protection of the people, rather than for their repression.

The primary objectives and purposes of this corporation shall be:

- (a) To aid in making the United States and the State Constitutions, the law, and the administrative and judicial agencies of government responsive to the will of the people;
- (b) To protect and foster our democratic institutions and the civil rights and liberties of all the people;
- (c) To promote justice in the administration of the law;
- (d) To aid in the establishment of government and professional agencies to supply adequate legal service to all who are in need and cannot obtain it;
- (e) To aid in the adoption of laws for the economic and social welfare of the people;
- (f) To keep the people informed of legal matters affecting the public interest;
- (g) To encourage in the study of the law a consideration of the social and economic aspects of the law;
- (h) To improve the ethical standard which must guide the lawyer in the performance of his or her professional and social duties; and
- (i) To promote world unity through collaboration among international legal communities.

ARTICLE I

Section 1 CONSTITUTION APPLICABLE

The New York City Chapter is an affiliate of the National Lawyers Guild, Inc. (the National Lawyers Guild, Inc. is hereinafter referred to as "NLG"). The Constitution, Bylaws, and policies of the NLG shall be binding on the New York City Chapter to the extent described in Article 3.5 of the National Constitution and consistent with applicable law.

Section 2 NAME

The name of this organization shall be the New York City Chapter of the National Lawyers Guild ("NLG-NYC").

Section 3 PRINCIPAL OFFICE

The principal office of the NLG-NYC (also referred to herein as the “Chapter”) for the transaction of its business is located in City and State of New York.

Section 4 OTHER OFFICES

The NLG-NYC may also have offices at such other places, within or without the State of New York, where it is qualified to do business, as its business may require and as the NLG-NYC’s Executive Committee (“EC”) may, from time to time, designate.

Section 5 GEOGRAPHIC AREA

The NLG-NYC may include members who work, reside, attend school or are incarcerated in the following counties of the State of New York: New York, Kings, Bronx, Queens, Richmond, Nassau, Suffolk, Rockland, Westchester, Orange, Dutchess and Sullivan. Additionally, persons with substantial ties to a county described in this section are also eligible for membership in the NLG-NYC. Any person residing outside of the designated counties may apply for membership in the NLG-NYC, which application may be granted in the sole discretion of the EC.

Section 6 CORPORATE SEAL

The corporate seal, if any, shall be in such form as the EC shall prescribe.

ARTICLE II- MEMBERSHIP

Section 1 MEMBERSHIP GENERALLY

Any individual meeting the qualifications described in Article II, Section 3 may apply for membership in the NLG-NYC provided he/she meets the geographic qualifications described in Article I, Section 5 of these Bylaws.

Section 2 DETERMINATION AND RIGHTS OF MEMBERS

The NLG-NYC shall have one class of member. No person shall have more than one membership in the organization. Except as expressly provided in or authorized by the Articles of Incorporation or these Bylaws, all members shall have the same rights, privileges, restrictions and conditions.

Section 3 QUALIFICATIONS OF MEMBERS - NO DISCRIMINATION

The following persons who agree with the objectives of the organization as set forth herein, shall be admitted to membership without regard to, age, class/income level, cultural background, disability, education, ethnicity, gender, gender identity and/or expression, immigration status, language, nationality, physical appearance, professional experience, race, religious or political belief or affiliation, sexual orientation, status as a parent, or condition of restraint within any institution:

- (a) Lawyers: any person who at the time of application for membership is authorized to practice law anywhere.
- (b) Law students: any person who attends law school. Law students shall be concurrent members of their law student chapter and full-voting members of this Chapter. A law student member

may retain law student membership status for one year following graduation or until he or she becomes eligible for another membership category, whichever comes first.

- (c) Legal workers: any person who is currently working, or who has worked, or who is training to work in any office, collective or other institution, which has as its primary function the provision of or administration of legal services, information or education; or, as an individual, provides or administers legal services, information, or education as a major component of her or his work.
- (d) Jailhouse lawyers: any person who is incarcerated in a jail or prison and who is regularly engaged in providing legal services to other prisoners. A jailhouse lawyer member may retain that membership status for one year following release from incarceration or until he or she become eligible for another membership category, whichever comes first.

Section 4 CONFIDENTIALITY OF MEMBERSHIP LISTS

The names of members shall not be made available by the NLG-NYC to any individual or non-NLG organization without prior approval of the EC.

Section 5 ADMISSION OF MEMBERS

Applicants shall be admitted to membership on making application in writing and upon payment of dues.

Section 6 FEES, DUES AND ASSESSMENTS

The annual dues payable to the NLG-NYC by members shall be in such amount as may be determined from time to time by resolution of the EC and approved by the members at a chapter membership meeting. Dues shall be paid on an annual basis according to a dues schedule approved by the EC. Members may make a written request of, and receive in writing from the EC or its delegate, EC permission to maintain membership without the payment of dues for good cause shown or to pay dues in installments. For calendar years following a year in which dues were paid, members who fail to pay dues without a waiver shall be considered as lapsed, but may continue to receive informational mailings. Such members continue to be considered lapsed until they either pay dues or secure a dues waiver. A lapsed member may be reinstated to membership if he or she tenders current dues, and membership shall be reinstated immediately upon tender of current dues. A member who is lapsed for two (2) consecutive calendar years shall be stricken from the rolls. A member who has been stricken from the rolls shall apply to join as a new member.

Section 7

Any member may be disciplined up to and including termination of membership for conduct inconsistent with the NLG's Constitution and its Bylaws, these Bylaws and /or NLG-NYC policy after notice, written charges and an opportunity for a hearing in accordance with procedures the EC may adopt upon the recommendation of the disciplinary committee. A supermajority (2/3) vote of members of the EC is required to impose discipline, up to and including termination of membership.

ARTICLE III - GOVERNANCE AND MEETINGS

Section 1 GOVERNANCE

The highest governing authority of this Chapter shall be the annual membership meeting. The regular business and affairs of the Chapter shall be conducted by an EC and officers in the interim period

between annual membership meetings, which business shall be subject to the action of the membership. The power to conduct the regular business and affairs of the Chapter includes the expending of all sums of money reasonably necessary therefore and the determining of programs and policies, which will tend to promote the objectives of the organization. Special and regular membership meetings may be called from time to time by the EC at times and places designated by it.

Section 2 ANNUAL MEETING

The members shall meet annually during the last quarter of each year for the purpose of electing the EC and officers of the EC, and for transacting other business as may come before the meeting. Cumulative voting for the election of the EC and officers shall not be permitted. Each voting member shall cast only his or her vote. Voting may be by voice vote or secret ballot or mail in ballot, as determined by the EC. The annual meeting of members of the NLG-NYC for the purpose of electing the EC and officers shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of members refers to this annual meeting.

Section 3 SPECIALLY CALLED MEETINGS OF MEMBERS

Specially called meetings of the members shall be called by the EC or a majority of officers of the NLG-NYC. In addition, specially called meetings of the members for any lawful purpose may be called by at least 10% of the membership.

Section 4 PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the Chapter or at such other place or places within or without the State of New York as may be designated from time to time by the EC.

Section 5 NOTICE OF MEETINGS

(a) Time and Manner of Notice: Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by a delegate of the EC not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date of the notice of the meeting, is entitled to vote thereat. Written notice may be by email, first class mail, overnight mail, certified mail or in person, to the last known email and/or address of the member.

(b) Contents of Notice: Notice of a membership meeting shall state the place, date, and time of the meeting, and: (1) in the case of a specially called meeting, the general nature of the business to be transacted, and notice that no other business may be transacted; or (2) in the case of the annual meeting, those matters which the EC, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at the annual meeting for such action. The notice of any meeting of members at which the officers and EC are to be elected shall include the names of all those who are nominees at the time notice is given to members.

Section 6 PROCEDURES FOR MEMBERS TO CALL A SPECIAL MEETING

Where members of the NLG-NYC seek to initiate a special meeting, the request for the meeting shall be submitted to the President of the EC at his or her email address, place of business or residence, and to the EC at the chapter office in writing, by email, personal delivery, overnight or certified mail specifying the general nature of the business proposed to be transacted. The President or EC receiving the request, or staff designated by the EC, shall promptly cause notice to be given to the members entitled to

vote that a special meeting will be held, stating the place, date and time of the meeting, the general nature of the business to be transacted, and notice that no other business may be transacted. The date for any such meeting shall be fixed by the EC and shall not be more than sixty (60) days after the receipt of the request for the meeting. If notice of the meeting is not given within twenty (20) days before the date of the meeting or the date for the meeting has not been fixed by the EC within (40) days after the receipt of the request, persons calling the meeting may give the notice themselves.

Section 7 PROPOSAL APPROVAL

Rules for Approving Certain Proposals. At any general or special meeting with respect to the following issues, the notice of the meeting shall include the proposed action:

- (a) Filling of vacancies on the EC or of officers by members;
- (b) Amending the Articles of Incorporation or Bylaws;
- (c) An election to voluntarily wind up and dissolve the organization.

In the event a vote is to be taken regarding the filling of a vacancy or vacancies on the EC or of officers by members, a quorum as defined in this Article, Section 8(a) shall be sufficient, and a majority vote of those present shall be required to pass the measure.

In the event a vote is to be taken regarding amending the Articles of Incorporation or Bylaws, a quorum as defined in this Article, Section 8(a) shall be sufficient and a vote of no less than two-thirds (2/3s) of those present shall be required to pass the measure.

In the event a vote is to be taken regarding an election to voluntarily wind up and dissolve the NLG-NYC, such meeting may only take place if seventy-five (75%) percent of the entire membership is present, constituting a quorum for the purpose of this Section only, and such action may be authorized only by a vote of two-thirds (2/3s) of those in attendance.

Section 8 QUORUM FOR MEETINGS

(a) Notwithstanding and for all purposes other than those set forth in Article III, Section 7 of these Bylaws, a quorum shall consist of one hundred (100) or more of the members of the voting members or 10% of the membership, whichever is less.

(b) The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

(c) In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person at the meeting, but no other business shall be transacted at such meeting.

(d) When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, the new meeting date shall be provided to the members on notice in accordance with Article III, Section 5, however a meeting shall not be adjourned for more than forty-five (45) days.

Section 9 MAJORITY ACTION AS MEMBERSHIP ACTION

Every decision made by a majority of members present in person at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of the NLG-NYC, or these Bylaws require a greater number.

Section 10 VOTING RIGHTS

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote, show of hands, secret ballot, and/or other method within the sole discretion of the EC. Election of the EC and officers of the EC, however, shall be by secret ballot. Members entitled to vote shall not be permitted to vote or act by proxy. Each member must be current in their dues in order to vote. Lapsed members may tender dues up to the date and time of any membership vote in order to make their dues current and to become qualified to vote.

Section 11 CONDUCT OF MEETINGS

Meetings of the members shall be presided over by the President of the NLG-NYC, or his or her designee. In the event neither the Chapter President or his/her designee is present at a duly called special meeting, the special meeting shall be presided over by a member determined by a consensus of the members present; or if no consensus is reached, then by a majority of the voting members present in person. A delegate of the EC shall act as secretary of all meetings of members, provided that on his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of the NLG-NYC, or with the Constitution of the NLG, or law.

ARTICLE IV - EXECUTIVE COMMITTEE (EC)

Section 1 GENERAL GUIDELINES

The EC shall meet at least once a month except during the months of July and August, when less frequent meetings may be held. Action of the EC shall be by a majority vote of EC members present at any regularly called meeting. A quorum shall be a majority of the EC members.

Section 2 EXECUTIVE COMMITTEE

The EC shall be comprised of not less than fifteen (15) or more than twenty-five (25) members including the four officers (President, two Vice-Presidents, and Treasurer), and one position for permanent staff.

Section 3

All meetings of the EC shall be open to members of the NLG-NYC and persons invited by the EC, except during an executive session. The EC reserves the right to enter executive session, which may include directors and persons invited by the EC, to deal with matters determined to be of great sensitivity or proprietary in nature as indicated by majority vote of the EC. Such executive session shall last only so long as the matters discussed are of such a nature.

Section 4 OFFICERS

The officers of the NLG-NYC EC shall be a President, two Vice-Presidents and Treasurer. No two offices may be held by the same person. The Vice-Presidents may act as liaisons with sub-committees that do not have a representative elected to the EC.

Section 5 QUALIFICATIONS

Any member in good standing may serve as a member of the EC or an officer of this organization, provided they have been a member of the organization for at least three months prior to their election.

Section 6 TERMS OF OFFICE

Each member of the EC, and each officer shall be elected for a one-year term.

Section 7 ELECTION

(a) EC members and officers shall be elected by a vote of the members of the NLG-NYC. Members may vote in person at the annual meeting or by affirmatively requesting and returning an absentee ballot within the time and manner prescribed by the Elections Committee and approved by the EC.

(b) Members in good standing may nominate themselves simply by announcing their candidacy for the EC position or office, in accord with rules established by the Elections Committee. The EC may also create a nominating committee, which may propose nominees for the annual election.

(c) The EC shall appoint an Elections Committee which shall establish procedures to run a fair election, and which shall conduct the election. The election shall be held at the annual membership meeting held in accordance with these Bylaws and the election procedures established by the Elections Committee, as approved by the EC.

Section 8 SUB-COMMITTEES

By a majority vote of the EC, the NLG-NYC shall authorize the formation of such sub-committees as it deems appropriate from time to time. Any such sub-committees shall have such authority as the EC determines is appropriate.

Section 9 STANDING COMMITTEES

(a) **Finance/Fundraising Committee.** The EC shall appoint a Finance Committee, which shall include the Treasurer and other EC and/or chapter members to carry out the functions set forth below. The duties of the Finance Committee shall include:

- 1) To oversee the financial well-being of the NLG-NYC;
- 2) To provide a proposed budget of income and expenses for the upcoming fiscal year at least two (2) weeks before the EC meeting at which the proposed budget will be considered for adoption;
- 3) To cooperate with periodic independent audits of financial records to be performed by a Certified Public Accountant, retained by the EC, who shall report the findings and results of the audit to the Finance Committee, which in turn shall report the findings and results to the EC;

- 4) To maintain and manage investments of the NLG-NYC, as authorized by and in accordance with the policies of the EC;
- 5) To develop and execute fundraising plans; and
- 6) Such other and further duties as the EC may designate.

(b) **Executive Officers Committee.** The Executive Officers Committee shall consist of the elected officers (President, two Vice-Presidents and Treasurer). It shall carry out administrative functions and plan EC meetings. The Executive Officers Committee shall have the authority, between meetings of the EC, to meet in person, by telephone or electronically and at such meetings to take actions as specifically empowered by the EC. Any actions taken by the Executive Officers Committee shall be reported to the EC at its next meeting for such action as the EC deems appropriate. A quorum of the Executive Officers Committee shall be a majority of its members.

The EC may delegate to the Executive Officers Committee any of the powers and authority of the EC in the management of the business and affairs of the organization, except with respect to:

- 1) The approval of any action, which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all members;
- 2) The filling of vacancies on the EC, or on any committee which has the authority of the EC;
- 3) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- 4) The amendment or repeal of any resolution of the EC;
- 5) The appointment of committees of the EC or the members thereof; and
- 6) The approval of any transaction to which this organization is a party and in which one or more of the members of the Executive Officers Committee has a material financial interest.

(c) All Standing Committees shall keep regular minutes of their proceedings, cause them to be filed with the Chapter records, and report the same to the EC from time to time as the EC may require.

Section 10 VACANCIES

Vacancies among the elected officers of the EC which arise during a term may be filled by majority vote of the EC until the next election. If the office of President becomes vacant, it shall be filled by a Vice-President until the next election.

Section 11 EXECUTIVE COMMITTEE DUTIES

Acceptance of a position as a EC member shall constitute a commitment to abide by the Articles of Incorporation and these Bylaws and to fulfill the duties of EC membership set forth herein. The President of the EC shall have the duty to ensure that all EC members are familiar with these requirements.

It shall be the duty of the Officers and EC to:

- (a) Maintain current membership in the NLG NYC;
- (b) Serve and participate on at least one committee of the EC;
- (c) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this organization, or by these Bylaws;
- (d) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all, agents and employees of the organization in accordance with applicable law, regulations and collective bargaining agreements;

- (e) Supervise all agents and employees of the organization to assure that their duties are performed properly;
- (f) Attend and participate in regular meetings at such times and places as required by these Bylaws. Failure to attend three meetings in a six-month period may be considered cause for removal within the discretion of the EC;
- (g) Participate in fundraising activities on an annual basis in accordance with the decisions of the EC, unless a professional code of conduct prohibits such participation;
- (h) Participate in ongoing trainings, including but not limited to annual labor-management training, anti-oppression training, and board orientation training; and
- (i) Such other and further duties as may be required by these Bylaws or by resolution of the EC.

Section 12 DISCIPLINE AND REMOVAL OF EC MEMBERS

An EC member may be removed for just cause for failing to fulfill one or more of the requirements set forth in these Bylaws, or for any other just cause after notice, written charges and an opportunity for a hearing, with procedures the EC may adopt upon the recommendation of the disciplinary committee. A supermajority (2/3) vote of members of the EC is required to impose discipline, up to and including termination of membership.

ARTICLE V - RULES OF ORDER

All meetings of the EC and committees of the EC shall be conducted in accordance with the latest revision of Robert's Rules of Order, except as the rules are modified by the Articles of Incorporation or these Bylaws.

ARTICLE VI - COMPENSATION

There shall be no compensation for serving as an officer or EC, but officers and EC members may be reimbursed for expenses necessarily incurred on behalf of the NLG-NYC.

ARTICLE VII - EXPENDITURES

The expenditure of organization funds to support a nominee for any office or EC member is prohibited.

ARTICLE VIII - AMENDING THE BYLAWS

The members of this organization may adopt or amend these Bylaws or amend the NLG-NYC's Articles of Incorporation not inconsistent with the NLG's Constitution or Bylaws and in accordance with Article III, Section 7(b) of the NLG-NYC's Bylaws, at any regular or special membership meeting. Notice of such action shall be given in writing to the membership and shall conform to Article III, Section 5 of these Bylaws.

ARTICLE IX - FISCAL YEAR

The fiscal year of the organization shall begin on January 1 and end on December 31 in each year.

ARTICLE X - PROHIBITION AGAINST PROFITING

No member, director, officer, employee, or other person connected with this organization, or any private individual, shall receive at any time any of the net earnings or pecuniary profits from the operation

of the organization, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the organization in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and fixed by resolution of the EC; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the organization assets on dissolution of the organization.

ARTICLE XI – INDEMNIFICATION AND INSURANCE

1. Except as otherwise directed by the EC, any EC member or officer made a party to an action or proceeding, whether civil or criminal, by reason of the fact that he or she is or was an EC member or officer of the corporation, shall be indemnified by the corporation to the full extent permitted by law.

2. The corporation shall obtain such insurance as the EC shall from time to time determine to protect the corporation against losses caused by fraudulent or dishonest acts of any EC member, officer or employee, to reimburse the corporation for any obligation incurred pursuant to the first paragraph of this Article, and to indemnify EC members and officers under circumstances permitted by law.

Adopted _____

