

WOMEN TRIAL LAWYERS CAUCUS, INC.

BY-LAWS

(ADOPTED ON JUNE 21, 2016)

(A New York Not-for-Profit Corporation)

ARTICLE I

PURPOSE

1.1 The purposes for which the Corporation is organized and operated (the “Corporate Purpose”) are to foster, encourage and promote women in the legal profession in the State of New York; to screen candidates for the judiciary in the State of New York; to participate in matters affecting the courts and the administration of justice in the State of New York; to support legislation and programs affecting the legal profession; and to support legislation and programs to improve the status of women in the State of New York.

1.2 The Corporation shall further the Corporate Purpose by inviting prominent women trial lawyers to be members of the Corporation, soliciting membership dues from interested individuals, and expending its funds in furtherance of its Purpose; conducting meetings and discussions on issues relevant to the Purpose; working to advance women in the legal profession and in the courts; conducting judicial screening of candidates for appointment to the courts of the State of New York; liaising with policymakers to promote laws that advance and protect women and children; working with other similarly constituted groups dedicated to improving women’s equality; and advocating and supporting legislation and programs in furtherance of its Purpose.

ARTICLE II

DEFINITIONS

As used in these By-laws, unless the context otherwise requires, the term:

- 2.1 “Board” means the board of directors of the Corporation.
- 2.2 “By-laws” means the by-laws of the Corporation, as amended from time to time.
- 2.3 “Certificate of Incorporation” means the certificate of incorporation of the Corporation, as amended, supplemented or restated from time to time.
- 2.4 “Chairperson” means the chairperson of the Corporation, if any.
- 2.5 “Corporation” means Women Trial Lawyers Caucus, Inc.
- 2.6 “Directors” means the directors of the Corporation.

2.7 “Not-for-Profit Corporation Law” means the Not-for-Profit Corporation Law of the State of New York, as amended from time to time.

2.8 “Officer” means any officer of the Corporation.

2.9 “President” means the president of the Corporation.

2.10 “Secretary” means the secretary of the Corporation.

2.11 “Treasurer” means the treasurer of the Corporation.

2.12 “Vice President” means a vice president of the Corporation, if any.

ARTICLE III

MEMBERS

3.1 The Corporation shall have a membership consisting of those members who are invited to join the WTLC, who agree to the Corporate Purpose, and who pay any applicable dues, subject to the rules prescribed by the Board. The Board may decide to create different tiers of membership, with different dues and benefits.

3.2 There shall be an annual meeting of Members. At the annual meeting, if the Corporation has more than 100 dues-paying Members, the Members shall elect the number of Directors corresponding to each 100 dues-paying Members, but only after such proposed Directors are first nominated by the Nominating Committee in accordance with Article IV below.

3.3 There shall be programs and other events for Members throughout the year, as set by the Board of Directors or as delegated by the Board to the Officers of the Corporation.

ARTICLE IV

DIRECTORS

4.1 General Powers. The Board shall have the general power to control and manage the affairs and property of the Corporation subject to applicable law and in accordance with the Corporate Purpose and limitations set forth in the Certificate of Incorporation and herein.

4.2 Number; Qualifications. The number of Directors constituting the Board shall not be less than three (3) nor more than twenty (20) and, subject to such minimum and maximum, may be increased or decreased from time to time by a vote of a majority of the Board or by an amendment to these By-laws and no decrease shall shorten the term of any incumbent Director. Each Director shall be a member in good standing of the Bar of the State of New York and be committed to the Corporate Purpose.

4.3 Election and Term of Office. The initial Directors shall be the persons named in the Certificate of Incorporation. The initial Directors shall serve until the first meeting of the Board at which Directors will be elected. The Directors shall hold office for a term of three years; provided, however, that any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal of a Director or created by an increase in the number of Directors) shall hold office until the next election of Directors. Directors may be elected to any number of consecutive terms. To become a Director, a person shall be nominated by the Nominating Committee and elected by a majority of the Board; provided, however, that the Members may elect Directors pursuant to 3.2 above by a majority of the Members present at the annual meeting at which an election of Directors is conducted.

4.4 Vacancies. Vacancies occurring in the Board for any reason may be filled by appointment by the President on an interim basis. A Director appointed to fill a vacancy shall hold office until the meeting of the Board next following her appointment at which the election of Directors is conducted in the regular order of business and until her successor shall have been elected and shall qualify, or until her earlier death, resignation or removal.

4.5 Resignation. Any Director may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time therein specified, and if no time be specified, at the time of its receipt by the Corporation. The acceptance of such resignation by the Board shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director.

4.6 Removal. Any Director may be removed at any time for cause by a vote of two-thirds of the Board at a regular meeting or special meeting of the Board called for that purpose.

4.7 Compensation. No compensation of any kind shall be paid to any Director for the performance of her duties as Director. The provisions of this section shall not in any way limit the reimbursement of reasonable expenses incurred by a Director on behalf of the Corporation.

4.8 Meetings of the Board; Annual Meeting of Members. Meetings of the Board, regular or special, may be held in person at any place within or without the State of New York or telephonically as the Board, the Secretary or the President of the Corporation may from time to time fix. The annual meeting of the Members may be held at such time and place specified in a notice given by the President.

4.9 Regular Meetings. Regular meetings of the Board may be held in person or telephonically at such times and places as may be fixed from time to time by the Board, the Secretary or the President of the Corporation. If a schedule of regular meetings is set and notice provided, no further notice is required for each individual meeting.

4.10 Special Meetings. Special meetings of the Board shall be held whenever called by the President or the Secretary or by any two or more Directors, and shall be held upon reasonable notice.

4.11 Notice of Meetings. Notice of each regular meeting of the Board and the annual meeting of the Members may be given by mail, facsimile, electronic mail, courier, telephone or similar means of communication, or be delivered personally, not later than ten days before the date on which such meeting is to be held. In the event that an emergency meeting of the Board is necessary, notice of such meeting shall be given in the same manner no later than two days before the date on which such meeting is to be held. Every such notice shall state the time, place and telephone conference access number of the meeting, and the general purposes of the meeting. Notices shall, if mailed, be addressed to each Director or Member, as appropriate, at her residence or usual place of business (or at such address as she may have designated in a written request filed with the Secretary at least four days before the day on which the meeting is to be held). If mailed, each notice shall be deemed given when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States Postal Service. Such mailing shall be by first class mail.

4.12 Adjourned Meetings. A majority of the Directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn such meeting to another time and place. Any business may be transacted at any adjourned meeting that might have been transacted at the meeting as originally called.

4.13 Waivers of Notice of Meetings. Anything in these By-laws or in any resolution adopted by the Board to the contrary notwithstanding, notice of any meeting of the Board need not be given to any Director who submits a signed waiver of such notice, whether before or after such meeting, or who attends such meeting without protesting, prior thereto or at its commencement, the fact that notice was not given to her.

4.14 Quorum of Directors. The presence in person of a majority of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a telephone conference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

4.15 Action by the Board. All corporate action taken by the Board shall be taken at a meeting, in person or telephonic, of the Board; provided, however, that any action required or permitted to be taken by the Board or by any committee thereof may be taken without a meeting if all members of the Board or such committee consent in writing to the adoption of a resolution authorizing the action. A vote by any Director for any resolution of the Board may be authorized by email. Except as otherwise provided by the Not-for-Profit Corporation Law, the Certificate of Incorporation or these By-laws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

ARTICLE V

COMMITTEES OF THE BOARD

5.1 Committees of the Board. The Board may establish committees of the Board. Each such committee shall consist of three or more Directors appointed by the President with the consent of the Board (one of whom shall be appointed to serve as chairperson of a committee). At any meeting of such committee, the presence of a majority of its members then in office shall constitute a quorum for the transaction of business.

5.2 Executive Committee. The Executive Committee shall consist of the Officers and any additional Directors appointed by the President. The Executive Committee shall have the authority of the Board between meetings of the Board, except as to the following matters:

- (a) major policy matters;
- (b) the filling of vacancies on the Board or on any committee;
- (c) the amendment or repeal of the By-laws or the adoption of new by-laws;
- (d) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
- (e) any amendment to the Certificate of Incorporation;
- (f) the dissolution of the Corporation.

5.3 Judicial Screening Committee. The Board may create a judicial screening committee to evaluate and rate candidates for appointment to the New York Court of Appeals, or to any court in the State of New York as the Board may determine.

5.4 Nominating Committee. The Nominating Committee shall vet and propose to the Board and/or Members eligible candidates for election as Directors and Officers. In addition, twenty (20) percent of the Members may, by petition to the Nominating Committee, propose candidates for election to the Board, provided that notice of any such petition is received by the Nominating Committee within ten (10) days prior to the annual meeting at which the election of Directors is scheduled.

5.5 Program Committee. The Program Committee, if any, shall be responsible for establishing and implementing programs for Members, consistently with the Corporate Purpose.

5.6 General. Any committee designated by the Board and each of the members shall serve at the pleasure of the President. The President may designate one or more Directors as alternate members of any committee, who may replace any absent member or members at any meeting of such committee. Any committee may adopt such rules and

regulations, not inconsistent with the Certificate of Incorporation or these By-laws or applicable laws or resolutions of the Board, as it may deem proper for the conduct of its meetings and the exercise by it of the authority of the Board conferred upon such committee by the resolution of the Board designating such committee.

5.7 Audit Committee. The Board is hereby authorized to establish a designated audit committee of the Board. If an audit committee is established, such committee shall adopt a charter in accordance with law.

ARTICLE VI

OFFICERS

6.1 Officers. The Officers shall be a President, a Treasurer and a Secretary, and, should the Board so determine, may also include a Chairperson, Vice Presidents, and such other Officers, if any, as the Board may from time to time designate. One person may hold more than one office in the Corporation except that no one person may hold the offices of President and Secretary. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.

6.2 Election and Term of Office. All Officers shall be elected by a majority of the Board, after recommendation by the Nominating Committee, to hold office for two years. Each Officer shall hold office for the term for which she is elected, and until her successor shall have been elected or appointed or until her death, resignation or removal in the manner provided in Section 6.3. All Officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided in these By-laws or as the Board may from time to time determine.

6.3 Removal of Officers. Any Officer may be removed by the Board for cause by a vote of two-thirds of the Board.

6.4 Resignations. Any Officer may resign at any time in writing by notifying the Board or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at such later time as is therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The resignation of an Officer shall be without prejudice to the contract rights of the Corporation, if any.

6.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled by the President for the unexpired portion of the term, until the next meeting of the Board for the election of Officers

6.6 Compensation. No Officer shall receive any compensation for services rendered to the Corporation.

6.7 President. The President shall be the chief executive officer of the Corporation and shall have general supervision over the business of the Corporation, subject, however, to the control of the Board and of any duly authorized committee of Directors. If there is no Chairperson of the Corporation, the President shall preside at all meetings of the Board and

the Executive Committee. The President may sign and execute in the name of the Corporation contracts, agreements, checks, drafts and other orders of payment of money out of the funds of the Corporation and other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board to some other Officer or agent of the Corporation, or shall be required by law otherwise to be signed or executed; and, in general, she shall perform all duties incident to the office of President and such other duties as from time to time may be assigned to her by the Board.

6.8 Vice Presidents. The Board may designate Vice Presidents to perform other duties as determined by the Board, in which event any Vice President shall be elected by the Board upon recommendation of the Nominating Committee.

6.9 Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds, securities and notes of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any sources whatsoever; deposit all such moneys or supervise the deposit of such moneys by agents or consultants of the Corporation, in the name of the Corporation in such banks, trust companies or other depositaries as shall be selected in accordance with these By-laws; against proper vouchers, cause such funds to be disbursed by checks or drafts on the authorized depositaries of the Corporation signed in such manner as shall be determined in accordance with any provisions of the By-laws, and be responsible for the accuracy of the amounts of all moneys so disbursed; she may sign and execute in the name of the Corporation checks, drafts and other orders of payment of money out of the funds of the Corporation and other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board to some other Officer or agent of the Corporation, or shall be required by law otherwise to be signed or executed; regularly enter or cause to be entered in books to be kept by her or under her direction a full and adequate account of all moneys received or paid by her for the account of the Corporation; render to the Board, whenever the Board shall require her to do so, an account of the financial condition of the Corporation and of all her transactions as Treasurer; exhibit at all reasonable times the books of account and other records to any of the Directors upon request at the office of the Corporation where such books and records are kept; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to her by the Board.

6.10 Secretary. The Secretary shall keep the minutes of the annual meeting of Members and all meetings of the Board and any committees thereof; shall see that all notices required to be given by the Corporation are duly given and served; shall have charge of the books, records and papers of the Corporation relating to its organization and management as a corporation, and shall see that the reports, statements and other documents required by law are properly kept and filed; and shall, in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to her by the Board.

6.11 Chairperson. The Chairperson, if any, shall preside at meetings of the Board, and the annual meeting of the Members, and shall be responsible for any other matter as directed by the Board of Directors from time to time.

ARTICLE VII

SOLICITATION, CONTRACTS, LOANS, CHECKS, DRAFTS, BANK ACCOUNTS, INVESTMENTS, ETC.

7.1 Solicitation. In accordance with the provisions of the Certificate of Incorporation and these By-laws, the Corporation may solicit membership dues and other contributions to be used to provide funding in furtherance of the Corporate Purpose.

7.2 Execution of Contracts. The Board may authorize any Officer, employee or agent of the Corporation, in the name and on behalf of the Corporation, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances, or otherwise limited.

7.3 Purchase, Sale, Mortgage and Lease of Real Property. The Corporation may not purchase, sell, mortgage or lease real property unless authorized by the vote of two-thirds of the Board.

7.4 Prohibited Loans. No loans shall be made by the Corporation.

7.5 Checks, Drafts, Etc. All checks, drafts and other orders for the payment of money out of the funds of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by these By-laws or a resolution of the Board.

7.6 Deposits. The funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation in such banks, trust companies or other depositories as the President or the Treasurer may select.

7.7 Investments. There shall be no obligation to invest the funds of the Corporation.

ARTICLE VIII

INDEMNIFICATION

8.1 The Corporation shall, to the fullest extent permitted by law, indemnify any person who is or was made, or threatened to be made, a party to any threatened, pending or completed, action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation to procure a judgment in its favor (hereinafter, a "Proceeding"), by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a Director or Officer, or is or was serving in any capacity at the request of the Corporation, against judgments, fines, penalties, excise taxes, amounts paid in settlement (with the written consent of the Corporation, which shall not be unreasonably withheld) and costs, charges and expenses (including attorneys' fees and disbursements). Notwithstanding the foregoing, no indemnification shall be provided to or on behalf of any Director or Officer if a judgment or other final adjudication adverse to such Director or Officer establishes that (i) her acts were committed in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so

adjudicated, or (ii) she personally gained a financial profit or other advantage to which she was not legally entitled. Persons who are not Directors or Officers may be similarly indemnified in respect of service to the Corporation or to another such entity at the request of the Corporation to the extent the Board at any time designates such person as entitled to the benefits of this Article 8.

8.2 The Corporation shall, from time to time, reimburse or advance to any Director or Officer entitled to indemnification hereunder the funds necessary for payment of expenses, including attorneys' fees and disbursements, incurred in connection with any Proceeding, in advance of the final disposition of such Proceeding; provided, however, that such expenses incurred by or on behalf of any Director or Officer may be paid in advance of the final disposition of a Proceeding only upon receipt by the Corporation of an undertaking, by or on behalf of such Director or Officer, to repay any such amount so advanced if a judgment or other final adjudication adverse to the Director or Officer establishes that (i) her acts or omissions were committed in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so adjudicated, or (ii) she personally gained a financial advantage to which she was not legally entitled, or (iii) her acts violated the Not-for-Profit Corporation Law.

8.3 Any indemnification permitted hereunder (unless ordered by a court) shall be made by the Corporation only if authorized in the specific case upon a finding that the Director or Officer has met the standard of conduct set forth in the Not-for-Profit Corporation Law. Such determination shall be made (i) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of Directors who were not or are not parties to the Proceeding in question, or (ii) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by the Board upon the opinion in writing of independent legal counsel that indemnification is proper under the circumstances because the standard of conduct has been met.

8.4 The right to indemnification and advancement of expenses provided by, or granted pursuant to, this Article 7 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may have or hereafter be entitled under any law, by-law or agreement, both as to action in her official capacity and as to action in another capacity while holding such office.

8.5 The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 8 shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors and administrators of such person.

8.6 The Corporation shall have the power to purchase and maintain insurance to indemnify (i) itself for any obligation which it incurs as a result of the indemnification of Directors and Officers under the provisions of this Article 8, or (ii) any Director or Officer in instances in which they may be indemnified under the provisions of this Article 8, against any liability asserted whether or not the Corporation would have the power to indemnify such person against such liability under the laws of the State of New York.

8.7 The right to indemnification and reimbursement and advancement of expenses provided in this Article 8 shall be enforceable by any person entitled to indemnification or advancement of expenses hereunder in any court of competent jurisdiction. The burden of proving that indemnification or reimbursement and advancement of expenses are not appropriate shall be on the Corporation. Neither the failure of the Corporation (including its Board or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification or advances are proper in the circumstances nor an actual determination by the Corporation (including its Board or independent legal counsel) that such person is not entitled to indemnification or to the reimbursement or advancement of expenses, shall constitute a defense to the action or create a presumption that such person is not so entitled. Such person shall also be indemnified for any expenses incurred in connection with successfully establishing her right to indemnification or advances, in whole or in part, in any such Proceeding.

ARTICLE IX

BOOKS AND RECORDS

The Secretary, or a person designated by the Secretary, shall keep correct and complete books and records of account and shall keep minutes of the meetings of the Board and committees of the Board, the annual meeting of Members, and any other meetings of the Members for the transaction of business, as appropriate. Any of the books, minutes or records may be in written form or in any other form capable of being converted into written form within a reasonable time.

ARTICLE X

AMENDMENTS

These By-laws may be amended or repealed and new by-laws may be adopted by a majority vote of the Board, except that any amendment which increases the quorum requirement or the proportion of votes necessary for the transaction of business or of any specified item of business, or which reduces the vote required to remove a Director must be authorized by a vote of two-thirds of the Board.

ARTICLE XI

NON-DISCRIMINATION

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, or mental or physical handicap.