

ADOPTED Oct. 22, 2001

BYLAWS  
OF THE  
UPSTATE NEW YORK CHAPTER  
OF THE  
AMERICAN IMMIGRATION LAWYERS ASSOCIATION

ARTICLE I  
NAME AND OBJECTIVES

Section 1.1 - Name

The name of this organization shall be the UPSTATE NEW YORK CHAPTER of the AMERICAN IMMIGRATION LAWYERS ASSOCIATION (hereinafter referred to as the "Chapter" and the "Association" respectively).

Section 1.2 - Objectives

The objectives of this Chapter shall be the same as those set forth in the Bylaws of the Association, as amended from time to time (hereinafter referred to as the "Association's Bylaws").

ARTICLE II  
DEFINITIONS

"Mail" shall mean transmission by U.S. mail or by electronic means (e.g., e-mail, telecopier).

"Notice" or "notify" shall mean notice by mail or by electronic means (e.g., e-mail, telecopier).

"Present" shall mean physical appearance at, or by telephone conference call, or by other technological means as offered by the Chapter.

ARTICLE III  
JURISDICTION AND AUTHORITY

Section 3.1 - Jurisdiction

The geographic area of jurisdiction of this Chapter shall encompass that area within New York State that is under the jurisdiction of the District Office of the Immigration and Naturalization Service located in Buffalo, New York, or such area as determined by the Board of Governors of the Association (hereinafter referred to as the "Board of Governors") from time to time.

Section 3.2 - Authority

The authority of this Chapter in the conduct of its affairs shall be as set forth in the Association's Bylaws, which are incorporated herein by reference.

ARTICLE IV  
MEMBERSHIP

Section 4.1 - Eligibility

(a) Attorneys whose principal places of business, or if retired whose principal places of residence, are within the geographic jurisdiction of this Chapter and who possess the

qualifications set forth in the Association's Bylaws shall be eligible to be Members of this Chapter. All Chapter Members must be Members of the Association.

(b) In addition, the Chapter may elect as a Member an attorney who neither has a principal place of business, nor principally resides as a retiree, in the geographic jurisdiction of this Chapter (hereinafter referred to as "out-of-jurisdiction" Member), provided such attorney is and remains in good standing as a Member of another Chapter or is and remains in good standing as a Member at large of the Association.

#### Section 4.2 - Special Members

The Chapter also may have Special Members as set forth in the Association's Bylaws and pursuant to the rules and procedures established by the Board of Governors.

#### Section 4.3 - Waivers

Waivers of any requirements for election to Membership by the Chapter shall be available only as set forth in the Association's Bylaws.

#### Section 4.4 - Applications and Election

(a) Application for and election by the Chapter to Membership shall be as set forth in the Bylaws of the

Association and pursuant to the rules and procedures established by the Board of Governors. In accordance with the Association's Bylaws, election by the Chapter of an eligible applicant shall be by an affirmative vote of two-thirds (2/3) of the Members of the Chapter who are in good standing, present and voting at a Chapter meeting.

(b) Applications for election by the Chapter to Membership shall be on forms approved by the Board of Governors.

(c) The Membership Committee of the Chapter shall receive and consider each application for election to determine the applicant's eligibility. A list of names of applicants shall be published in the next available Chapter mailing or shall be otherwise mailed to the Chapter membership for comment. The Chapter membership shall have 30 days from the date such notice is sent to submit comments or evidence relevant to a determination of eligibility to the Membership Committee, which shall make a recommendation regarding each application. Any applicant against whom the Membership Committee intends to make a negative recommendation based on adverse comments and evidence received shall be accorded an opportunity to meet informally

with the Committee to respond thereto. If the Committee then determines that a negative recommendation is in order, the applicant shall be entitled to come to a Chapter meeting to rebut that recommendation and the evidence upon which it is based.

(d) The Chapter shall generally extend comity to the consideration of applications for Chapter Membership by Association Members in good standing who are transferring their principal places of business or principal residences as retirees to the geographic jurisdiction of the Chapter.

(e) Review of Chapter action, or of its failure to act within six (6) months, on applications for election to Membership shall be available as set forth in the Association's Bylaws and pursuant to the rules and procedures established by the Board of Governors.

(f) Applications for Membership shall be completed by an officer of the Chapter and sent to the National office of the Association (hereinafter "National Office") within seven (7) days after final action thereon by the Chapter, together with the applicable dues payment if not already forwarded to the National Office.

Section 4.5 - Chapter Dues

(a) Chapter dues shall be in an amount established from time to time by the Chapter by a majority of the Chapter members present and voting at a regularly scheduled meeting of the Chapter, provided that at least 15 days advance notice of such a vote shall be given to the Chapter.

(b) Proration of Chapter dues, and Chapter dues for Special Members and Members employed by non-profit organizations, shall be in accordance with the rules and procedures established by the Board of Governors.

(c) Chapter dues, together with Association dues, shall be billed and received on behalf of the Chapter by the National Office. The Treasurer of the Chapter shall communicate with the Treasurer of the Association and the National Office to provide information regarding Chapter dues and shall receive remittances of Chapter dues collected by the National Office.

#### Section 4.6 - Fiscal Year

The fiscal year of the Chapter shall be the same as the fiscal year of the Association, unless otherwise determined by the Board of Governors.

#### Section 4.7 - Governance of the Association's Bylaws

The Association's Bylaws, as they relate to payment of

and default in dues, maintenance of Chapter and Association membership status, resignation, loss of membership, censure, suspension, expulsion, reinstatement of property interest, good standing, and certificates of membership shall be applicable to and govern these Bylaws. No provision of these Bylaws shall be in conflict with the Association's Bylaws, as construed from time to time by the Board of Governors, and in the event of any such conflict, the Association's Bylaws shall govern.

ARTICLE V  
OFFICERS

Section 5.1 - Officers

The officers of this Chapter shall be:

(a) A Chair, who shall not be eligible to succeed to that office more than once without the approval of the Board of Governors;

(b) A Vice-Chair;

(c) A Treasurer; and,

(d) A Secretary.

Section 5.2 - Qualifications of Officers

Only Members of the Chapter who are in good standing immediately preceding an election shall be eligible to be officers of the Chapter.

Section 5.3 - Election of Officers

The officers of the Chapter shall be elected at its Annual Meeting as follows:

(a) There shall be a Nominating Committee consisting of the immediate Past Chair of the Chapter, who shall be the Chair of the Committee, and two other Members, who shall be elected by the Members of the Chapter not later than 60 days prior to the Annual Meeting. No person shall be eligible for election to the Nominating Committee who has served on the immediate past Nominating Committee, unless a waiver thereof is granted by an affirmative vote of two-thirds (2/3) of the Members of the Chapter present and voting at a meeting of the Chapter. Should the immediate Past Chapter Chair be unable or unwilling to serve, the Chapter Chair shall appoint a Chair of the Nominating Committee to act instead.

(b) Not later than 50 days before the Annual Meeting, the Chair of the Nominating Committee, or the Secretary of the Chapter at the request of such Chair, shall solicit by notice to all Members of the Chapter suggested names for nomination to the offices to be filled at the Annual Meeting.



(c) Not later than 28 days prior to the Annual Meeting, the Nominating Committee shall meet (either in person or by conference call) and consider nominations for the offices to be filled, and shall within seven (7) days make those nominations and deliver them to the Secretary of the Chapter. Not later than 21 days prior to the Annual Meeting, the Secretary shall announce the Committee's nominations by notice to the Members of the Chapter, with the statement that the Members may make additional nominations for such offices in accordance with subsection (d) hereof. No person shall be nominated unless the Nominating Committee shall first have obtained the person's consent to run if nominated and to serve if elected.

(d) Additional nominations for any office may be made by petition delivered to the Secretary of the Chapter not later than ten (10) days prior to the Annual Meeting and endorsed by three (3) members of the Chapter whose dues for the current year shall have been paid and who are otherwise in good standing. Such a petition shall bear the acceptance of the person so nominated. Not later than seven (7) days prior to the Annual Meeting, the Secretary of the Chapter shall notify each Member of all candidates for the offices to

be filled. The candidates nominated by the Nominating Committee shall be listed first on the notice with a statement to that effect, and any candidates nominated by petition shall be listed thereafter in alphabetical order as to each office concerned. All candidates for an office shall be listed on the same page side of the notice and ballot.

(e) No person shall be a nominee for office unless that person's Association and Chapter dues are current, provided that, in the event any nominee is challenged by notice to the Secretary on the grounds of delinquency in dues, that nominee shall be given five (5) days within which to correct such delinquency.

(f) No nominations shall be considered or voted upon unless made as herein provided.

(g) Each Member of the Chapter whose Association and Chapter dues are current shall be entitled to personally cast one vote at the Annual Meeting for each office to be balloted on, which vote shall be by secret written ballot unless there is no opposition for that office. The Secretary shall bring to the Annual Meeting a list of the Chapter Members whose dues are current and who are otherwise

in good standing and shall issue ballots only to such Members.

(h) The Chair of the Chapter shall designate at least two judges of election at the Annual Meeting. The candidates receiving a majority of the votes for their respective offices shall be declared elected. The results of the balloting as found by the judges of the election shall be announced by the Chairperson of the Chapter and reported within seven (7) days to the Secretary of the Association and the National Office.

(i) In the event that no candidate for an office shall receive a majority of the votes cast, a run-off vote shall immediately be held at the Annual Meeting between the candidates receiving the highest and the next highest pluralities in the same manner hereinabove provided, and the candidate who receives the highest number of votes shall be declared elected.

#### Section 5.4 - Term of Office for Officers

The officers shall serve for one year beginning with the adjournment of the Annual Meeting at which they are elected and ending with the adjournment of the next Annual Meeting, or until their successors take office, whichever is later.

If any office becomes vacant, it shall be filled for the remainder of the unexpired term at an election called for that purpose at a regular or special meeting of the Chapter. The Executive Committee of the Chapter may appoint an interim replacement until such election is held.

#### Section 5.5 - Duties of Officers

(a) The Chair of the Chapter shall be the Chapter's chief presiding officer; shall preside at any meetings of the Chapter and of the Executive Committee; shall be the representative and directive head in the general conduct of Chapter affairs; shall appoint the members and chairs of all committees; shall be ex-officio member of all committees; and shall perform whatever other duties as may be necessary to fulfill the responsibilities prescribed by these Bylaws and the Association's Bylaws.

(b) The Vice-Chair of the Chapter shall, as called upon by the Chair, assist and advise the Chair in the conduct of that office; shall succeed to the duties of the Chair in the absence or incapacity of the latter; and shall perform whatever other duties these Bylaws or the Association's Bylaws may prescribe.

(c) The Treasurer of the Chapter shall receive the dues

and other monies payable to the Chapter; shall maintain all the financial records of the Chapter; shall promptly record all Chapter receipts and shall deposit same within seven (7) days of receipt in a banking or financial institution approved by the Chapter; shall endorse checks for deposit only in a bank or financial account of the Chapter; shall issue and sign checks for the withdrawal of said receipts in payment of Chapter obligations; shall in communication with the Treasurer of the Association and the National Office maintain a current record of the standing of all persons in respect to the payment of dues and shall report to the Chapter meeting the names of those who have been notified of their delinquency in the payment of dues; shall submit a report to the Chapter and the Treasurer of the Association on or before the date of the Annual Meeting of the Chapter covering all receipts and expenditures for the preceding year, together with a report of the Chapter's Budget and Audit Committee; shall report to the Chapter meetings on the financial condition of the Chapter at least quarterly; and shall perform whatever other duties these Bylaws or the Association's Bylaws may prescribe.

(d) The Secretary of the Chapter shall record and

permanently maintain the minutes of all Chapter meetings; shall maintain an inventory of Chapter property, including all papers, addresses, and reports, other than bank deposits and cash on hand; shall serve in the procedure governing elections and amendments of Bylaws; shall send all required notices to Members; shall conduct whatever other correspondence the Chapter Chair or the Chapter may require; shall manage and distribute publications of the Chapter; shall maintain a current list of Members and Candidates for Membership and others designated to receive Chapter publications; shall have general charge of files of Chapter correspondence; and shall perform whatever other duties these Bylaws or the Association's Bylaws may prescribe.

#### ARTICLE IV MEETINGS

##### Section 6.1 - Annual Meeting

There shall be an Annual Meeting of the Chapter as designated by the Chapter Chair, which meeting shall take place in the month of April or May, but in either event prior to the Annual Conference of the Association. The business of the Annual Meeting shall include, along with other matters as deemed appropriate by the Chair, the following:

- (a) election of officers;
- (b) annual membership report;
- (c) annual fiscal reports;
- (d) annual reports of committees.

#### Section 6.2 - Regular Meetings

Regular meetings of the Chapter shall take place as designated by the Chapter Chair.

#### Section 6.3 - Special Meetings

Upon not less than three days notice to the Chapter, excluding Saturdays, Sundays, and legal holidays, the Chapter Chair may call special meetings of the Chapter; and, on similar notice, and upon written petition signed by not less than three Members of the Chapter in good standing, setting forth the need therefor and the special business to be transacted thereat, the Chapter Chair shall call a special meeting of the Chapter. All notices of all special meetings of the Chapter shall contain notice of the specific matters to be considered or acted upon at such special meetings.

#### Section 6.4 - Quorum at Meetings

Twelve(12)Members of this Chapter in good standing shall be sufficient to constitute a quorum to transact business at

any meetings of this Chapter. The presiding officer at any of the meetings of the Chapter may vote only to break a tie.

#### Section 6.5 - Resolutions, Motions and Other Actions

Except as otherwise specifically prescribed by these Bylaws or the Association's Bylaws, all resolutions, motions, and other action of this Chapter shall be deemed approved by the affirmative vote of the majority of valid votes cast in all instances.

#### Section 6.6 - Meeting Procedures

Except as otherwise provided by these Bylaws or the Association's Bylaws, or by agreement of the Members present, all meetings of this Chapter and of its committees shall be conducted in accordance with Robert's Rules on Parliamentary Procedure.

#### Section 6.7 - Who May Attend Meetings

Only Members, Special Members of the Chapter, members of the Board of Governors and other persons designated by the Board of Governors, and guests invited by the Chapter Chair may attend meetings of the Chapter; provided, however, that a majority of Chapter Members present at a meeting may vote to exclude such invited guests for good cause.



ARTICLE VII  
COMMITTEES

Section 7.1 - Appointment of Committees

The Chapter Chair shall appoint such committees as are necessary for the purpose of realizing the objectives and transacting the business of the Chapter, including but not limited to the following standing committees:

- (a) Budget and Audit Committee;
- (b) Executive Committee;
- (c) Immigration and Naturalization Service Liaison Committee;
- (d) Membership Committee; and
- (e) Nominating Committee.

Section 7.2 - Appointment and Tenure of Committees

The members of the committees shall be appointed by the Chapter Chair to serve for the ensuing year and until their respective successors are appointed by the succeeding Chapter Chair. The Chapter Chair shall designate the Chair of the committees and notify the other members of such committees of their appointments. The Chapter Chair shall be an ex-officio member of all committees.

Section 7.3 - Committee Vacancies

The Chapter Chair shall have the power to fill vacancies

in any committee.

Section 7.4 - Quorum in Committees

A majority of the members of any committee shall constitute a quorum thereof at any of its meetings.

Section 7.5 - Functions of Committees

General Functions. All committees shall report on their activities to the Chapter from time to time, and they shall make a final summary report at the Annual Meeting of the Chapter on their progress and accomplishments for the preceding year as requested by the Chapter Chair.

(a) Budget and Audit Committee. The Budget and Audit Committee shall participate with the Executive Committee in preparing a Chapter budget for each fiscal year and shall periodically review the carrying out of that budget and the financial affairs of the Chapter.

(b) Executive Committee. The Executive Committee shall be composed of the officers of the Chapter and shall advise and assist the Chapter Chair in the general conduct of the Chapter's affairs.

(c) Immigration and Naturalization Service Liaison Committee. The Immigration and Naturalization Service Liaison Committee shall plan and arrange meetings and

conferences with the officials of that Service's offices within the jurisdiction of the Chapter to mutually improve their relationship with the Chapter and to obtain information helpful to the Chapter Members in their practices of immigration and nationality law.

(d) Membership Committee. The Membership Committee shall perform all of the necessary functions preliminary to the election of the applicants to membership as prescribed in these Bylaws and study and recommend membership policies.

(e) Nominating Committee. The Nominating Committee shall perform the duties prescribed for it by these Bylaws and as may be prescribed by the Association's Bylaws.

ARTICLE VIII  
ADOPTION AND AMENDMENT OF BYLAWS

Section 8.1 - Methods

Subject to the approval of the Board of Governors, these Bylaws may be adopted, amended or rescinded at any meeting of the Chapter upon the affirmative vote of two-thirds (2/3) of the members of the Chapter in good standing, present and voting, provided that notice of the proposed action, which may be filed by one or more Chapter Members with the Chapter Secretary, shall have been given by said Secretary to the Chapter in writing at least fifteen (15) days before the

meeting at which such action is proposed to be taken. Proposed amendments shall be submitted to the Chapter Secretary at least thirty (30) days before such Chapter meeting.

Section 8.2 - Effective Date

These Bylaws shall take effect immediately upon adoption by the Chapter membership and approval by the Board of Governors.

Section 8.3 - Savings Provision

All officers and committee persons of the Chapter holding office at the time these Bylaws take effect shall continue to hold office thereunder and in accordance therewith.

ADOPTED Oct. 22, 2001