

**NEW JERSEY  
STATE BAR ASSOCIATION  
POLICY MANUAL**

Approved by Board of Trustees  
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Contains Revisions  
Through October 2022

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## **Part I General Policy**

### **I.1 Board of Trustees/Authorized Expenditures**

1. The business of the Association between meetings of the Association shall be conducted by the Board of Trustees in accordance with the provisions of the By-Laws.
2. All expenditures authorized in this Policy Manual are subject to the limitations of the Association budget then in effect.

### **I.2 Executive Committee**

The Executive Committee is authorized to exercise the following powers:

1. To transact such business of the Association as shall have been authorized by particular resolution of the Board of Trustees including the power to sign documents pertaining thereto in the name of the Association and to affix its corporate seal thereto.
2. To advise and aid the officers, the staff, committees, sections and divisions and make recommendations to the Board of Trustees for its approval.
3. When it is determined by the Executive Committee that an action cannot await the meeting of the Board of Trustees, and the taking of such action is not contrary to the bylaws of the Association or to any resolution of the Board of Trustees, to take such emergent action as shall be in the best interests of the Association. No expenditure in connection with such emergent action shall exceed the sum of \$10,000, and such action shall be reported to the Board of Trustees at its next meeting.
4. In consultation with the Executive Director, and notwithstanding any other provision of this Policy Manual, to approve decisions to offer and negotiate employee separation agreements, if appropriate, and to incur any additional related expenditures, including legal fees and severance payments. All actions, discussions and negotiations concerning such employment matters shall be maintained as confidential by the Executive Committee, and shall not be recorded in the minutes of the Executive Committee meetings, however, the Executive Committee shall notify the Board of Trustees in Executive Session of any personnel actions taken at its next regular meeting.
5. The Executive Committee shall keep minutes of its meetings and shall report the substance of its actions at the next meeting of the Board of Trustees. The Executive Committee shall, upon the request of a board member, also provide the members of the Board of Trustees with copies of minutes of said committee meetings.

### **I.3 President**

In addition to other duties as authorized by the By-Laws, the President shall be authorized to expend not more than \$1,000.00 for any one expenditure in routine matters not inconsistent with the By-Laws and the policies fixed by the Board of Trustees and the Executive Committee when it is not feasible to postpone such action until the next meeting of the Board of Trustees or the Executive Committee. A report of such action shall be made to the Board of Trustees at its next meeting. It is the intent of this provision that such expenditures should be approved by the Board in the regular course of business, but to provide the President flexibility to exercise discretion in situations where the expenditure must be made in a timely fashion and for all practical purposes the matter cannot be postponed.

### **I.4 NJSBA Trustees – Liaison Duties**

1. Each trustee shall be appointed by the President as an ex-officio member of one or more standing and special committees, sections and divisions. Each trustee thus appointed shall attend the meetings of such committees, sections or divisions (or of their officers or governing boards) and shall report to the Board of Trustees the activities of such committees, sections or divisions when advisable and whenever required.
2. Meeting charges for trustee liaisons shall be paid by the Association.

### **I.5 Standing Committees**

Meeting charges for standing committees shall be paid only when the meeting is at the Law Center.

### **I.6 Reimbursement Policy**

#### **1. Members/Officers/Trustees**

The NJSBA may reimburse members, officers, and trustees for the necessary and reasonable expenses they incur attending certain conferences on behalf of the NJSBA. This policy identifies the specific conferences that are eligible for expense reimbursement and the NJSBA members, officers, and/or trustees who may seek expense reimbursement for them, (2) explains what constitutes a "necessary and reasonable" expense, and (3) sets forth the process one must follow to seek expense reimbursement.

Any expenses not specifically addressed in this policy are not reimbursable without the express consent of the Executive Committee, which shall consult the Executive Director in evaluating the requested expense.



**A. Covered Conferences**

The following people may seek reimbursement for the necessary and reasonable expenses they incur attending the following conferences.

<b>National Conferences</b>	
<b>ABA Annual and Mid-Year Conferences</b>	<ul style="list-style-type: none"> <li>• President (or President’s designee) and spouse or guest</li> <li>• President-elect and spouse or guest</li> <li>• Executive Director and spouse or guest</li> <li>• Immediate past president and spouse or guest</li> </ul>
<b>ABA Bar Leadership Institute</b>	<ul style="list-style-type: none"> <li>• President-elect</li> <li>• First Vice President</li> <li>• Executive Director</li> </ul>
<b>National Association of Bar Executives</b>	<ul style="list-style-type: none"> <li>• Executive Director and spouse or guest</li> </ul>
<b>Regional Conferences</b>	
<b>Mid-Atlantic Bar Conference</b>	<ul style="list-style-type: none"> <li>• President (or President’s designee) and spouse or guest</li> <li>• President-elect and spouse or guest</li> <li>• Executive Director and spouse or guest</li> <li>• Immediate past president and spouse or guest</li> </ul>
<b>New Jersey Conferences</b>	
<b>NJSBA Annual<sup>1</sup> and Mid-Year<sup>2</sup> Conferences</b>	<ul style="list-style-type: none"> <li>• President (or President’s designee) and spouse or guest</li> <li>• President-elect and spouse or guest</li> <li>• Executive Director and spouse or guest</li> <li>• Immediate past president or guest</li> </ul>
<b>NJSBA Special Meetings</b>	<ul style="list-style-type: none"> <li>• President (or President’s designee)</li> <li>• President-elect If the meeting is appropriate for guest attendance, the Executive Committee may provide for such reimbursement to the President and/or President-elect for guest attendance</li> </ul>
<b>New Jersey County Bar Meetings</b>	<ul style="list-style-type: none"> <li>• President (or President’s designee)</li> <li>• President-elect</li> <li>• If the meeting is appropriate for</li> </ul>

	<p>additional Executive Committee members to attend, the Executive Committee may in its discretion provide for such reimbursement</p> <ul style="list-style-type: none"> <li>• If the meeting is appropriate for guest attendance, the Executive Committee may provide for such reimbursement to the President and/or President-elect for a guest to attend</li> </ul>
<b>Other Conferences</b>	
<b>Specialty Bar Conferences<sup>3</sup></b>	<ul style="list-style-type: none"> <li>• President (or President's designee)</li> <li>• President-elect</li> <li>•</li> </ul>
<b>Family Law Section Retreat<sup>4</sup></b>	<ul style="list-style-type: none"> <li>• Family Law Section Chair and spouse/guest (limited to (a) one site visit, including airfare, hotel accommodations and meals up to a maximum of \$1500; (b) registration fees for the Retreat; and (c) Retreat airfare, hotel accommodations and meals up to a maximum of \$3500. Reimbursement is subject to the Retreat realizing sufficient profit to accommodate the reimbursement provided for.)</li> </ul>

<sup>1</sup> The NJSBA will waive the Trustees' basic registration cost of the NJSBA Annual Conference.

<sup>2</sup> The NJSBA officer who will be President during the NJSBA Mid-Year Conference, and their spouse or guest, shall be eligible for expense reimbursement under this policy for the site inspections they must conduct pursuant to the Mid-Year Meeting Site Inspection Policy.

<sup>3</sup> Such meetings also encompass meetings such as those held by law schools or other organizations that host meetings which NJSBA leaders traditionally attend.

<sup>4</sup> The NJSBA member who will be chair of the Family Law Section during the Family Law Retreat shall be eligible for expense reimbursement under this policy for eligible expenses in connection with the Family Law Section Retreat planned for the year served as chair.

Additionally, a member, officer, or trustee will be eligible for the reimbursement of necessary and reasonable expenses under this policy the Board of Trustees, Executive Committee of the Board of Trustees, or the President has designated them to represent the President at that conference in writing, provided, however, that the NJSBA will not

reimburse anyone for attending a conference of the Board of Trustees or Executive Committee.

## **B. Necessary & Reasonable Expenses**

The following is an exhaustive list of necessary and reasonable expenses covered by this policy.

- Airfare Reimbursement for air or rail travel will not exceed economy/coach plus class fares published by appropriate commercial air carriers or railroads, unless the length of the flight, one-way, exceeds 4 hours. If the one-way flight exceeds 4 hours then the reimbursement will be at the business class rate.
- Buses
- Cab rides
- Car service to/from an airport or train,
- For general travel in the performance of NJSBA duties, the president may select from the following options:
  - A leased car and a driver, whose hourly rate is not to exceed \$25/hour, - or -
  - Use of their own vehicle and a driver, whose hourly rate is not to exceed \$25/hour.
  - In the case of A or B above, the president may use a NJSBA credit card to purchase gas for travel related to NJSBA business.
  - Should the president use his own vehicle, he may either use a NJSBA credit card to purchase gas or submit for mileage reimbursement at the IRS rate.
- Facsimiles, telephone calls, and/or video conferences
- Gasoline directly purchased using the NJSBA credit card or the IRS mileage reimbursement rate
- Hotel rooms at a convention rate for a standard hotel. In the event that the president and/or president-elect are performing NJSBA related tasks over two or more days in New Jersey, they are to be reimbursed for reasonable hotel expenses.
- Hotel health facility charges
- Internet
- Individual Meals (up to \$100.00 per diem) - will reimburse reasonable meal costs incurred while en route to meetings, e.g., cost of meals at airports. In no case, however, shall reimbursement be more than \$100.00 per day for the cost of meals (including tax and gratuities) incurred while en route to or from a meeting. This does not apply to meals where guests are being entertained or hospitality meals.
- Tolls
- Trains
- Parking
- Postage
- Rental cars (economy only, and full collision, damage, personal accident and supplemental liability insurance must be taken)

- Any other expense incident to attending an organized function that is germane to the NJSBA's mission with prior approval by the Executive Committee upon the recommendation of the Executive Director.
- Any expense that the president incurs that is more than \$500.00 must be brought to the attention of the Executive Committee.

Members, officers, and trustees who are eligible for expense reimbursement must be prudent in the expenses they incur if they plan to seek reimbursement from the NJSBA for them. The NJSBA has a list of preferred vendors for some (if not all) of the services listed above, and individuals who plan to seek reimbursement under this policy for one of these services must use a NJSBA-preferred vendor.

No reimbursement shall be provided for valet services, laundry, hotel shop purchases, personal recreational activities, long-distance telephone charges, mini-bar snack charges or in-room movies.

**Any necessary expense that will not be in conformance with this policy must first be pre-approved by the executive committee. Without pre-approval the expense will not be reimbursed.**

### **C. Reimbursement Procedure**

Anyone seeking reimbursement for a necessary and reasonable expense under this policy must complete an expense reimbursement form, which evidences the amount and reason for the expense, and submit it along with a receipt to the Executive Director and to the Treasurer within (30) days of incurring the expense. These forms can be obtained from the Executive Director.

The Treasurer and Executive Director, along with the Executive Committee if necessary, will review the expense reimbursement form and receipt, and, if they determine that the expense was a necessary and reasonable one covered by this policy and timely submitted, the NJSBA will issue a reimbursement check within (30) days of receiving the receipt.

If a member, officer, or trustee receives an excess reimbursement, they must report and return any excess amount within (15) days of learning of the excess reimbursement.

### **D. Credit Card**

The Executive Committee, on behalf of the NJSBA, may issue an officer or officers a credit card to charge necessary and reasonable expenses pursuant to this policy.

An expense report, which evidences the amount and reason for a charge made on a NJSBA-issued credit card, must be submitted along with a receipt to the Treasurer and Executive Director within (30) days of the charge. Failure to do so may result in the charge being rejected for payment by the NJSBA.

The Treasurer and Executive Director, and the Executive Committee if necessary, will review the expense report and receipt, and, if they determine that the charge was not a necessary and reasonable one covered by this policy and/or that it was not timely submitted, the NJSBA will issue an invoice seeking reimbursement for the charge.

Anyone who owes the NJSBA money must pay it within 30 days of receiving the invoice from the NJSBA for the amount. The Executive Committee shall be notified at its next regularly scheduled meeting of all unpaid invoices. If a member, officer, or trustee fails to make an outstanding payment after an additional 30 days' written notice, such failure to pay shall be reported to the Board of Trustees at its next regularly scheduled meeting, recorded in the minutes from that meeting, and continue to be so reported and recorded until the payment is made.

The NJSBA may terminate a credit card it issues to a member, officer, or trustee at any time for any reason, and the card must be returned immediately upon request.

The President and Executive Director may submit for reasonable reimbursement not provided for under this policy and the Executive Committee shall review same.

## **E. Questions**

Any questions regarding this policy, including whether a certain expense is covered by this policy, should be directed to Executive Director before incurring any expense under this policy.

### **2. Staff**

Staff attendance at any conference, convention, or outside meeting which would involve any cost to the Association must be first presented to the Executive Director for review, and in instances where the expense would be greater than \$1000 then to the Executive Committee for review and approval, prior to any registration or commitment to attendance being made.

### **3. Meeting Invitees**

The person(s) holding the positions/titles listed hereafter may be invited, at the discretion of the Executive Committee, to attend the New Jersey State Bar Association Annual and/or Mid-Year Meetings, as indicated, at Association expense, which shall be limited to meeting registration, accommodations, and attendance at official meeting events:

- Chief Justice and Associate Justices of the New Jersey Supreme Court (Annual and Mid-Year Meeting)
- Governor of the State of New Jersey (Annual Meeting only)
- President of the New Jersey Senate (Annual Meeting only)
- Speaker of the New Jersey Assembly (Annual Meeting only)
- Governor's Counsel (Annual Meeting only)

- Attorney General of the State of New Jersey (Annual and Mid-Year Meeting)
- Chief Judge, U.S. District Court (Annual and Mid-Year Meeting)
- U.S. Attorney – District of New Jersey (Annual and Mid-Year Meeting)
- Any other person(s) who may be recommended from time to time by the President of the New Jersey State Bar Association and approved by the Board of Trustees.

Transportation expenses to and from the Meeting shall be included for the Chief Justice of the New Jersey Supreme Court, the Governor of the State of New Jersey and the Chief Judge, U.S. District Court.

Substitutions at the discretion of the invitee are not permitted.

#### **4. Non-member Speakers, Panelists**

(a) Committees, sections and divisions sponsoring educational programs may invite non-members to participate at Annual or Mid-Year meetings with the approval of the Executive Committee consistent with the budget approved for such meetings. (Approval requests should first be channeled through the Meeting Arrangements and Program Committee.) Committees, sections and divisions may invite non-members to participate in educational programs at other times with the approval of the Executive Committee. These individuals may be entitled to be reimbursed for expenses. Reimbursement shall be made as set forth below.

(b) Except as may be noted elsewhere in this policy manual, reimbursement may only be made to persons not members of and not eligible for active membership in the New Jersey State Bar Association.

(c) Speakers and panelists may be reimbursed for:

- Travel – Mileage at the IRS prevailing rate for automobile use plus tolls and parking; air travel coach; all required transfers; and car rental at prevailing rate for standard-size cars.
- Hotel – Hotel at meeting hotel rate, single for one night.
- Meals – M.A.P. meal plan if applicable; if not, meals not to exceed the then prevailing NJSBA per diem allotment.

(d) The Association shall pay only the individual expenses of the speaker or panelist.

(e) Reimbursement shall be made upon written request of the individual guest. Wherever possible, receipts should accompany the request.

(f) Wherever possible, the Association shall make all travel arrangements for guests.

(g) For Annual or Mid-Year meetings, prior approval of the Executive Committee is required before any commitment may be made for reimbursement or payout of expenses.

Such approvals shall be sought as follows: Applications shall first be made to the Meeting Arrangements and Program Committee which shall review the application having in mind the criteria listed in 1 through 6 below. The Meeting Arrangements and Program Committee shall then submit the applications to the Executive Committee together with the Committee's recommendations that the application be approved or denied. Approval will be based on:

- i. The unique value of the speaker's participation to the success of the program;
- ii. The amount of reimbursement sought;
- iii. The lack of availability of reasonably equivalent participation by alternative speakers who are members of the Association or eligible for active membership of the Association;
- iv. The lack of availability of reasonably equivalent speakers for whom, by reason of proximity to the program site, a lower level of reimbursement would be appropriate;
- v. Other special circumstances; and/or
- vi. The budget approved by the Board of Trustees for the meeting or program in question.

Any request for approval for reimbursement pursuant to this paragraph should be accompanied by a summary of facts relevant to the above considerations. In addition, a brief oral presentation may be made to the Meeting Arrangements and Program Committee, upon advance notice. Non-members, speakers, panelists and other guests, who otherwise would be eligible for reimbursement, but stand to benefit professionally or otherwise from appearance at an NJSBA function, shall not be reimbursed, except where their appearance is deemed to be of overriding importance to the success of the function.

For committee, section and division meetings at times and locations other than at Annual or Mid-Year meetings, prior approval of the Executive Committee after application to the Executive Director is required before any commitment may be made for reimbursement or payment of expenses to any non-member speakers, panelists or other potentially eligible persons.

## **5. Member Speakers and Panelists**

(a) Members of the Association – and individuals who are eligible for active membership – who participate as active panelists or speakers at programs sponsored by committees, sections and divisions at Mid-Year or Annual meetings of the Association shall be required to pay the registration fee. The Executive Committee shall determine in what instances any waiver of registration fees or portion thereof shall occur following the presentation of an application to the Executive Director, with later notification to the Board.

(b) Exceptions to the member reimbursement exclusion may be made upon recommendation of the Meeting Arrangements and Program Committee and/or the Executive Committee with the advice and consent of the Board of Trustees. Generally,

exceptions shall be reserved for high state officials, judges and other persons whose participation in an NJSBA function is integral to its success.

(c) The policy set forth in subparagraphs I.6-8- and 6-9 above may be waived if waiver is approved by the Board of Trustees prior to the individual's appearance.

(d) Committees, sections and divisions which hold meetings where a room charge shall be incurred must obtain approval of the Executive Director in advance of the room charge.

## **6. Judge Speakers and Panelists**

The Board of Trustees shall determine, on a year to year basis, what, if any, special accommodations shall be made for any judges who are speakers or panelists in any programs at the NJSBA Annual or Mid-Year Meetings.

## **7. Extraordinary Annual or Mid-Year Meeting Expenses**

If the anticipated expenses for either the Annual or Mid-Year Meeting exceed by less than ten percent the overall amount that has been approved for the meeting during the budget process, approval for the excess expenses shall be sought from the Executive Committee. The Board will be notified of any such determination. Should such expenses exceed by ten percent or more the overall amount that has been approved for the meeting during the budget process, approval for the excess expenses shall be sought from the Board of Trustees.

## **8. Procedure for Reimbursement**

For any reimbursement pursuant to this Section I.6, the procedure outlined in Section I.6.1(C) above shall be followed.

## **I.7 Planning Section, Division and Committee Meetings and Events**

### **1. Reporting/Approval/Signing Requirements**

No contract shall be entered into for a section, division or committee meeting or event until it is first reviewed by appropriate NJSBA staff. If any contract requires an overnight stay by attendees, it shall be subject to review by the Meetings, Arrangement and Program Committee and approval by the Board of Trustees. All such proposals shall include a budget for the event.

The Executive Director shall provide the Executive Committee with a report at the Committee's regularly scheduled meetings of any section, division or committee meeting or event that commits the NJSBA to potential financial liability in excess of \$10,000.



Only approved NJSBA staff shall be authorized to sign contracts on behalf of the NJSBA, subject to the limitations and approval requirements contained in this paragraph. No section, division or committee representative shall be permitted to sign a contract on behalf of the NJSBA unless authorized to do so by the NJSBA President.

## **2. Scheduling of and Planning for Section, Division or Committee Events**

No section, division or committee events that offer continuing legal education credit shall be scheduled in the one month directly preceding the NJSBA Annual Meeting, or between Thanksgiving and December 31st without approval of the Executive Director.

Sections, Divisions and Committees shall work in cooperation with NJSBA staff in planning any event, including events that require an overnight stay by attendees. NJSBA staff shall oversee official site visits, the preparation of and adherence to a budget for the event, the establishment of appropriate attendee charges for the event, and the planning of all event details, including venue selection, menus, décor, entertainment, speakers, etc. The Executive Director shall have sole discretion to determine whether NJSBA staff should attend any event to provide on-site oversight.

### **I.8 General CLE Policy**

Notwithstanding other policies in this Manual that apply to section, committee or division events, or the Association Annual or Mid-Year meetings, the following policies shall apply to general cle events, defined as cle events open to all New Jersey lawyers, and presented by and branded under the auspices of the Institute of Continuing Legal Education, a division of the NJSBA. These policies shall apply to all such events, including those co-sponsored by Association sections, committees or divisions.

#### **1. Speaker Fees/Reimbursement of Expenses**

Any speaker at a general cle program seeking payment of fees, reimbursement of expenses or any other financial consideration, shall require approval of the Executive Committee, upon recommendation of the CLE Advisory Committee, prior to any payment being made. The basis for such payment, and the agreed-upon amount, shall be determined on a case by case basis.

#### **2. Scheduling of CLE Events**

The prohibition against scheduling section, committee or division events before and after the NJSBA Annual and Mid-Year Meetings shall not apply to general cle events; however, every effort shall be made to not schedule such events to directly conflict with the exact dates of Annual and Mid-Year Meetings.

### **3. Contractual Commitments for General CLE Events**

The Executive Director shall have authority to approve any contract for a general cle event; however, any commitment that requires an overnight stay by attendees shall require prior Executive Committee approval.

### **4. Conflict of Interest**

Speakers at general cle programs, whether paid or not, may receive intangible business benefits from their appearance. Thus, a conflict of interest may arise when a non-attorney speaker is engaged to speak at a general cle event by an NJSBA member or NJSBA staff who is a relative or business associate of the speaker. To address this conflict, the Board of Trustees shall be required to approve, after review and recommendation by the CLE Advisory Committee, any non-lawyer speaker engaged by an NJSBA member or staff to speak at a general cle event if that member or staff has a familial or business relationship with the speaker. In the event a question regarding the definition of “familial or business relationship” arises, it shall be resolved by the CLE Advisory Committee.

## **I.9 Publications Policy**

### **1. Section Newsletters**

Each section is expected to publish at least two and up to four section newsletters for its membership each year. Failure to do so shall be brought to the attention of the Board of Trustees. The Board of Trustees shall also receive a quarterly newsletter report from NJSBA staff, indicating, for the previous 12 months and the next 12 months, what newsletters have been published and what newsletters are scheduled to be published.

### **2. Other Committee/Section/Division Publications**

(a) Requests for publications other than section newsletters must be submitted to the Executive Director for Board of Trustees approval at least sixty (60) days in advance of the Board meeting at which the request will be considered.

(b) Requests must be accompanied by the following information:

- i. General description of the publication and its purpose;
- ii. Intended audience, i.e., public, membership, title companies, etc.;
- iii. Intended use/objective for the publication;
- iv. Anticipated shelf life, i.e., one year, five years, two months, etc.; and
- v. Anticipated financial impact.

(c) Requests shall be forwarded to the Board of Trustees for consideration with a staff evaluation and financial impact and report attached.

(d) Each new publication, if approved, shall be done on an experimental basis and shall be evaluated after an appropriate period of time by staff, in consultation with the committee, section or division. A report, request and recommendation for continuance of the publication or discontinuance shall be forwarded to the Board for action.

### **3. All Publications**

NJSBA publications promote the mission, policies and work of the Association. The NJSBA reserves the right to review all materials before publication and to withhold publication of any materials that are deemed to conflict with the best interests of the Association.

#### **I.10 Member Benefit Program Policy and Procedure**

The NJSBA may, from time to time, enter into an agreement with a vendor to provide a product or service program (henceforth referred to as a benefit) to NJSBA members. Any benefit shall be offered to members at a reduced cost not available to the general public or must be a unique program, also not available to the general public.

##### **1. Policy**

- (a) The benefit offered must be of significant interest to a wide range of NJSBA members.
- (b) The proposed vendor must have the capacity (a) to offer the product or service to NJSBA members, and (b) to service said members.
- (c) The proposed benefit must be appropriate for NJSBA to undertake and must be related to some aspect of the practice of law or the life of an attorney.
- (d) The benefit program must not conflict with the general purposes of the NJSBA or any of its established policies.
- (e) The cost for the benefit must be lower than that available to the general public.
- (f) The product or service must be of high quality and the vendor must maintain a reputation for honesty, reliability and voluntary compliance with the law.
- (g) The direct and indirect costs related to developing and administering the program shall be assumed by the vendor to the extent possible. In any case, to the extent possible, the vendor shall be responsible for costs related to the promotion of the program to the membership. As part of the promotion the vendor shall assume costs related to a minimum of one major mailing to the NJSBA promoting the benefit each year.

(h) The NJSBA shall have final copy approval on any and all promotional literature prepared by the vendor. No copy may be published or distributed without approval of the NJSBA Executive Director.

(i) The approval of such programs shall in no way imply NJSBA endorsement of vendors, products and/or services over similar products or services offered by other vendors.

(j) Each proposed benefit will be reviewed and recommended by the NJSBA Membership and Public Relations Committee and must be approved by the NJSBA Board of Trustees.

(k) All terms of the benefit program must be set forth in a written agreement between NJSBA and the vendor. This agreement shall include a specific expiration date and options to continue. In addition, vendor must agree to hold NJSBA harmless from any claims arising out of or related to vendor's service or product or the offering thereof.

(l) NJSBA may provide vendor with mailing labels or mailing information on a diskette to be used in promoting approved products or services to NJSBA members. The vendor's rights are not transferable or assignable and use of labels or the information on a diskette is authorized solely for the purpose expressed in the agreement between NJSBA and the vendor. Such labels or mailing information may be provided for the exclusive, one-time only use by vendor.

(m) Exceptions to this policy may only be made by the Board of Trustees upon recommendation by the Executive Committee.

## **2. Procedure**

1. Any vendor seeking to receive NJSBA approval of a proposed benefit shall receive a copy of this policy from the NJSBA staff.
2. The vendor shall then provide a written proposal, including
  - a. a full description of the proposed services or products;
  - b. suggested retail, actual retail, and proposed NJSBA prices;
  - c. proposed marketing and promotional costs to be assumed by vendor;
  - d. explanation of the marketing plan and sample artwork or brochure, letters, etc.;
  - e. amount and terms of income/administrative allowance to be paid to the NJSBA;
  - f. name of the vendor's contact person;
  - g. explanation of the implementation plan and time line for implementation;
  - h. information on similar association or group sponsored programs offered by the vendor including names and telephone numbers of administrators at each association or group;
  - i. information concerning quality of the product or service offered by vendor; and
  - j. any other information deemed relevant by the Membership Committee.

3. A proposal must be received by NJSBA staff by the date requested.
4. The Membership and Public Relations Committee, in conjunction with NJSBA staff shall have the responsibility for the investigation and review of benefits proposals. The Membership Committee will review proposals for consideration and/or recommendation to the Board of Trustees.
5. Names and addresses of members and sales amounts must be supplied periodically, as shall be fixed by NJSBA staff, to the Association by any vendor wishing to do business with its members.

### **I.11 Solicitation of Sponsors**

It is the policy of the New Jersey State Bar Association (“NJSBA”) to consider and accept revenue enhancement through outside sponsorship funding, underwriting, and in-kind contributions. The NJSBA shall accept sponsorships that significantly advance its mission, goals or objectives, or otherwise provide identifiable benefits to the NJSBA and its members.

#### **1. Definitions**

For purposes of this policy, the following definitions shall apply:

- A. **Sponsored Activity:** A “Sponsored Activity” shall be any NJSBA event, program, Continuing Legal Education event, meeting, conference, seminar, mailing and/or publication.
- B. **Sponsorship:** “Sponsorship” shall be the outside funding, underwriting and/or in-kind contribution of goods and/or services for a Sponsored Activity.
- C. **Sponsor:** “Sponsor” shall be any individual, corporation, partnership, Limited Liability Company, or entity legally existing. Any individual who is a member of the NJSBA, and his or her law firm, shall be known as a “member sponsor”, and all others, not members of the NJSBA, shall be known as a “non-member sponsor”.

#### **2. Solicitation of Sponsorship**

- A. Solicitation of Sponsors for individual events or activities of the NJSBA, its Divisions, Sections, and Committees shall be in accord with policy and procedures established herein. The express policy of the NJSBA is to continue the mutually beneficial sponsorship relationships that have been developed and to facilitate increased sponsorships.
- B. All Division, Section, and Committee Chairs are encouraged to seek potential Sponsors pursuant to the provisions of the within policy and procedures established

herein. Only the NJSBA President, Executive Director and their designees are authorized to accept sponsorship funds. No other NJSBA member, employee, committee, section, or division may accept sponsorship funds absent prior approval from the NJSBA President or the Executive Director. Designees may include Board members, staff, Division, Section, or Committee chairs, or any other individuals as determined by the President or Executive Director.

C. The NJSBA shall retain and exercise control over any Sponsored Activity. Sponsors may be allowed to provide input to, to participate in, and to attend Sponsored Activities, but may not fully control such activities.

D. For any Sponsored Activity, the identity or presence of the NJSBA must be prominent and must never be compromised or confused by association with the sponsor.

### **3. Criteria to be applied in Accepting Sponsors**

A. The NJSBA shall not enter into any Sponsorship arrangement that in any way conflicts, or may be reasonably perceived as conflicting, with the reputation and standing of the NJSBA as a representative of the legal profession in the State of New Jersey.

B. Only those persons, firms or entities whose products and/or services and reputation are in keeping with the reputation and standing of the NJSBA shall be eligible to be approved as NJSBA sponsors.

C. The NJSBA reserves the right, in its sole discretion, to accept or reject any potential sponsorship, donation, gift, or other outside support. Acceptance of potential sponsorship by the NJSBA shall not be unreasonably withheld.

D. Acceptance of sponsorship shall not be deemed an endorsement of the sponsor, its services, or products.

E. All sponsors shall certify initially, and as and when requested by the NJSBA, that they do not discriminate individually, or in their business activities, based upon race, gender, creed, sexual orientation, national origin, or upon any other illegal basis.

F. Sponsors are prohibited from using the Sponsorship relationship with the NJSBA outside of the Sponsored Activity without the express written approval of the NJSBA.

G. Sponsors will be acknowledged in connection with the Sponsorship as determined by the NJSBA.

H. The NJSBA's official logo shall not be used by any sponsor without prior express written approval of the NJSBA.

I. No words, logo or symbol shall be used in such a manner as to express or imply an endorsement by the NJSBA of a firm, product, publication, or service without the express written approval of the NJSBA.

#### **4. Procedures for Soliciting Sponsorship Funds**

A. Periodically, the NJSBA in conjunction with the Divisions, Sections, and Committees will create, maintain, and make available a list of sponsorship opportunities and events. The NJSBA shall maintain a list of current and past sponsors, together with the events or activities previously sponsored by such sponsors, the level of sponsorship, and the amounts paid by such sponsors. Additionally, the NJSBA shall maintain a list of sponsors who: (1) should not be solicited by individuals, Divisions, Sections and/or Committees, because such sponsors have maintained an ongoing relationship with a particular Division, Section, and/or Committee; and, (2) who have been rejected, or deemed ineligible, to be sponsors due to their lack of compliance with the standards of the NJSBA, as set forth herein above.

B. Divisions, Sections, and Committees shall each designate a Sponsorship Chair to be the contact person with the NJSBA and its Executive Director. Each Sponsorship Chair may designate individual members of the Division, Section, or Committee to act on his or her behalf for specific events.

C. Any member, employee, Division, Section and/or Committee of the NJSBA may solicit sponsorship funds from any person or entity, so long as they provide the Executive Director of the NJSBA, or designee, with the name, identifying information of the person or entity to be solicited. The information about such potential sponsorship shall be transmitted in writing by way of e-mail or facsimile transmission to the Executive Director or designee, and the appropriate Division, Section, or Committee Sponsorship Chair.

D. The Executive Director or designee shall review NJSBA records to ascertain whether the person or entity being solicited (the “proposed sponsor”) is not currently an NJSBA Sponsor. Within seven days of the original written communication, the Executive Director, or designee, shall advise the Sponsorship Chair as to whether the proposed request is acceptable, or whether the proposed sponsor is a current NJSBA sponsor, or is already being solicited by another NJSBA member or employee, or has an ongoing relationship with a particular Division, Section, or Committee. In the event a potential sponsor is found to have an ongoing relationship with a particular Division, Section, or Committee, that sponsor shall not be solicited by any other Division, Section, Committee, or the NJSBA unless and until the Chair and Trustee Liaison of both and the Executive Director, or designee, have reached agreement on the manner and extent of such solicitation. Any conflict not so resolved shall then be resolved by the Executive Committee of the BOT in an expeditious manner and in accord with policy and principles set forth herein.

E. Once solicitation of a proposed sponsor is approved, the person making the request shall work with NJSBA designee(s) to complete the details of the sponsorship and to maximize a potential sponsor's exposure, which could include advertising opportunities in Section publications and NJSBA publications. Under no circumstances shall the NJSBA designee attempt to redirect any portion of a sponsor's pledged funds from the event or activity or to reduce the amount of a sponsor's pledged funds in exchange for some other benefit for the sponsor, such as advertising or sponsorship of another event or activity.

F. Sponsorship packages/levels shall be consistent with NJSBA annual sponsorship packages. All Division, Section, and Committee Chairs and others soliciting sponsors are encouraged to make all potential sponsors aware of sponsorship opportunities for the Annual Meeting and Mid-Year Meeting.

G. The NJSBA respects the contributions made by sponsors and the policies and procedures herein are designed to, and shall be applied to, avoid duplicative solicitations.

## **5. Sponsorship Funds**

Sponsorship funds for a designated event or activity shall be used to defray the cost of such event or activity and to enhance that event or activity for the benefit of NJSBA members attending or participating in such event or activity. Sponsorship funds will be maintained in the NJSBA general operational account pursuant to the NJSBA Fiscal Policy.

### **I.12 Joint Venture Policy**

For purposes of this policy, a joint venture shall mean any arrangement, including contractual or more formal arrangements undertaken through a limited liability company, partnership, or other entity, though which the NJSBA and another entity jointly undertake any activity or business venture, or otherwise agree to joint ownership of any asset. A Joint Venture may include both taxable and tax-exempt activities.

Before making any decision to participate in a Joint Venture, the NJSBA will ensure that the Joint Venture furthers the NJSBA's exempt purposes and will negotiate at arm's length contractual and other terms of participation that safeguard the NJSBA's exemption from federal income tax. Such terms shall be in writing in the operating agreement of the Joint Venture and shall include the following minimum requirements:

- With respect to any whole joint venture (that is, a joint venture in which the NJSBA contributes substantially all of its assets to the enterprise), the NJSBA's control over the Joint Venture shall be through fifty-one percent (51%) or more of the voting rights and/or veto power;
- With respect to any ancillary joint venture (that is, a joint venture to which a portion of the NJSBA's resources are contributed), the NJSBA shall, at a minimum, maintain sole control over the tax-exempt aspects of the Joint Venture



and shall have voting and ownership interests in the Joint Venture that are consistent with the NJSBA's capital contributions;

- A requirement that any subsequent contract with the NJSBA's partner in the Joint Venture be negotiated at arm's length and for fair market value;
- A requirement that the Joint Venture give priority to the NSBA's tax-exempt purposes over maximization of profit for the participants of the Joint Venture; and
- A prohibition on activities that would jeopardize the NJSBA's tax-exempt status.

Any Joint Venture must be approved by the Board of Trustees. Where there is any question as to whether a particular Joint Venture may pose a risk to the NJSBA's tax-exempt status, a decision to enter into such Joint Venture shall be made in consultation with legal and/or tax counsel.

### **I.13 Committee, Section and Division Reporting Procedures**

If any committee, section or division (including the Executive Committee or a committee of the Board) shall desire or be requested to communicate its position on a piece of legislation or any other issue to be considered or voted on by the Board of Trustees, the committee, section or division, as the case may be, shall include with its recommendation the following information:

- (a) The date the issue was considered by the entity;
- (b) The body that voted on the proposal (membership, governing body, executive committee, etc.);
- (c) The type of meeting at which the matter was considered (annual, monthly, special, telephone, poll, etc.);
- (d) The vote on the proposal.

In the event any such recommendation shall be received from a committee, section or division which does not include any of this information, the staff shall obtain the information and include same with the distribution of the recommendation to the Board.

### **I.14 Conflict of Interest**

NJSBA officers and trustees, and committee, section and division officers and chairpersons each have an affirmative obligation to act at all times in the best interests of the NJSBA. This policy serves to define the term "conflict of interest," to assist those to whom this policy applies in identifying and disclosing such conflicts, and to minimize the impact of such conflicts on the NJSBA whenever possible.

#### **1. Officers and Trustees**

*Fiduciary duty.* Officers and Trustees (collectively, "Covered Individuals") have a fiduciary duty to conduct themselves without conflict to the interests of the NJSBA. When acting within their capacity as Covered Individuals, they must subordinate

personal, business, third-party, and other interests to the welfare and best interests of the NJSBA.

*Conflict of interest defined.* A “conflict of interest” is any transaction or relationship which presents, or may present, a conflict between a Covered Individual’s obligations to the NJSBA and their personal, business, or other interests.

*Disclosure.* The Board of Trustees recognizes that conflicts of interest are not uncommon, and that not all conflicts of interest are necessarily harmful to the NJSBA. However, the Board requires full disclosure of all actual and potential conflicts of interest. Each Covered Individual shall disclose any and all facts that may be construed as a conflict of interest, both through an annual disclosure process and whenever such actual or potential conflict occurs.

*Process and remedy.* The Board of Trustees will determine whether or not a conflict of interest exists, and whether or not such conflict materially and adversely affects the interests of the NJSBA. A Covered Individual whose potential conflict is under review may not debate, vote, or otherwise participate in such determination. If the Board of Trustees determines that an actual or potential conflict of interest does exist, the Board shall also determine an appropriate remedy. Such remedy may include, for example, the recusal of the conflicted Covered Individual from participating in certain matters pending before the Board, a section, committee or division.

*Annual disclosure process.* On an annual basis, each member of the Board of Trustees shall be provided with a copy of this policy, and shall complete and sign an acknowledgement and disclosure form similar to the one provided below.

## **2. Section/Committee/Division Officers and Chairpersons**

All NJSBA section, committee and division officers and chairpersons shall be prohibited from engaging in any business transaction on behalf of the Association or any entity thereof with any relatives or business associates of said officers or chairpersons. This policy may be waived by the Board of Trustees where prior notice and full disclosure is provided.

## **3. Retention of Non-Lawyer Speakers at Association Events**

Speakers at Association events, whether paid or not, may receive intangible business benefits from their appearance. Thus, a conflict of interest may arise when a non-attorney speaker is engaged to speak at an Association event by a member who is a relative or business associate of the speaker. To address this conflict, the Board of Trustees shall be required to approve, after review and recommendation by the Meetings, Arrangements and Program Committee, any non-lawyer speaker engaged by a member to speak at an Association event if the speaker has a familial or business relationship with that member or any member of the Committee, Section or Division sponsoring the event. Any request for approval of such a speaker should be forwarded to the NJSBA Meetings Department

as far in advance of the proposed speaking engagement as possible. In the event a question regarding the definition of “familial or business relationship” arises, it shall be resolved by the Meetings, Arrangements, and Program Committee.

#### **4. Delegation**

The Board of Trustees may delegate its authority to review and remedy potential conflicts of interest to the Executive Committee. Only disinterested members of the Executive Committee may participate in any such review. The Executive Committee shall inform the Board of its determination and recommended action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.

#### **I.15 Document Retention**

It is the NJSBA’s policy to maintain complete, accurate and high quality records. This policy is designed to establish an efficient and systematic procedure for managing, retaining and disposing of NJSBA records and documentation, consistent with applicable legal and accounting requirements.

The Executive Director shall have the responsibility of ensuring records are retained pursuant to the schedule contained in Exhibit B, and shall implement such internal procedures as are necessary to comply with this policy. The Executive Director is authorized to make modifications to this schedule, in consultation with the Executive Committee, that are consistent with this policy and applicable laws.

Regardless of the retention periods outlined, no paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation. In the absence of any actual or anticipated government investigation or private litigation, the documents identified in Exhibit B will be retained for the timeframes listed therein.

#### **I.16 Reporting Misconduct/Violations of Policies/Protection from Retaliation**

The NJSBA encourages complaints, reports or inquiries about illegal practices or serious violations of the NJSBA’s policies, including illegal or improper conduct by the NJSBA itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Matters of alleged discrimination or harassment should be raised pursuant to the procedure outlined under the policy prohibiting discrimination and harassment. This policy is not intended to provide a means of appeal from an outcome under that policy.

The NJSBA prohibits retaliation by or on behalf of the NJSBA against staff or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to

those whose allegations are made in good faith but prove to be mistaken. The NJSBA reserves the right to discipline persons, up to and including termination of employment or membership, who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.

Complaints, reports or inquiries made under this policy should describe in detail the specific facts demonstrating the bases for the complaints, reports or inquiries. To the extent possible, such complaints should be in writing, although a written complaint is not mandatory. Complainants should recognize that the NJSBA may not be able to fully evaluate a vague or general complaint, or one that is made anonymously. Complaints should be directed to the Legal Counsel, Executive Director or President, as appropriate.

The NJSBA will conduct a prompt, discreet, and objective review or investigation. All complaints and investigations shall be handled, to the extent possible, in a manner that will protect the privacy interests of those involved. To the extent practical and appropriate under the circumstances, confidentiality shall be maintained throughout the investigatory process. In the course of an investigation, it may be necessary to discuss the claims with the alleged wrongdoer and other persons who may have relevant knowledge. Therefore, it may be necessary to disclose information to persons with a legitimate need to know about the matter. All persons interviewed shall be directed not to discuss any aspect of the investigation with others, including any person interviewed, in light of the important privacy interests of all concerned. Failure to comply with this confidentiality directive may result in disciplinary action.

Any employee found to have engaged in misconduct may be subject to appropriate disciplinary action which may include: reprimand, suspension, reassignment, or discharge. Any officer, trustee or other NJSBA member found to have engaged in misconduct shall be referred to the Board of Trustees for appropriate action. Referral of any individual found to have engaged in misconduct to another appropriate authority for review for possible violation of Federal and State statutes may also be appropriate.

### **1.17 Compensation for Key Employees**

For purposes of this policy, “Key Employees” shall mean (1) the Executive Director; and (2) any other employee who meets all three of the following criteria: (a) receives reportable compensation from the NJSBA in excess of \$150,000 for the year; (b) the employee: (i) has responsibility, powers, or influence over the NJSBA as a whole that is similar to those of officers, directors, or trustees; (ii) manages a discrete segment or activity of the NJSBA that represents 10% or more of the activities, assets, income, or expenses of the NJSBA, as compared to the NJSBA as a whole; or (iii) has or shares authority to control or determine 10% or more of the NJSBA’s capital expenditures, operating budget, or compensation for employees; and (c) is one of the 20 employees with the highest reportable compensation from the NJSBA and related organizations for the year.

The annual compensation for key employees shall be determined in the following manner:

1. Review and approval. The compensation of a key employee shall be reviewed and approved by the Executive Committee, provided that persons with conflicts of interest with respect to the compensation arrangement at issue are not involved in this review and approval.
2. Use of data as to comparable compensation. The compensation of a key employee shall be reviewed and approved taking into consideration, where applicable and appropriate, data as to comparable compensation for similarly qualified persons in functionally comparable positions at similarly situated organizations.
3. Contemporaneous documentation and recordkeeping. The NJSBA Secretary shall ensure there is contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding the compensation arrangement.

#### **I.18 Confidentiality of Legislative Materials**

Material distributed and prepared for the use of the Board of Trustees in its consideration and deliberation of legislative and regulatory matters is for the use of the Board of Trustees, Executive Committee and Legislative Committee only. The legislative recommendations made by a section, committee or division shall be communicated in an appropriate manner by the Legislative Counsel and/or staff. The materials used by a section, committee or division to reach a legislative policy recommendation shall be provided to the Board of Trustees, Executive Committee, Legislative Committee, and any section, committee or division as may be appropriate to formulate, review or discuss a legislative position. The material shall not be distributed to groups outside the NJSBA or to a section, committee or division that has not taken part in the deliberation on the legislation at issue or that does not need the materials for the purposes of formulating, reviewing or discussing a legislative recommendation as determined by the Legislative Counsel in consultation with the Executive Director. A legislative position adopted by the Board of Trustees shall become the official position of the Association and is subject to appropriate communication.

#### **I.19 Contributions**

It is the policy of the NJSBA to make no direct monetary contributions to any organization unless the Board of Trustees determines that extraordinary circumstances warrant deviation from this policy. This policy shall not be construed to exclude charitable events that are originated and sponsored by the Association.

## **I.20 NJSBA Mailing Lists**

Partial NJSBA Membership mailing lists may be made available for sale at a price as may be determined from time to time by the Association staff. All such sales shall be reported to the Board of Trustees at its next regularly scheduled meeting.

Absent a member benefit relationship, any request for the purchase or contribution of the full NJSBA membership mailing list must be approved by the Board of Trustees.

## **I.21 Mid-Year Meeting Registration Fees**

All NJSBA members and spouses/guests utilizing special hotel or travel costing available to NJSBA Mid-Year Meeting attendees must pay the meeting registration fees. The NJSBA shall not confirm any hotel or travel arrangements if an individual's meeting registration fees have not been paid.

## **I.22 Out-of-State Meeting Destination Inspection/Contract/Budget**

Appropriate NJSBA staff as designated by the Executive Director, and NJSBA members (typically the individual who will be president of the NJSBA or chair of the group for whom the event is being planned at the time the event will take place) will investigate potential destinations for any out-of-state meeting and provide information to the Meetings Arrangements and Program Committee (MAP Committee). The MAP Committee will evaluate the information provided and make a recommendation to the Board of Trustees for an in-person meeting site visit, taking into consideration the factors noted in the Destination Policy. Nothing shall prevent the MAP Committee from conducting its own reasonable research and due diligence during this evaluation process subject to the limitations noted below.

Upon Board approval, a thorough, initial in-person inspection of a proposed destination for the meeting shall be conducted by appropriate NJSBA staff and members as noted above. The purpose of the destination inspection is to determine if the proposed destination meets NJSBA standards and the requirements for the proposed meeting, based on the Destination Policy and previous meetings consistent with the NJSBA Destination Policy and previous meetings of a similar nature.

If the site is deemed appropriate, a proposed budget and hotel contract (as well as any other operational, venue or facility contracts) shall be submitted to the NJSBA Contract Review Committee and the MAP Committee for review and recommendation to the Board. All contracts shall contain non-discrimination provisions, as appropriate, forbidding discrimination based on the protected categories of people under the New Jersey Law Against Discrimination, regardless of the choice of law or forum contained in said contract. Nothing shall prevent the Contract Review or MAP Committees from suggesting modifications or proposing items for negotiation in the event budget or contracts. Under no circumstances shall a member of the Contract Review or MAP Committees nor anyone other than the appropriate NJSBA staff or member noted above

contact any facility or venue. After approval by the Board, all contracts for venues, facilities, hotels, services, etc. shall be executed, and NJSBA staff shall move forward preparing for the event within approved budgetary guidelines.

A second site inspection may be conducted prior to the meeting to ensure the destination remains appropriate, and to finalize all details related to the event.

Any additional site inspections for which a reimbursement will be requested or any investigations and inspections of alternate locations shall be made only with the approval of the Board of Trustees. It is anticipated that additional inspections will only be required if continuous monitoring of the proposed destination indicates serious negative changes that cannot be reasonably overcome through other means and, after consideration of the potential impact to the NJSBA, it is determined that a destination change is necessary. Reimbursements for expenses for any NJSBA member participating in a site visit not otherwise covered by a third party shall only be made in accordance with the NJSBA Reimbursement Policy.

A repository of information on destinations visited and investigated shall be maintained by staff for future reference.

### **I.23 Destination Policy**

When considering a potential destination for an NJSBA event, the following factors will be taken into consideration by both the Meeting, Arrangements and Program Committee and the Board of Trustees. No one factor shall be dispositive, and a destination should be eligible for approval if, on the whole, the benefits outweigh any detriment. Consideration should be given to whether and how any detriment can be addressed in a positive manner during the course of the meeting, particularly where the educational or cultural value of a proposed destination are compelling.

The factors to be considered are:

- educational, destination popularity/attractiveness, or cultural value of a proposed destination;
- any known barriers at the potential destination that may exclude NJSBA members from attending or participating, including laws or policies that are discriminatory or exclusionary;
- anticipated cost to hold/attend a meeting at the proposed destination;
- any financial impact to the NJSBA of holding/not holding the event;
- safety of NJSBA members while at the destination;
- availability of hotel/meeting/banquet space to accommodate the needs of the meeting;
- ease of traveling to the destination, including, if appropriate, distance from a major airport and availability, frequency and cost of direct flights; and
- for multi-day events, recreational facilities and activities available to members at the destination.

Once a contract has been signed, any request to change the destination of a meeting due to a change in circumstances impacting one of the above factors shall be considered by the Board to determine if (a) the issue raised can be reasonably addressed in an alternative fashion; or (b) addressing the issue raised by changing the destination outweighs any overall potential negative impact to the NJSBA of doing so.

#### **1.24 Discipline**

Upon the filing of a request for discipline, consistent with the NJSBA bylaws, the Executive Director, in consultation with the President, shall notify the Board of Trustees about the grievance, and shall forward the grievance to the respondent, with notice to respond as established by these bylaws.

The respondent shall have fifteen (15) days to submit his or her response to the President and Executive Director who shall provide a copy of the response to the grievant. Grievant may submit a final response within three (3) days to the President and Executive Director, who shall provide a copy of any such response to the respondent.

Upon receipt of respondent's reply, the Executive Director shall notify the Board of Trustees. The Board of Trustees may authorize the President to either appoint a committee of three disinterested members to conduct a hearing and designate a chair of the Committee or set the matter down for a hearing by the full Board of Trustees. A minimum of fifteen (15) days' notice shall be given either by the President if a hearing is to be conducted by the Board of Trustees or the Chair of a Committee designated by the President. Any Board Member who is a grievant, respondent or potential witness shall be recused from service on the Board for all matters relating to the grievance. All witnesses shall be sequestered but the grievant and respondent shall be present during the conduct of the hearing but not during deliberations.

There shall be no record of the proceedings except at the request of a party and that party shall bear all expense. The record shall remain confidential until a determination warranting publication is made. The parties may proceed on their own behalf or through counsel of their choice at their own expense.

At the hearing, the grievant and respondent have the right to call witnesses and present proofs. The rules of evidence shall be relaxed. The conduct of the hearing and all evidentiary rulings shall be made by the President if before the full Board or by the Chair if before a three-member Committee. Those rulings shall be final and not appealable to the Board.

If the hearing is held before a Committee, the Committee shall report its findings and recommendations in writing to the Board of Trustees by issuance to the President within fifteen (15) days of the conclusion of the hearing. The Board of Trustees shall then decide whether to accept those findings and recommendations, and if so, what discipline to impose, consistent with the provisions herein. Such decision shall be made as soon as



practicable but no later than the second regularly scheduled Board of Trustees meeting after the President's receipt of the Committee's findings and recommendations.

If the Board of Trustees conducts a hearing, the Board shall deliberate in executive session and render a decision on whether there was conduct warranting discipline and then what discipline to impose. The Board shall thereafter issue its findings in writing to the grievant and respondent no later than the next regularly scheduled meeting of the Board of Trustees. Any suspension decision of the Board of Trustees shall also include terms of reinstatement for the member, which shall be included in the written findings. A suspended member may apply to the Board of Trustees for reinstatement following the period of suspension and upon meeting the terms of reinstatement. A suspended member shall be reinstated upon a majority vote of the Board of Trustees.

All proceedings, including the filing of a complaint, shall be confidential and not made public unless an accused member is expelled, suspended or censured. At such time as the Board of Trustees votes to expel, suspend or censure a member, the Board of Trustees shall also decide, in its discretion, whether the investigative reports, the complaint or the disciplinary decision by the Board of Trustees shall be made public.

Requests for an extension of the time periods in this Section may be made to the President for determination and may be granted, within the discretion of the President, for good cause and for a reasonable period of time.

## **I.25 Awards**

A. NJSBA Section Awards: Any NJSBA section must obtain Board approval for the criteria and review process utilized for determining award recipients, and any changes made after approval is received. Award recipients may be chosen by a section's governing body utilizing the approved criteria and review process.

B. NJSBA Committee Awards: Any NJSBA committee must obtain Board approval for all award recipients, as well as for the criteria and review process utilized for determining award recipients, and any changes made after approval is received.

C. Awards to NJSBA Employees: NJSBA employees shall not be eligible to be considered for any award or recognition conferred by the NJSBA or any of its sections, committees or divisions for achievements attained in performing the work they are paid to perform. This limitation shall apply while an individual is actively employed by the NJSBA and for a period of two years thereafter.

## **I.26 CLE Diversity Policy**

It is a stated goal of the New Jersey State Bar Association's Board of Trustees to increase diversity on CLE panels and presentations, so as to better reflect the diversity of the legal profession and our membership. The NJSBA expects Sections and Planning Committees to consider this goal when planning their seminars.

## **PART II NOMINATION POLICY**

### **II.1 Nomination Policy**

The selection of effective leaders to lead the Association forward is one of the most critical functions the volunteers perform on behalf of the organization. While deliberations shall be confidential, the process should be as transparent, fair and civil as possible, in order to instill the full confidence of members in those selections.

### **II.2 Nominating Committee Membership**

#### **1. Composition**

The Nominating Committee shall consist of 15 members, as established in the NJSBA Bylaws.

#### **2. General Section Representation**

For purposes of Section representation on the Nominating Committee, as prescribed by the Bylaws, the following definitions shall apply:

- (i) larger sections shall include the six sections with the largest membership numbers;
- (ii) mid-sized sections shall include the eight sections that follow the larger sections with the largest membership numbers; and
- (iii) smaller sections shall be all of the remaining sections not included in the above two categories.

If any Section chair is unable or unwilling to serve, Nominating Committee membership shall be offered first to the next most senior office of the eligible Section, and then to the next Section on the relevant list.

Attached hereto are schedules A, B, and C, representing the grouping of Sections by membership. Nominating Committee membership shall be rotated through each group in order of Section membership, from highest to lowest. New Sections created shall be added to the end of the appropriate list at the time of creation.

At the end of one full rotation of any group, the list shall be recreated for that group, utilizing membership numbers for all sections. If any Section's membership numbers at that time have changed, such that the Section should be moved into the group being recreated, that Section should be moved into the recreated group. If any Section's membership numbers have changed such that the section should be moved out of the recreated group, that Section should be added to the end of the appropriate group, but shall not be eligible for Nominating Committee membership until that group completes its current rotation and is recreated. The rotation for the recreated group shall then begin

again. Any recreated group shall be attached as a Schedule to this Manual, noting the date of recreation. The Women in the Profession Section and the Minorities in the Profession Section shall be excluded from the rotation pursuant to this section.

### **3. Minorities in the Profession and Women in the Profession Section**

As prescribed in the NJSBA Bylaws, the chairs of the Minorities in the Profession and the Women in the Profession Sections shall alternate serving on the Nominating Committee. If the chair of either Section is unable or unwilling to serve, preference shall be extended, in order of priority, to the officers of that Section to serve in the chair's place. Should all of the officers be unable or unwilling to serve then the Chair may select an individual who has served as Chair of that Section within the last five years to serve in his or her place.

### **4. Board of Trustees**

As prescribed in the NJSBA Bylaws, two County Trustees from the Board of Trustees shall serve on the Nominating Committee with one member representing northern counties and one member representing southern counties. The counties shall be evenly split between north and south, as designated by the Board, and membership on the Nominating Committee shall be rotated through each list. Should a trustee from one county be unable or unwilling to serve, the Nominating Committee membership shall be offered to the trustee from the next county on the list.

The Board of Trustees has designated that northern counties shall be: Sussex, Passaic, Bergen, Hudson, Essex, Morris, Warren, Hunterdon, Somerset and Union.

The Board of Trustees has designated that southern counties shall be: Cape May, Cumberland, Salem, Atlantic, Gloucester, Camden, Burlington, Ocean, Monmouth, Mercer and Middlesex.

Pursuant to the bylaws, Board members who serve on the Nominating Committee are not eligible to be nominated for any position, including as a Trustee for a new term.

## **II.3 Responsibilities Of Nominating Committee Members**

### **1. Conflict of Interest**

Members of the Nominating Committee have an affirmative obligation to act at all times in the best interests of the NJSBA. This policy serves to define the term "conflict of interest" to assist those to whom this policy applies in identifying and disclosing such conflicts and to minimize the impact of such conflicts on the NJSBA whenever possible. Members of the Nominating Committee have a fiduciary duty to conduct themselves without conflict to the interests of the NJSBA. When acting in their capacity as members of the Nominating Committee, they must subordinate personal, business, third-party and other interests to the welfare and best interests of the NJSBA.

A “conflict of interest” is any relationship that presents a conflict between the Nominating Committee member’s obligations to the NJSBA and their personal, business or other interests. For the purposes of this policy, such a relationship shall include a family relationship of any degree, an affiliation with the same law firm or employer, or any other relationship that inures to a significant economic benefit of the Committee member (for example, where the candidate provides a significant source of business to the Committee member). The existence of such a relationship shall be deemed to be a conflict of interest.

Upon disclosure of a conflict of interest, the Nominating Committee will determine whether a conflict of interest exists. Such determination shall be made before any Committee deliberations on nominations occur. A member whose conflict is under review may not debate or vote, but may explain the conflict prior to the Committee’s debate and vote on such conflict. If the Nominating Committee determines that a conflict of interest exists, the Committee member shall be excluded from all activities pertaining to the position for which such conflict exists, including due diligence discussions, candidate interviews, and Committee deliberations.

To assure compliance with this policy, each member of the Nominating Committee shall be required to certify whether s/he has been solicited by, lobbied by or promised anything by or on behalf of a candidate, and that s/he has not committed to vote for a particular candidate for any position to be determined by the Nominating Committee for that year. In addition, each member shall disclose any relationship defined above that s/he has with any candidate. Finally, no member of the Nominating Committee may participate in any candidate vetting outside of the Nominating Committee process.

## **2. Training**

Nominating Committee members shall be required to participate in training designed to ensure they are prepared to carry out the obligations and responsibilities of their work.

## **3. Participation**

Members of the Nominating Committee must be present for in-person candidate interviews. No telephone or electronic conference participation will be permitted. If a member is not present for the interview of any applicant for a particular position, the absent Nominating Committee member will not be permitted to participate in any deliberations for that position.

## **II.4 Obligations of Candidates**

### **1. Candidates for All Positions**

Candidates for all positions shall certify that neither they nor anyone on their behalf has solicited a commitment from a member of the Nominating Committee or Board of Trustees to vote for that candidate.

## **2. Questionnaire**

Candidates for all positions shall complete a questionnaire and provide it to the Nominating Committee by a date set by the Committee in advance of its investigation. The questionnaire shall be approved annually by the Board of Trustees by September 30. If the Board of Trustees fails to approve the questionnaire, the existing approved questionnaire shall be considered approved for use by the Nominating Committee. The completed questionnaire shall be posted to the NJSBA website for member information regarding qualifications, experience and ideas for the future. No personal information shall be shared from the questionnaire.

## **3. Endorsements and sponsorships**

Candidates seeking a seat designated for a Section/Committee Trustee must secure a formal sponsorship of the Section/Committee that s/he seeks to represent. Such a sponsorship shall be submitted on a form approved by the Nominating Committee, which should indicate the name of the candidate, the position sought, the name of the sponsoring Section/Committee, the number of individuals who participated in voting on the sponsorship and the final vote count. That sponsorship may be voted on by the entire Section or Committee, or the Section or Committee's governing body. Sponsorships must be approved by a majority of a quorum of either group. The Bylaws provide that Sections and Committees are prohibited from sponsoring more than one candidate for Section/Committee Trustee during any nominating cycle and are prohibited from having more than one sponsored Section/Committee Trustee serve on the Board of Trustees at any one time. However, if a current Section/Committee Trustee (incumbent Trustee) is seeking an officer position during any nominating cycle and that individual is also eligible for re-nomination as Section/Committee Trustee, the sponsoring Section/Committee for the incumbent Trustee can sponsor that individual for re-nomination, but can also sponsor an alternate individual for Section/Committee Trustee in the event the incumbent Trustee is nominated for an officer position. The alternate individual shall only be considered by the Nominating Committee if the incumbent Trustee is nominated for an officer position.

Unless otherwise indicated in the NJSBA bylaws, letters of endorsement on behalf of a candidate, from individuals or groups, including NJSBA committees, sections and divisions and other bar associations, will not be accepted or considered by the Nominating Committee. Independent vetting of candidates will have no hearing or effect on the nomination process. Candidate attendance or participation in such events or gatherings will not be considered during the nomination process. The Nominating Committee, during the Committee's own due diligence investigation of each candidate, will solicit information from relevant entities and individuals. Input from relevant entities and individuals will be received during the Committee's own due diligence investigation of each candidate.

The Bylaws further dictate the following on endorsements:

No sitting NJSBA Officer or Trustee shall directly or indirectly make, communicate or broadcast any endorsement of any candidate during the nomination or election processes. This prohibition shall not apply to an individual's responding to a due diligence inquiry by the Nominating Committee. This provision shall not be interpreted to interfere with or prevent NJSBA Officers and Trustees from reviewing, discussing or evaluating any candidates or nominees with any other NJSBA Officer or Trustee.

No candidate for consideration before the Nominating Committee or Board of Trustees, or during the election process, shall communicate or broadcast that said candidate is endorsed by any sitting NJSBA Officer, Trustee, Section/Committee/Division chair or officers, or past NJSBA president.

## **II.5 Nominating Committee Procedures**

The following procedure and criteria shall apply to the work of the Nominating Committee in qualifying and recommending candidates for each position.

### **1. Due Diligence Investigation**

The Nominating Committee shall conduct a due diligence investigation into all candidates under consideration for positions in the NJSBA.

The scope of investigation of candidates shall include contacting references listed on the candidate questionnaire and should also include contacting additional persons personally acquainted with the candidate and with his or her qualifications, including the leaders of sections, committees, divisions or other bar associations or organizations where the candidate is active. Inquiries shall determine the number of years known, the nature of the relationship, the candidate's qualifications, service to the NJSBA and other bar associations, leadership qualities, and other positive or negative attributes that will impact on the candidate's service in the position sought.

A majority of the Nominating Committee may, but need not, invite members of the Executive Committee of the NJSBA to appear before the Nominating Committee to provide perspective about leadership positions within the NJSBA. The Nominating Committee may also contact past Presidents of the NJSBA to provide perspective about leadership positions within the NJSBA.

If any adverse information about a candidate has been obtained during the due diligence process, that candidate shall have the right to know in advance of his or her interview and shall be given every opportunity to address the adverse information before the Nominating Committee.

If the Committee member conducting the due diligence investigation has any concerns that might warrant expanding the scope of investigation, such member shall immediately bring the concerns to the attention of the full Nominating Committee. A decision will be made by the full Committee as to the appropriateness of expanding the scope of investigation to explore such concerns.

All oral information communicated to the full Nominating Committee, whether positive or negative, shall be attributed to its source. All documents obtained during the due diligence process, whether positive or negative, shall be produced to the full Committee, and the source providing such documents shall be identified.

All information obtained during the due diligence process shall be disclosed to the full Nominating Committee. A discussion of such information by the Nominating Committee will occur prior to the interview of the candidate. The Executive Director of the NJSBA will attend such discussion to answer any questions and provide input.

All questions about eligibility of candidates shall be determined by the Board of Trustees, as provided for in these policies.

## **2. Candidate Interviews**

The Nominating Committee shall decide whether to conduct interviews for any position that is uncontested.

Candidate interviews will be conducted by the Nominating Committee in a public fashion during which NJSBA members must be provided access to view it. The tenor of interviews must be conducted with full recognition of and appreciation for the volunteer spirit and professionalism of each candidate. The interview process is neither a deposition nor cross-examination.

The Nominating Committee shall determine an agreed-upon list of potential questions for each position. Candidates shall receive a copy of the agreed-upon list of potential questions in advance of the interview. The Committee can pose, in its discretion, any or all of the potential questions to the candidates, provided that every candidate for the same position is asked the same questions from the agreed-upon list of potential questions. The Committee is permitted to ask appropriate follow-up and additional questions that pertain to individual candidates. Questions from non-Committee members will not be permitted.

Questions should be designed to provide the Committee members with a full understanding of the candidate's strengths, goals, leadership capabilities, weaknesses, and other relevant information pertaining to the position sought. Candidates should be prepared to discuss their bar and leadership experience, as well as their vision for the future of the organization and capacity to fulfill the obligations of the position.

## **II.6 Nominating Committee Deliberations**

Deliberations will be held in executive session and attended by all Nominating Committee members in person and the President of the NJSBA. Any Committee member who has a conflict of interest with respect to the position under discussion shall be excluded from deliberations. The Executive Director, or if unavailable, the Assistant Executive Director, shall also attend deliberations and may provide the Committee with any additional information deemed warranted.

### **1. Confidentiality**

Members shall be required to keep all deliberations confidential.  
Members shall be required to keep the report issued to the Board of Trustees with the Committee's nominations confidential.

### **2. Voting Process**

The Nominating Committee shall vote on each candidate to (1) determine whether a candidate should be found qualified for the position sought, and (2) whether the candidate should be nominated to the Board of Trustees for the position sought. All determinations shall be by majority vote of the Committee members, so long as there is a quorum of voters who are present and eligible, and the Chair of the Committee will only vote in the event of the need to break a tie.

If a member of the Nominating Committee is precluded from voting for a particular position, a majority vote of the Committee members present shall be determined by reference only to those Committee members who are present and who are eligible to vote (for example, if only 13 of 15 members of the Committee are eligible to vote, seven votes of the 13 would constitute a majority.)

### **3. Qualification criteria**

The Nominating Committee shall use the applicable criteria as referenced in the NJSBA Bylaws to determine if a candidate should be considered as qualified for the position being sought.

Only the Board of Trustees has authority determine a candidate's eligibility to hold any position and/or to bar a candidate from consideration.

Any question raised about the eligibility of any candidate under review to serve in the position for which s/he is being considered may only be submitted by a member of the Nominating Committee, must be in a writing, and must explain the issue of eligibility being raised. Such written submission about any candidate's eligibility must be submitted to the Chair of the NJSBA Nominating Committee, with a copy to the Executive Director, who shall immediately notify the Nominating Committee.



Upon receipt of a written submission raising a question about a candidate's eligibility to serve in a particular position, the Nominating Committee will immediately, or as soon as is practicable thereafter, vote on the question raised in the written submission. If a majority of the members present, provided there is a quorum, find that the written submission raises an issue of eligibility for any candidate, the Nominating Committee must cease its work related to selecting a nominee for that position until the question of eligibility is answered by the Board of Trustees. If the question of eligibility is not confirmed by a majority vote of the Nominating Committee, as provided for herein, the issue raised by the question of eligibility, nonetheless, cannot be further raised nor considered in any subsequent Nominating Committee discussions or deliberations.

Upon the question of eligibility being confirmed by a majority of the Nominating Committee, as described herein, the Chair of the Nominating Committee shall transmit the question to the NJSBA President, with a copy to the Executive Director and to the candidate whose eligibility was found to be in question. That candidate must be provided a copy of the written submission and may submit a written response within three business days to the NJSBA President for dissemination to the Board of Trustees.

The Board will be convened as soon as practicable to consider all submissions and make an appropriate determination about eligibility. With the Board's decision, the matter will be regarded as adjudicated. The parties involved and the Nominating Committee will be notified of the Board's determination, as soon as practicable thereafter. If a candidate is found eligible to serve, the Nominating Committee will continue as provided for herein and the eligibility questions shall not be a factor considered by the Committee.

#### **4. Report of the Committee**

At the conclusion of its deliberations, the Nominating Committee will submit to the NJSBA President, with a copy to the Executive Director, a confidential report indicating the candidate it nominates for each available position. The report must also include a full list of all candidates considered all candidates found to be qualified for the position being sought, and criteria it considered in making its recommendations. The NJSBA President shall immediately submit that confidential report, together with the completed questionnaires from all candidates considered, to the Board of Trustees.

#### **II.7 Board of Trustees Procedures**

The Nominating Committee report shall be considered by the Board of Trustees in the following manner:

1. No later than seven (7) days after receiving the Nominating Committee report, any trustee may nominate an alternative candidate for any position from among those qualified by the Nominating Committee for the position in question by sending written notice of such nomination and identifying the nominee the alternative nominee is meant to replace. Such alternative nomination must be submitted to the NJSBA President, with a copy to the Executive Director. The Board shall be advised of any additional

nominations as soon as practicable. If no alternative nominee is nominated by the end of this seven-day period, the candidate for each respective position who has been nominated by the Nominating Committee shall be deemed nominated by the Association, with no further action necessary by the Board.

2. If an alternative nomination is submitted, the Board shall consider any alternative nominations at its next meeting. Any alternative nominee that receives a two-thirds affirmative vote of the Board, from among the members present, provided there is a quorum, shall replace the Nominating Committee's nominee for the position in question and shall be deemed the Association's nominee for the position.

3. As soon as practicable following the final determination of Association nominees, the President shall prepare a final list of nominees and shall file a Nomination Report of the Board pursuant to the Bylaws.

### **PART III ELECTION POLICY**

For the purposes of any election related to candidates or bylaw, NJSBA Resources shall mean any mode of communication produced by or for the NJSBA to communicate with members, including but not limited to NJSBA letterhead, the Daily Briefing, *New Jersey Lawyer Magazine*, CommunityNet, exhibit booth space at any NJSBA event, the NJSBA website and any NJICLE newsletter or brochure, or any other means that the NJSBA provides to its members to communicate.

#### **III.1 Membership and Authority Of Election Committee**

**A. Member Neutrality.** All Election Committee members shall maintain neutrality in any election or bylaw vote and shall be prohibited from endorsing or opposing any candidate or bylaw proposal. Any Election Committee member who has served on the Nominating Committee that presented a recommendation to the Board of Trustees under challenge shall be prohibited from participating on the Election Committee during the election process concerning that nomination.

**B. Execution of Election.** The Election Committee shall recommend to the Board of Trustees the process by which any election or bylaw vote is to be conducted, and shall supervise same pursuant to the Board's direction to ensure that all elections and votes are conducted fairly and even-handedly, consistent with the Bylaws and these policies.

**C. Controversies/Complaints.** The Election Committee shall decide any controversies with the election or voting process, including any questions about any ballot. A complaint may be made by any NJSBA member by submitting the complaint in writing to the Election Committee chair, with a copy to the Executive Director. All complaints must be submitted in the name of the complainant. No anonymous complaints will be considered.

The Executive Director will send a copy of any complaint submitted to all candidates, and any other individual who is the subject of the complaint, all of whom will be provided a reasonable opportunity to respond to the issues raised. The Executive Director will circulate any responses received to the complainant, all candidates and any other individual who is subject of the complaint, all of whom will be provided a reasonable opportunity to submit a final response.

The Election Committee will consider the complaint and response as soon as is reasonably practicable, and will make a determination. The Election Committee's determination will be reported to the candidates, the complainant, the respondent, and any other individual affected by the outcome.

None of the information provided to the Election Committee, nor the Election Committee's determination, shall be considered confidential. Election Committee decisions shall be made available to any NJSBA member upon request.

**D. Appeals:** Decisions of the Election Committee may be appealed within three business days to the Board of Trustees by the individual who raised the issue to the Committee or by an individual or individuals adversely affected by the decision. Appeals shall be addressed to the NJSBA President, with a copy to the NJSBA Executive Director. The President shall convene the Board to act on any such appeal as soon as practicable. On any appeal, the Board shall only consider the information provided to the Election Committee. Unless the Board determines the Election Committee decision to be in contravention of the NJSBA bylaws and policies, the Election Committee decision shall stand.

### **III.2 Petition Process**

**A. Availability and Form of Petition.** The Election Committee shall approve a form of petition for each potential nomination subject to challenge and for any proposed bylaw change, consistent with the relevant bylaw provisions.

For petitions seeking a bylaw change, at least one individual must be designated on the petition as the proponent of the change.

The petition form(s) shall be placed on the NJSBA website to be accessed by any NJSBA member.

**B. Number of Signatures Required.** Where the number of signatures required for a petition is based on a percentage of general members, that number shall be determined based on the number of general NJSBA members as of January 31 of that year and shall be disclosed to any member upon request.

**C. Appropriate Collection of Signatures.** In collecting signatures for a petition, individuals may not use NJSBA Resources.

Potential candidates or bylaw proponents, or others on their behalf, may not use a speaking opportunity at any NJSBA and/or NJICLE CLE program to solicit signatures. Potential candidates or bylaw proponents, or others on their behalf, may also not use any NJSBA Resource to solicit signatures, except as noted above.

**D. Signing of Petitions.** NJSBA members may sign more than one petition for the same office. Signatures may appear on multiple pages. Petition pages must include original signatures. Candidates, or their designee, are required to collect all applicable signatures and ensure they are submitted to the Election Committee at NJSBA headquarters, as outlined in the NJSBA Bylaws and above.

**E. Validating Signatures.** Potential candidates or bylaw proponents may submit petitions with original signatures up to two business days prior to the submission deadline to NJSBA staff to check petition signatures for NJSBA membership. The number of valid signatures and the names of those individuals who signed the petition but are not NJSBA members will be communicated as soon as practicable following submission on a

first-come, first-served basis. Such communication does not constitute validation of any petition, which must be done by the Election Committee. NJSBA staff will not convey membership status for any petitions submitted within two business days before the final deadline for submission. Illegible names on any petition will not be counted.

F. **Candidate Retention of Petition Copies.** It is the submitter's and/or the candidate's responsibility to retain a copy of any submitted petition for their records. Copies of petitions will not be disseminated. Original petitions will be available for inspection at NJSBA headquarters, upon request to the Executive Director, once a petition is validated by the Election Committee.

G. **Validation of Petitions.** As soon as practicable after the deadline for submission, the Election Committee shall review each petition and validate those petitions that meet the requirements set forth in the NJSBA bylaws and these policies. The Election Committee action shall be communicated to all candidates and designated bylaw proponents as soon as practicable thereafter.

H. **Availability of Validated Petitions.** Once a petition is validated, it shall be available for inspection to any NJSBA member upon request. The two legitimate circumstances for examining a petition are (1) to contest its rejection for inadequate qualified members or (2) to challenge the status of any petitioner to invalidate a petition.

### **III.3 Campaigning**

The NJSBA recognizes the need for the NJSBA membership to be able to make informed choices when voting, but recognizes the obligation to balance the dissemination of information with the regular conduct of NJSBA business and the desire of members to not be overly burdened with campaign information that negatively impacts their work and/or home life. Therefore, the NJSBA encourages in-person, face-to-face campaign advocacy, but places limitations on any other form of campaigning. The following specific campaign rules shall apply:

#### **1. Messages to Membership.**

The NJSBA shall send to the NJSBA membership one email message per week including information from all candidates during the fourteen (14) days between petition validation and the availability of ballots. No further messages from the candidates shall be sent by the NJSBA unless a runoff election occurs. In that instance, the NJSBA shall send one further email message to the NJSBA membership during the week between balloting.

#### **2. Candidate Information for Members.**

Each candidate shall be provided with his or her own subpage on the NJSBA website. The candidate shall be permitted to place any information s/he deems appropriate on the page, subject to review and approval by the Election Committee. Candidates may provide a link to their page in any campaign message sent to the NJSBA membership.

### **3. Information About Proposed Bylaw Amendment.**

In the case of a petition for a proposed bylaw amendment, the Election Committee shall ensure that NJSBA members are reasonably and adequately advised of the proposed amendment prior to the start of the voting process. Unless the NJSBA Board of Trustees takes a formal position endorsing or opposing a proposed bylaw amendment, no explanation or commentary on a proposed amendment shall be offered by the NJSBA.

### **4. In-Person Campaigning.**

While appropriate in-person campaigning is generally encouraged and acceptable at most NJSBA events, there shall be no campaigning during the course of a speaking engagement at a CLE seminar sponsored by the NJSBA and/or NJICLE, including seminars at the NJSBA Annual Meeting and Convention. The Board of Trustees reserves the right to designate other events as “non-campaign” events, at which campaigning shall be prohibited. The candidates and bylaw proponents will be notified of any such designated events.

### **5. Dissemination of Campaign Information.**

No campaign information, including but not limited to printed or electronic information, buttons, flyers, marketing materials, photos, apps and advertisements, shall be permitted to be disseminated or displayed in any manner at any NJSBA event or utilizing any NJSBA Resources. Nothing in this provision shall be intended to prevent non-candidates from speaking about, disseminating or displaying information, or promoting a candidate, provided they do not use NJSBA Resources.

### **6. Member Information to Candidates**

The NJSBA recognizes its statutory obligation to make member information available to members under certain circumstances, but also recognizes the number of complaints received from members about providing their contact information to candidates in past elections, particularly email addresses. To balance those competing interests/obligations, the NJSBA has provided electronic access to the membership as noted elsewhere in these policies. In addition, pursuant to the statute, upon written request, a copy of the NJSBA’s records containing the names and mailing addresses of general members shall be made available to the candidates, within 10 days of the request, at the NJSBA headquarters, subject to the candidate’s signing of a licensing agreement limiting use of the information to election purposes during the election. Members who have opted out of receiving NJSBA election mailings will not be listed.

### **III.4 Endorsements**

During an election, NJSBA Standing Committees shall not be permitted to endorse any candidate.

NJSBA Sections, Special Committees or Divisions may endorse a candidate for a particular office in the group's name only if the following policies and procedures are followed:

1. For Special Committees, all committee members must be provided information about accessing the candidate subpages on the NJSBA website prior to any vote on an endorsement, and all committee members must be given the opportunity to vote on any endorsement.

a. If voting will occur at an upcoming meeting, whether in-person or conference call, reasonable advance notice must be given of the meeting that advises endorsements will be considered at that meeting.

b. If voting will be conducted by email, reasonable time must be provided for members to cast their votes.

Any endorsement must be approved by a majority vote of committee members present at a meeting where a quorum is attained or, if voting is by email, a majority vote of those voting, provided the total number of votes cast is equal to or greater than that required for a quorum.

2. For Sections and Divisions, endorsements may be voted on by the full membership or by the group's governing body at an in-person meeting, by conference call or by electronic means, consistent with the requirements of the group's bylaws. However voting occurs, all members of the Section or Division must be provided information about accessing the candidate subpages on the NJSBA website prior to any vote on an endorsement.

a. If an endorsement is voted on at a meeting, reasonable advance notice must be given to all members entitled to attend that advises endorsements will be considered at that meeting.

b. If voting will be conducted by email, reasonable time must be provided for voting members to cast their votes.

c. If an endorsement is voted on only by the governing body, reasonable advance notice of the vote must be given to all members of that Section or Division advising of the upcoming vote and providing an opportunity to submit comments to the governing body beforehand. Any comments received must be circulated to all voting members prior to the vote.

Any endorsement must be approved by a majority vote of members eligible to vote present at a meeting where a quorum is attained or, if voting is by email, a majority vote of those voting, provided the total number of votes cast is equal to or greater than that required for a quorum.

3. Information about candidate subpages on the NJSBA website and notice of the consideration of endorsements shall be provided to members via the NJSBA's email distributor as any other routine Section/Special Committee/Division meeting.
4. Candidates may be invited by any Section, Special Committee or Division to address the group prior to any vote on an endorsement, provided that all candidates are provided an equal opportunity to address the group.
5. Any Section/Special Committee/Division endorsement must be reported to the Election Committee on a form proscribed by the Committee.
6. Any endorsement form, or standard summaries of each form, will be placed on the NJSBA website as soon as practicable after submission.
7. Any endorsement shall be communicated one time to those members of a Section, Special Committee or Division using the NJSBA's email distribution system.
8. Candidates may note any endorsement on their subpage on the NJSBA website.

### **III.5 Balloting/Voting**

#### **1. Eligibility to Vote.**

The Election Committee shall designate a reasonable date by which an individual must be a general NJSBA member to be entitled to receive a ballot. When establishing the date, the Election Committee shall balance the goal of permitting all eligible members to vote against the administrative considerations necessary to ensure ballots are available in a timely manner.

#### **2. Ballots.**

For each office for which there is a contest, the Election Committee shall cause appropriate ballots containing the names of all the nominees to be prepared. The ballot shall identify whether the candidate is nominated by the Board of Trustees or by petition and shall be accompanied by a biographical statement provided by the candidate(s) in a form approved by the Election Committee.

The candidate selected by the Board of Trustees shall appear first on the ballot, which may be developed in either a vertical or horizontal orientation. The order of any other candidate(s) to appear on the ballot shall be chosen by blind selection of names by the chair of the Election Committee. Candidates shall have the opportunity to be present



during this process. Pursuant to the NJSBA Bylaws, the candidate nominated by the Board of Trustees shall be so designated, and the candidate(s) nominated by petition shall be so designated. Proposed bylaw amendments shall appear on the ballot in a format directed by the Board of Trustees in the order in which they would appear in the Bylaws or, if no such order is apparent, as designated by the Election Committee.

### **3. Materials to Accompany Ballot.**

The Election Committee shall determine what informational materials will accompany the ballot that is transmitted to the NJSBA membership. The Election Committee shall develop uniform standards to be followed by the candidates for their biographical statements. The Committee reserves the right to reject any statement that does not conform to the established standards. Unless the NJSBA Board of Trustees takes a formal position endorsing or opposing a proposed Bylaw amendment, no explanation or commentary on a proposed amendment shall be presented with the ballot.

### **III.6 Results**

The Election Committee chair shall notify the NJSBA President and all of the candidates and bylaw proponents of the election or voting results as soon as practicable after the results are available. The NJSBA President shall officially announce the results to the membership, as appropriate.

### **III.7 Runoff Elections**

Should a runoff election become necessary, these same policies shall apply.

## **PART IV POLICIES IMPLEMENTING NJSBA BYLAWS**

### **IV.1 Diversity Bar Associations**

When used in the NJSBA Bylaws, the term, “Diversity Bar Associations” shall refer to: Asian Pacific Lawyers of New Jersey (“APALA-NJ”), Association of Black Women Lawyers of New Jersey (“ABWL-NJ”), Association of Portuguese Speaking Attorneys of New Jersey (“APSA”), Caribbean Bar Association of New Jersey (“CBA”), Garden State Bar Association (“GSBA”), Haitian American Lawyers of New Jersey (“HALA-NJ”), Hispanic Bar Association of New Jersey (“HBA-NJ”), Korean Bar Association of New Jersey (“KBA-NJ”), New Jersey Women Lawyers Association (“NJWLA”), New Jersey Muslim Lawyers of New Jersey (“NJMLA”) and South Asian Bar Association of New Jersey (“SABA-NJ”).

### **IV.2 Board Attendance**

- a.) Any Officer or other Trustee who fails to attend three consecutive Board meetings or four Board meetings in any twelve-month period in the State of New Jersey, shall be deemed to have resigned as an Officer or Trustee of the Association unless, at the next regularly scheduled Board meeting immediately following the last such absence, this provision is waived by a majority vote of the members present. A Trustee may opt to have any special circumstances reviewed and acted upon by the Executive Committee in lieu of the Board.
  
- b.) The Secretary of the Association shall give written notice of these Bylaw provisions to any Trustee who misses two consecutive Board meetings or three Board meetings in any twelve-month period in the State of New Jersey, and a copy of said notice shall be sent to the president of the County Bar Association with respect to County Trustee, the chairman of the Section or Committee from which a Trustee has been elected, or in the case of an At-Large Trustee to the Board of Trustees.

### **IV.3 Board Action by E-Mail**

All Officers and Trustees must (a) have and maintain the capability of receiving and sending communications by e-mail and (b) provide their e-mail address, which shall be kept current at all times, to the NJSBA Executive Director and such staff as the Executive Director deems appropriate.

The Board of Trustees may take action on certain proposals by e-mail or other generally accepted similar means of communication, pursuant to these procedures: The President, or the Executive Director, on behalf of the President, may submit the proposal for action to all officers and trustees. Officers and trustees who respond must do so by “replying to all” or taking similar action so everyone can view the response. Action may be taken on the proposal after approved by responses from a majority of the entire Board. If,

however, persons constituting 20% or more of the entire Board object to the action being taken without a regular or special meeting either in-person or using another generally accepted means of communication, then the action on the proposal may not be taken unless and until adopted at such a meeting.

#### **IV.4 Procedure Establishing New Sections or Divisions**

Pursuant to the NJSBA Bylaws, the Board of Trustees may establish Sections or Divisions upon petition of any group or Special Committee having a field of interest or concentration in an area of substantive or procedural law or an area of concern to the Association not already represented by an existing Section.

To be considered for Section or Division status, a Committee or group must (1) have been in continuous existence for a period of at least three (3) calendar years, (2) have had ongoing activities and (3) have provided a substantial service to a segment of the Association.

The petition must contain the signatures of a minimum of fifty (50) existing general members of the Committee or group submitting same. Petitions should be submitted to the Executive Director for consideration by the Board of Trustees.

#### **IV.5 Section and Division Requirements**

Every Section and Division must hold at least one general section meeting each year. Sections and Divisions are encouraged to hold a general section membership meeting at the Association's Annual Meeting. Elections for Section officers shall be concluded by June 1 each year, and any changes in the leadership of a section shall be conveyed to the NJSBA's Executive Director, or a designee, by June 15.

The bylaws of every Section and Division shall provide for periodic election of officers to govern the section or division. Such officers shall hold office for not more than two years, except for special reasons with the approval of the Board of Trustees, and except that the Officers of the Young Lawyers Division, with the exception of Division Trustees, shall hold office for a term of one year and shall not succeed themselves.

#### **IV.6 Committees**

In the event that the Board of Trustees creates a new Standing Committee, in the original appointments to such Committee, the President shall designate three members to serve until adjournment of the first Annual Meeting following their appointment; three members to serve until the adjournment of the second Annual Meeting following their appointment; and three members to serve until adjournment of the third Annual Meeting following their appointment, but thereafter successors shall be appointed for three-year terms.

There shall be a presumption against reappointment to a Special Committee of any member who had previously been appointed to such Special Committee and who had not attended any meetings of such Special Committee during the previous year.

#### **IV.7 Alternates for Judicial and Prosecutorial Appointments Committee**

Should the President, President-Elect or Immediate Past President be unable or unwilling to serve on the Judicial and Prosecutorial Appointments Committee, the individual's position on the Committee shall be filled by the next senior NJSBA officer. Should that officer be unable or unwilling to serve, the position shall be filled by the remaining officers in order of seniority. If no Officer is able and willing to serve, the position shall be filled by the most recent former Immediate Past President able and willing to serve.

#### **IV.8 Committee Charges**

The charges of each Standing and Special Committee shall be as follows:

##### Standing Committees:

###### *Amicus*

Reviews requests that the NJSBA become involved in matters presently pending before New Jersey and federal courts and recommends to the Board of Trustees whether the Association should appear as an amicus party in the litigation. Coordinates the effort to file briefs of the highest possible quality upon request of the Board.

###### *Bylaws and Resolutions*

Conducts periodic reviews of the Association's bylaws to remove all ambiguities and provide clarifications and changes required in response to practical difficulties encountered in particular situations. Reviews and recommends changes and clarifications, if necessary, and approves the bylaws of the Association's sections and Young Lawyers Division. Drafts and presents resolutions which segments of the Association wish to bring before the membership for approval and administers and records the vote on such resolutions.

###### *Continuing Legal Education (CLE) Advisory Committee*

Facilitates the production and delivery of quality CLE programs and publications for the benefit of New Jersey attorneys generally and NJSBA members in particular. The Committee makes recommendations to the NJSBA Board of Trustees in connection with NJSBA's CLE activities, including delivery of services, programming, pricing and budgetary issues; and also monitors and oversees the NJSBA's compliance with appropriate CLE rules to ensure the NJSBA maintains its CLE accreditation.

###### *Diversity*

Facilitates the NJSBA's goal of fostering and promoting an inclusive environment that values the unique contributions of diverse individuals and organizations in all aspects of the Association.

### *Election*

Supervises the conduct of elections for contested positions in the Association and voting on amendments to the Association's bylaws. Informs candidates for office and the entire Association membership of the procedures governing elections and ensures that all elections are conducted fairly and even-handedly.

### *Finance and Operations*

Oversees the preparation of the annual budget, recommends same to the Board of Trustees and conducts a public hearing on the budget at the Annual Meeting. In addition, upon request of the Board of Trustees, considers the financial impact of any proposal being considered by the Association.

### *Insurance Benefits*

Explores with the Association-appointed insurance administrator the various coverage options for members. Strives to improve products as they are developed and add new coverage that becomes available, not only to benefit members, but also to attract new members. Monitors the performance of the Association-appointed administrator.

### *Judicial Administration*

Implements and updates the Association's philosophy of judicial administration by ensuring that court management systems are economical, fair and efficient; ensuring the independence of judges, practicing attorneys and administrators; and developing and promoting communication among judges, attorneys and administrators. Recommends initiatives to the Board of Trustees.

### *Judicial and Prosecutorial Appointments*

Conducts a confidential review of prospective judicial and county prosecutor candidates and advises the Governor whether the prospective candidates are qualified for appointment for those offices. These duties are performed under a compact established with the Governor.

### *Law Office Management*

To serve, protect, foster and promote the personal and professional interests of NJSBA members by providing consultation, education, and programming through the resources of NJSBA lawyers and other professionals who are members of the legal management team. To provide educational opportunities in the administrative, management, leadership and business side of the profession to NJSBA members to enable them to enhance both the quality of legal services delivered and the profession. To foster professionalism and pride in the profession and the NJSBA.

### *Legislative*

Assists the Board of Trustees in the formulation of legislative policy by reviewing section and committee recommendations on legislation. The committee analyzes the legal and political implications of legislation on NJSBA membership and on the public generally.

#### *Meeting Arrangements and Program*

Recommends to the Board of Trustees the selection of site, travel agent, facilities and hotel room rates, as well as a budget, for the Annual and Mid-Year Meetings of the Association, and any other meeting designated by the Board of Trustees as requiring Committee review. Recommends appropriate policies to the Board of Trustees in furtherance of its assigned functions.

#### *Membership*

Develops programs and materials designed to retain and increase Association membership and reviews membership benefit packages. Reviews existing efforts to enhance the image of the Association and of the legal profession.

#### *New Jersey Lawyer Magazine Editorial Board*

Decides editorial policy and content for New Jersey Lawyer, the Association's magazine which is published six times per year, and works closely with the magazine's Managing Editor in the planning of individual issues and the creation of editorial features. Reviews and comments on proposed articles and special issues.

#### *Nominating*

Reviews and nominates candidates for positions on the Association's Board of Trustees, Nominating Committee and delegates to the American Bar Association.

#### *Pro Bono*

Promotes voluntary pro bono activity and develops uniform policy on pro bono assignments.

#### *Professional Responsibility and Unlawful Practice*

Monitors issues that could enhance or detract from an attorney's image as a professional and recommends changes in the state disciplinary system to address those issues. Identifies and analyzes instances of the unlawful practice of law and related issues and seeks mechanisms for acting upon them.

#### Special Committees:

##### *Animal Law*

Provides a forum for members to exchange ideas, study and understand laws, regulations and case law pertaining to all areas of animal law; monitor legislation relating to animals; publish informational brochures on legal issues pertaining to animals; and hold seminars and lectures on various animal law issues.

##### *Antitrust Law*

Monitors developments in antitrust law, provides updates of same and recommends modifications to antitrust-related regulations.

### *Appellate Practice*

Addresses all issues which affect practices and procedures in the Appellate Division and Supreme Court of New Jersey, including, but not limited to, commenting on proposed amendments to court rules; promoting an open and ongoing exchange of views with appellate judges and court administrators; and sponsoring cooperative efforts between the Bench and the Association in order to enhance the quality, effectiveness and efficiency of justice at the appellate level.

### *Automobile Litigation and No Fault*

The Automobile Litigation and No Fault Committee addresses the legal issues and practice related to handling no fault claims, and the practice and trial of auto collision cases. The Committee also monitors and comments on legislation involving automobile insurance, including no-fault, tort thresholds and uninsured/underinsured motorist coverage. The Committee hosts educational programs and meetings in order to exchange information and gain insight into the handling of motor vehicle related matters

### *Aviation Law*

No approved charge.

### *Business and Commercial Litigation*

Continues to examine the need for specialized complementary dispute resolution for business disputes, education of the bench and bar in this area, the continuing goal to create a Business Part in the Law Division of the Superior Court, and to generally work with the courts to ensure that the needs of business clients are being met.

### *Cannabis Law*

The Cannabis Law Committee brings together a group of attorneys who examine the many legal issues – from civil to business to criminal – that will stem from medical, and potential consumer access to cannabis. It will review legislation and make recommendations to the Board of Trustees; suggest *amicus* advocacy positions; inform discussions on Court Rules and other matters that pertain to the regulation of attorneys; produce a newsletter or information on cannabis law; and/or create continuing legal education for attorneys to learn more about this burgeoning field.

### *Class Actions*

Addresses substantive and procedural issues involving class action lawsuits including legislation, programming, rule changes, new filings and settlements and so forth.

### *Consumer Protection Law*

Addresses consumer protection issues and legislation from the consumer's perspective.

### *Election Law*

Monitors developments in election law, including laws pertaining to New Jersey gubernatorial elections, public financing of legislative campaigns, funding for the Election Law Enforcement Commission and campaign disclosure laws regarding various

entities and persons. The committee also makes comments and/or recommendations when appropriate.

*Equity Jurisprudence*

Provides programs designed to improve the skills of Association members when practicing before the General Equity Courts of New Jersey, and facilitates interaction between the General Equity Judiciary and the Association.

*Ethics Diversionary Program*

Develops the structure and content of the Ethics Diversionary Program and monitors the respondents' participation and fulfillment of the program's requirements.

*Fidelity and Surety Law*

Monitors and provides updates on developments in fidelity and surety law, both legislative and judicial, and makes recommendations on proposed changes.

*Franchise Law*

Establishes a forum where practitioners in this specialized area of the law may meet, network, show information and discuss developments and suggest improvements in franchise law.

*Government, Public Sector and Public Interest Lawyers*

Provides a forum for lawyers from all segments of public employment in New Jersey to discuss particular needs and issues related to their area of work.

*Higher Education*

Addresses issues of concern to attorneys representing colleges and universities, including denial of tenure, student discipline, discrimination claims, immigration questions and restriction of commercial speech.

*Insurance Defense*

The Insurance Defense Committee is dedicated to discussing issues of importance to the insurance defense bar, particularly with regard to automobile insurance including no-fault, tort thresholds, uninsured/underinsured motorist coverage and arbitration. The committee will be asked to provide comments to the NJSBA Board of Trustees on pending legislation, potential amicus curiae matters, proposed court rules and any other matter affecting insurance defense.

*Intellectual Property*

Provides information and education on developments in patent, trademark, copyright law and unfair competition.

*Internet and Computer Law*

Develops an understanding of the latest technological developments in computers and laws that govern their operation, and disseminates information on such laws when appropriate.



### *Lawyers in Transition*

The Special Committee on Lawyers in Transition establishes programs and resources geared toward providing career and job services, presenting networking and mentoring opportunities, helping to establish and foster partnership and collaboration among attorneys, developing practical skills and offering needed training. The Committee collaborates with the sections and committees of the New Jersey State Bar Association to supplement and enhance the benefits, programs and services offered.

### *Lawyer Well-Being*

Monitors and promotes the professional well-being of attorneys and proposes programs designed to treat and educate attorneys for positive satisfaction with their lives and careers.

### *Legal Education*

Recommends reforms in legal education and works to maintain and strengthen the working relationship between the Association and area law schools.

### *Malpractice Insurance*

Monitors developments in malpractice insurance law and disseminates information to Association members devoted to loss prevention work.

### *Maritime and Admiralty Law*

No approved charge.

### *Media Law*

Monitors, studies and comments upon developments in or relating to media and communications law with the aim of improving the level of practice, providing continuing legal education opportunities through programs and conferences and disseminating timely information on evolving issues.

### *Medical Malpractice*

Monitors case law and legislative developments in medical malpractice law and disseminates information to Association members.

### *Paralegal*

Encourages the positive development and advancement of the paralegal profession in New Jersey. Promotes opportunities to educate both attorneys and the public on the appropriate use of paralegals in a legal setting. Facilitates continuing legal education for paralegals.

### *Privacy Law*

The Privacy Law Committee provides a forum for discussion and information about sophisticated and practical concepts of privacy law, information security and data protection and how they impact a broad spectrum of law.

*Renewable Energy Cleantech and Climate Change*

The committee monitors ongoing developments in the renewable energy initiatives, green building and energy efficient technologies, and issues related to mitigating the impact of climate change, and how they impact the practice of law.

*School Law*

Monitors developments in education law, provides update of same and recommends modifications to education law-related regulations.

*Securities Litigation and Regulatory Enforcement*

Pursues matters affecting businesses, public companies, broker/dealers and the investing public in New Jersey. Pursues excellence in the practice of securities litigation through cooperative efforts with federal and state law enforcement officials. Encourages positive developments in the law and engages in educating the bar and the public.

*Senior Lawyers*

The Senior Lawyers Special Committee addresses issues of interest to Association members age 60 and over, such as how to practice law more productively and retirement planning, including financial aspects.

*Special Civil Part*

Identifies problems in the Special Civil Part and recommends a remedial course of action, including rule changes, alternative or complementary dispute resolution and greater uniformity.

## **IV.9 Representation**

The following policies shall apply to representation of the Association or any of its divisions, sections, committees or other groups, before any outside entity in any medium, whether it be print, electronic or verbal:

1. The President, or a person designated by the President, shall express the policy or positions of the Association as determined by the Association or by the Board of Trustees and shall make no statements nor take any public positions or actions in conflict with those of the Association. No Division, Section, Committee ("Entity"), other member, or employee may represent the Association or any other Entity thereof before any legislative body, court, governmental agency, or other tribunal, or communicate with any news media or the general public on behalf of the Association, or any other Entity thereof, unless authorized to do so by the Board of Trustees. No Entity, or member thereof, shall communicate any view or position on behalf of said Entity before any legislative body, court, governmental agency or other tribunal, or to any news media or the general public, except in accordance with section 3 of this Article. Whenever representation requires the filing of any report or brief, no such report or brief shall be filed until a copy thereof has been submitted to and approved by the Board of Trustees, or such of its members as the Board of Trustees may designate to act for it.

2. No report, recommendation or other action of any Entity other than the Judicial and Prosecutorial Appointments Committee shall be considered as the action of the Association until it shall have been approved by the Board of Trustees. No Entity or any member thereof shall release any report of such Entity to the public without the approval of the Board of Trustees. The Board of Trustees may authorize an Entity to communicate the view of the Entity upon a finding either that the Association has taken no position on the issue or that the communication does not conflict with the best interests of the Association.

3. An Entity may communicate its view or position before a legislative body, governmental agency, court, or other tribunal, or to the news media in the following circumstances:

(a) The particular communication is approved by the Board of Trustees; or

(b) The matter giving rise to the need for the communication is sufficiently urgent that it cannot await a meeting of the Board of Trustees, and the particular communication is approved by at least a majority of the Executive Committee, provided that for the determination thereof, the Executive Committee may meet by conference call, be assembled in a meeting, or take action electronically, as provided elsewhere in this Policy Manual, and further provided that the matter shall be reported to the Board of Trustees at its next meeting.

The Entity shall in such communication specifically disclaim any representation of the Association in the matter.

4. Members who, when making a public communication, permit themselves to be identified as having an official connection with the Association or one of its Entities, shall, if the Association has determined a policy on the subject matter of the communication, fairly state that policy and, if expressing a view at variance with it, clearly identify the variance as the member's personal views only. If there has not been, or the member has no knowledge of, any such policy determination, the member shall nevertheless identify the communication as their personal views.

#### **IV.10 Meetings**

Any meeting of the Association, including any Board of Trustee, section, committee or division meeting, may be held by conference call or by utilizing any other generally accepted means of communication, so long as (1) it can be verified that each participant is a member of the group that is meeting; (2) each participant has a reasonable opportunity to vote on matters submitted to the group that is meeting; and (3) all meeting attendees can read or hear the proceedings of the meeting and can meaningfully participate. A record of any votes or action taken shall be kept by the group that is meeting.

Any section, committee or division, or the governing body of any section, committee or division, may act on a proposal that is submitted to them by e-mail or other similar means of communication. Those who respond must do so by “replying to all” or taking similar action so everyone can view the response. Action may be taken on the proposal after approved by responses from a majority of those voting, where the number of those voting meets the requisite quorum requirements. If, however, persons constituting 20% or more of a quorum of the voting body object to the action being taken without a regular or special meeting either in-person or using another generally accepted means of communication, then the action on the proposal may not be taken unless and until adopted at such a meeting.

## **Part V Fiscal Policy**

The fiscal financial policies of the New Jersey State Bar Association are a by-product of its bylaws.

### **V.1 Association Budget**

A proposed budget for each fiscal year shall be prepared by the Executive Director and appropriate staff with input from the individuals in charge of each department. The proposed budget shall be reviewed by the President, President-Elect and the Treasurer. The budget shall then be presented to the Finance and Operations Committee for approval by consensus. The Treasurer shall present the budget to the Board of Trustees every year at the March Trustees meeting for consideration to be presented to the membership. The proposed budget shall be published at least one week prior to the Annual Meeting. A public hearing shall be held during the Annual Meeting where the Treasurer presents the budget. At the June Board of Trustees meeting, the budget shall be presented by the Treasurer for final acceptance and implementation by July 1.

#### **1. Section Budgets**

Each NJSBA section shall be allocated funds in the operating budget for each fiscal year, as follows:

- Sections with fewer than 400 members as of July 1 each year shall be allocated \$500 for the fiscal year;
- Sections with between 400 and 800 members as of July 1 each year shall be allocated \$750 for the fiscal year; and
- Sections with greater than 800 members as of July 1 each year shall be allocated \$1000 for the fiscal year.

Such funds may be used toward expenditures that will provide a benefit to the entire section, such as speaker fees, award fees or special rental fees. The Executive Director shall advise each new section chair of the funds allocation and the proper use thereof.

#### **2. Allocation of Section and Division Sponsorship Monies**

Sections or divisions may secure section sponsorship monies to underwrite the cost of a section or division event, with a goal of lowering the cost of the event for the participating members, consistent with the NJSBA's Sponsorship Policy. The allocation of section sponsorship monies, however, shall be as outlined in this policy.

A. "Section sponsorship monies" shall mean contributions that are originated by the section or division and/or its members and are obtained from other entities that are used to underwrite the cost of a specific section or division event. Section sponsorship monies

shall not include other revenue, including revenue from registration fees or sponsorship monies originated by NJSBA staff.

B. This policy shall apply to section sponsorship monies obtained for special general section and division events. It shall not apply to

- routine section or division events;
- any other section or division event either held primarily for the purpose of offering credit or that is sponsored by ICLE;
- section or division meetings held primarily for the purpose of conducting section or division business; or
- Section or division co-sponsored events that are not primarily open to section or division members exclusively.

C. Section sponsorship monies shall be used first and foremost to offset the expenses associated with the event for which they were obtained, with a goal of lowering the cost of the event for participating members. Sections or divisions shall only be entitled to excess sponsorship monies under this policy in instances where total revenues, including revenues from registration fees and other sponsorship monies, exceed the total expenses for the particular event for which section sponsorship monies were obtained.

D. If any section sponsorship monies remain after all of the expenses associated with the event have been paid out of overall event revenues, including registration fees and other sponsorship monies, (“excess section sponsorship monies”), the section or division that originated the section sponsorship monies may retain the excess sponsorship monies to be used for another section or division event(s) within twelve months of the original event. At the end of twelve months, any excess section sponsorship monies remaining shall revert to the NJSBA general treasury. If NJSBA staff also generated sponsorship money for the event, the amount of excess section sponsorship monies retained by the section or division shall reflect the percentage share of total sponsorship monies for the event represented by section sponsorship monies.

E. The NJSBA may use excess section sponsorship monies to reimburse the Association for any losses incurred by the section or division within the current fiscal year or within the twelve months following the originating event.

### **3. Regular Monitoring/Reporting**

The Board of Trustees in conjunction with the Executive Director shall be responsible for monitoring the budget and shall make appropriate recommendations for the improvement in the form thereof. The Board shall receive a copy of the year-to date budget at each of its regularly scheduled meetings. All Officers and Trustees expenses shall be itemized in the budget report. The Board of Trustees shall also receive a separate, detailed financial report for the Annual and Mid-Year Meetings, which details all in kind charges as well as those charges paid by credit card.

## **V.2 Financial Records**

1. The Executive Director shall be responsible for the maintenance of the full and complete records of the financial transactions of the Association. The financial records shall be maintained in accordance with generally accepted accounting principles and shall reflect all details provided in the budget. All expenditures made by Officers and Trustees shall be itemized on the financial statements.
2. Each month a statement of income and expense shall be prepared detailing year to date actual income and expenses as compared to the year to date budget. This report shall be provided to the Board of Trustees.
3. The Association shall retain the services of an independent auditor who shall audit the books and records of the Association on an annual basis. There shall be an Audit Committee, consisting of the Treasurer and three other Association members in good standing who have experience with finances.
4. The certified annual audit prepared by the auditor shall include a Balance Sheet and a Statement of Revenues, Expenses and Fund Balances. A condensed copy of the audit results shall be made available to Association members upon request.
5. Any member of the Association may inspect the financial records of the Association upon reasonable notice and at reasonable times to be determined by the Finance and Operations Committee.

## **V.3 Deposits and Withdrawal of Funds**

1. All receipts of the Association shall be deposited in an account in a banking institution approved by the Board of Trustees. All expenditures of the Association shall be disbursed from that general account. Checks for goods and services shall be signed by the Treasurer and the Executive Director, except that checks under \$1000 may be signed by the Executive Director. Payroll checks shall require two signatures; authorized signatures shall be the Executive Director, Comptroller and any other officer of the Association. A detailed list of all disbursements for each month shall be prepared by staff for the monthly Board of Trustees meetings. All funds including regular and section dues, sponsorships, meeting and all other revenue must be deposited into the general funds of the organization.

All expenditures of the sections shall be disbursed from the NJSBA's general account. All expenditures must be of a reasonable business nature. Payment can be made by two methods:

- (a) forwarding direct vendor invoices for goods and services to the Executive Director for payment; or
- (b) Forwarding an Association reimbursement form, with proper accompanying receipts and documentation, to the Executive Director for payment.

With either method, authorization from the section chair must be obtained in writing prior to submission to the Association for payment.

2. Excess funds shall be deposited by the Comptroller in Investment Accounts, as recommended by the Finance and Operations Committee. The Comptroller shall prepare a Statement of Investments to be presented to the Board of Trustees at each of its regularly scheduled meetings.

3. The appropriate officers of the Association may disburse the funds of the Association in payment of its obligations without prior specific authorization by the Board of Trustees if these obligations have been provided for in the budget, except for contingencies. Express authorization by the Board of Trustees must be obtained prior to the payment of the following expenditures: capital assets costing more than \$5,000 and consulting costs in excess of the budgeted amounts.

4. Overspending in any expense line item which has a corresponding revenue line shall be offset against the revenue line item if there is excess revenue. Budgetary transfers between income statement line items may be made by the Executive Director when overspending occurs in a particular line item. All budgetary transfers shall be reported to the Board of Trustees at their next monthly meeting. A record of all such expenditures shall be maintained for use in preparing subsequent year budgets.

5. In emergency cases, the Executive Committee may approve unbudgeted expenditures up to \$10,000. These expenditures shall be reported to the Board of Trustees at their next monthly meeting.

6. Annually, a budgetary line item called, "Contingencies" shall be established for the purpose of allowing for unanticipated expenditures and overages from other line items.

7. Upon approval by the Board of Trustees, certain unexpended, special purpose funds may be carried over into next year's fiscal budget.

#### **V.4 Fiscal Decision Making**

1. The Treasurer shall be notified immediately in the case of a cash deficit, who in turn, shall immediately notify the Board of Trustees. The Board shall designate the borrowing method, whether short term or long term, to cover the deficit.

2. A projected fiscal year deficit shall be reported immediately to the Board of Trustees by the Treasurer. The Board of Trustees may authorize covering a current deficit with surplus funds from prior years.

3. The sections' budgets policy is subject to change by the Board of Trustees without notice.



**EXHIBIT A**

**New Jersey State Bar Association  
Annual Statement of Disclosure for Conflict of Interest Purposes**

I, \_\_\_\_\_ have read the New Jersey State Bar Association's Conflict of Interest Policy.

To the best of my knowledge and belief, neither I nor any person or organization with whom I have a personal or business relationship is engaged in any transaction or activity that may represent a conflict with my obligations to the NJSBA.

To the best of my knowledge and belief, neither I nor any person or organization with whom I have a personal or business relationship intends to engage in any transaction, to acquire any interest in any organization or entity, or to receive any substantial gift or favor that may represent a conflict with my obligations to the NJSBA.

To the best of my knowledge and belief, I do not expect to receive compensation from the NJSBA, or to receive in excess of \$10,000 annually from the NJSBA for services I provide to the NJSBA as an independent contractor, other than reimbursement of reasonable expenses.

To the best of my knowledge and belief, no member of my family expects to receive any compensation or material financial benefit from the NJSBA.

To the best of my knowledge and belief, I have no family relationship or business relationship with any current member of the Board of Trustees, any officer, or any key employee of the NJSBA.

Any exception to the statements made herein are disclosed in full below.

Without Exception \_\_\_\_ (initial)

With Exception as Described Below \_\_\_\_ (initial)

Signature \_\_\_\_\_ Date \_\_\_\_\_

**EXHIBIT B**

**DOCUMENT RETENTION SCHEDULE**

Type of Record	Period of Retention
<b>Corporate Records</b> – Articles of Incorporation, Bylaws, Board of Trustee meeting materials*, Board of Trustee minutes, Board policies, licenses/permits, trademark/copyright documents	Permanent  *original Board and Executive Committee Meeting materials shall be maintained for three years after each meeting; at least one copy shall be maintained permanently
<b>Accounting Records</b>	7 years unless otherwise noted
Annual Audit documents and audited financial statements	Permanent
Tax Exemption Documents	Permanent
IRS Rulings	Permanent
<b>Personnel Records</b>	
Personnel Files (including employee name, address, social security number, job description, dates of hire and termination/separation, evaluations, compensation information, promotion records, disciplinary matters)	7 years after employee separation
Job Descriptions	7 years after superseded
Employment Records Relating to Non- Hired Applicants	3 years
INS Form I-9	3 years from date of hire or one year after separation, whichever is longer
Payroll Records (including deduction and withholding authorizations and statements, w-2 and w-4 forms, garnishment records)	7 years
Benefits summaries (SPD for Medical, Dental, Vision Insurance)	Permanent
Benefit Records (open enrollment forms)	7 years
Life Insurance Plan Documents	Permanent
Life Insurance Records – Individuals	7 years after distribution of all benefits payable with respect to Participant’s account
Retirement and Pension Plan Documents	Permanent
Retirement and Pension Records – Individual Accounts	7 years after distribution of all benefits payable with respect to Participant’s account
Contracts	7 years past date of expiration/termination
Insurance Policies	10 years after expiration

<b>Litigation Records</b>	3 years after date of last appeal
<b>Amicus Briefs</b>	Permanent
<b>General Correspondence/Chron Files</b>	3 years
<b>Nominating Committee Information</b>	Officers & Trustees -- 7 years past first year of nomination  ABA Delegates – 11 years past first year of nomination  Nominating Committee Members – 3 years past first year of nomination
<b>JPAC Information</b>	8 years
<b>Routine Section/Committee Reports/Correspondence</b>	5 years
<b>Committee Appointment Correspondence</b>	3 years after first appointment
<b>Election Information</b>	1 year
<b>NJSBA Publications</b>	At least one copy permanently
<b>Computer Network Files/Mailboxes/Computer Hard Drive Data Upon Employee Separation/Termination</b>	3 years following employee separation
<b>Chron Files (President/Executive Director/Department Heads)</b>	5 years