

**BYLAWS OF THE DISPUTE RESOLUTION SECTION  
OF THE NEW JERSEY STATE BAR ASSOCIATION**

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**Article I**

**Name and Purpose**

**Section 1.** This Section shall be known as the Dispute Resolution Section of the New Jersey State Bar Association (the “NJSBA”).

**Section 2.** The purpose of the Section shall be a) to stimulate the interest of members of the New Jersey Bar and the public and to inform and educate them regarding developments in the Court Rules, decisions, procedure and practice concerning all areas of alternative dispute resolution including, but not limited to, Complementary Dispute Resolution under the New Jersey Rules of Court and to encourage and promote the inclusion of mediators, arbitrators and neutrals with varied backgrounds and diversity; b) to study the case law, legislation, Court Rules and regulations affecting these areas and to recommend substantive and procedural improvements in the law to the Section and the NJSBA.

**Section 3.** This Section shall be organized and conducted in all respects subject to the Constitution and bylaws of the NJSBA, and no action of this Section shall be construed to determine the NJSBA’s policy, nor shall any recommendations or resolutions of the Section be acted upon or publicized until after approval by or permission of the NJSBA.

**Article II**

**Membership**

**Section 1.** The membership of the Section shall consist of all members of the NJSBA who shall signify their desire, in writing, to become members of this Section, and who shall pay section dues in an amount determined by the NJSBA Board from time to time. Section dues shall be payable at the same time and in the same manner as NJSBA dues.

**Article III**

**Board of Directors**

**Section 1.** The Board of Directors shall have full power to direct the activities and affairs of the Section, subject to the Bylaws of the NJSBA.

**Section 2.** The Board of Directors shall consist of the Officers of the Section and Directors consisting of 21 persons, all of whom shall be members of the Section.

**Section 3.** The Directors shall be elected by a majority vote of the members of the Section present at the Annual Meeting of the NJSBA. Nominees for the Board of Directors shall be designated by the standing Nominating Committee and disseminated to the general membership prior to the Annual Meeting as prescribed by Article VIII of these Bylaws.

**Section 4.** The term of office for Directors shall be three (3) years beginning at the close of the Annual Meeting and continuing until the close of the third Annual Meeting of the NJSBA or until their successors have been elected and qualified. One-third (seven) of the 21 Directors (other than the Officers) shall be elected by the members of the Section at each Annual Meeting.

Of the seven (7) candidates to be proposed for the office of Director each year, no fewer than two (2) shall be persons who have never before served a three (3) year term (including an unexpired term served in excess of one (1) year).

Except for officers, no director may be elected to serve more than two (2) consecutive full terms, including the time served as a Director by virtue of filling an unexpired term; provided such unexpired term served is in excess of one (1) year. However, the Nominating Committee shall be vested with discretion to waive the two term limit in order to nominate a Director who would otherwise be precluded in the event that there are unfilled vacancies for which no other candidates have applied. A director who has served two (2) consecutive terms is eligible to be nominated to the Board again after one year off of the Board.

**Section 5.** There shall be a minimum of four (4) meetings of the Board of Directors within the twelve (12) month period after the Annual Meeting of the NJSBA and exclusive of the Annual Meeting. Special meetings may be held at such times and places as the Chair, or a majority of the Board of Directors, may deem necessary, or upon the request of twenty (20) members of the Section submitted in writing to the Secretary. No less than ten (10) days' notice of the time, place and purpose of the special meeting shall be given to all members by posting on CommunityNet. Eleven (11) members of the Board of Directors shall constitute a quorum at any regular or special meetings of the Board. Participation by telephone shall constitute presence at the meeting for purposes of a quorum and shall be counted as attendance at the meeting. Meetings may be conducted by teleconference or video conference, if available.

**Section 6.** A Director may be removed for cause by a vote of two-thirds of the entire Board of Directors and such seat shall be declared vacant. No action to remove a member of the Board shall be taken until after the Secretary of the Section shall have given prior written notice to such Director stating the grounds for removal and a due opportunity for a hearing.

**Section 7.** Whenever any vacancy or opening shall occur in the Board of Directors by reason of death, resignation, removal, by an increase in the authorized number of Directors, or by reason of a director becoming an Officer, the Board of Directors shall, by resolution adopted by a majority of the entire remaining Board, appoint a member of the Section to fill the vacancy at a meeting called for that purpose. The person so chosen shall hold office until the next Annual Meeting at which time the unexpired term shall be filled and the successor duly elected and qualified.

## **Article IV**

### **Officers**

**Section 1.** The officers of the Section shall be the Chair, Chair-Elect, Vice-Chair, Secretary and Immediate Past Chair.

**Section 2.** The Chair shall be the Chair-Elect of the immediately preceding year. The Chair shall be Chair of the Board of Directors.

**Section 3.** From the membership of the Board of Directors the Section shall elect the Chair-Elect, the Vice-Chair and the Secretary; the Vice-Chair and the Secretary shall respectively serve as Vice-Chair and Secretary of the Board of Directors. The fact that that a person has served two (2) consecutive terms as a Director shall not preclude or disqualify such person from serving as an Officer of the Section.

**Section 4.** Officers shall be elected in a manner herein provided at the Annual Meeting and shall hold office for one (1) year beginning at the close of the Annual Meeting and continuing until the close of the next Annual Meeting or until their successors has been elected and qualified. No officer may serve in the same position more than two (2) consecutive years.

**Section 5.** The Board of Directors may at any time remove an Officer for cause by a vote of two-thirds of the entire Board of Directors. No action to remove an Officer shall be commenced until after the Secretary of the Section shall have given written notice to such Officer stating the grounds for removal and after due opportunity for a hearing.

**Section 6.** Except in the case of the Chair a vacancy occurring in an office shall be filled for the unexpired term by appointment of a majority of the Board of Directors present at a meeting called for that purpose. Service of the remaining unexpired term shall not be considered a full term for the purpose of limiting the terms during which an Officer can serve unless such service begins within

three (3) months of the commencement of the original term. In the event of a vacancy in the Chair, the Chair-Elect shall succeed to the position of Chair. Such succession to the Chair shall be considered a full term for the purpose of limiting the term which an Officer can serve if succession takes place within the first six (6) months following the close of the Annual Meeting of the NJSBA.

## **Article V**

### **Duties of Officers**

**Section 1.** The Chair shall preside at all meetings of the Section and Board of Directors, appoint the chairs of the various committees, assist the chairs in the selection of special committee membership, formulate and present at each Annual Meeting of the NJSBA a report of the work of the Section for the year then past, and further pursue such other duties and acts as usually pertain to such office. The Chair shall also serve ex-officio as a member without vote of the various committees of the Section.

**Section 2.** The Chair-Elect shall, in the absence of the Chair, perform the duties of the Chair or, in the event of the death, resignation or disability of the Chair, the Chair-Elect shall succeed to the office of Chair. In addition, the Chair-Elect shall head the Programming Committee and assist in formulating and arranging the programs for the following term. The Chair-Elect shall perform such other duties as the Chair shall designate from time to time. The Chair-Elect shall succeed to the Chair of the Section for the following term, without the need for another election to that office.

**Section 3.** The Secretary shall record the minutes of Board meetings. In the Secretary's absence, another Section Officer may take the minutes of the Board meeting. The Secretary shall cause the Board meeting minutes, and other Section papers and records that come into the possession of the Secretary, to be placed on the Section's CommunityNet site. All Board meeting minutes and any other Section papers and records shall be the property of the Section

**Section 4.** The Vice-Chair shall assist the Chair-Elect in arranging for programs of the meetings of the Section and shall perform such other duties as the Chair shall designate from time to time. In the event of absence of the Chair and Chair-Elect, the Vice-Chair shall temporarily perform the duties of the Chair.

**Section 5.** The Immediate Past Chair shall give assistance and support to the Chair when requested, shall serve as liaison between the Section and other Sections and Committees of the NJSBA, and shall serve on the Nominating Committee as set forth in these Bylaws and perform such other duties as may be assigned by the Chair.

## **Article VI**

## **Nomination and Election of Officers and Directors**

**Section 1.** There shall be a Nominating Committee comprised of seven (7) members, as follows: the Immediate Past Chair, four (4) members of the Board of Directors, and two (2) members of the Section. The Chair shall appoint the four (4) members of the Board of Directors and the two (2) members of the Section to the Committee and shall designate a chair from among those members. It shall be the duty of the Nominating Committee to nominate candidates for Chair-Elect, Vice Chair, Secretary and candidates for each seat on the Board of Directors to be filled pursuant to Article III, Section 4.

**Section 2.** At least sixty (60) days prior to the Annual Meeting, the Nominating Committee shall make a report of its "slate" which shall be disseminated to the membership of the Section in the notice and/or publication of the Annual Meeting using the CommunityNet email distribution system. No fewer than thirty (30) days prior to the Annual Meeting, any independent candidate for the Board of Directors may submit a written petition to the Secretary, containing the signatures of no fewer than fifteen Section members. In the event of a contested election, a ballot shall be sent to the members of the Section at least fifteen (15) days prior to the Annual Meeting by way of CommunityNet or any other method deemed appropriate by the Board of Directors.

**Section 3.** Whenever there shall be sufficient nominees to create a contest for a particular office or seat on the Board of Directors, a vote shall be taken by written ballot at the Annual Meeting and the candidate with the highest number of votes shall be deemed elected. If there is no contest for any position, no ballot shall be submitted and the nominees shall be considered elected by acclamation.

## **Article VII**

### **Meetings of the Section**

**Section 1.** The Annual Meeting of the membership of the Section shall take place concurrent with the Annual Meeting of the NJSBA, unless the Board of Directors shall designate an alternative time and place within ninety (90) days prior to the Annual Meeting. Regular meetings may be called at the discretion of the Chair.

**Section 2.** Special meetings of the membership of the Section may be called as set forth in Article III, Section 5.

**Section 3.** Eleven (11) members of the Section, present at any regular or special meeting, shall constitute a quorum for the transaction of business.

**Section 4.** Unless any provision of the Bylaws requires otherwise, any action by majority vote of the members of the Section at which a quorum is present shall be binding upon the Section.

## **Article VIII**

### **Committees**

-Whenever possible each committee should include members of the Section who are not Directors. In addition, whenever possible each committee should reflect the diversity of the membership as a whole.

Section 1. Standing Committees. There shall be the following standing committees:

- (a) A Nominating Committee as set forth in Article VI;
- (b) A Program Committee to devise, formulate and arrange for programming for Section meetings, including the meeting calendar, meeting events, Continuing Legal Education programs, and joint meetings with other Sections of the NJSBA and other dispute resolution organizations, for the next term commencing at the conclusion of the Annual Meeting. The Committee shall consist of the Chair-Elect and the Vice Chair for the current term and such other members as may be appointed by the Chair;
- (c) A Legislative and Court Rule Committee to review pending legislation or rule changes of concern to the Section and report same to the Board of Directors, which after full discussion and vote as to same, may make appropriate recommendations to the NJSBA Board of Trustees. In the event that emergency action is needed, the Chair in its discretion may convene a special meeting of the Board of Directors telephonically for this purpose;
- (d) An Awards Committee to review nominations for the Boskey Award and the Distinguished Service Award and report the committee's recommendations to the Board. (e) A Membership Committee whose function shall be to explore avenues to increase membership as well as to enhance the active participation of current Section members.

**Section 2.** Special Committees. Special committees may be created by the Chair with the approval of the Board of Directors, provided that the existence of the special committee shall terminate at the end of the next Annual Meeting following its creation, unless expressly continued.

## **Article IX**

### **Amendments**

**Section 1.** These Bylaws may be amended at any meeting of the Section by a majority vote of the members of the Section present and a majority vote of the Board of Directors, on at least ten (10) days prior notice distributed to the Section membership by CommunityNet or other appropriate

means, stating the proposed amendments to the Bylaws, and an explanation of the purpose of the amendment.

**Section 2.** No amendments to these Bylaws shall take effect until approved by the Trustees of the NJSBA .

Approved April 2019