

## BYLAWS OF THE SOLO AND SMALL FIRM 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 “Solo and Small Firm Section” (hereinafter “the Section”) of the New Jersey State Bar Association (hereinafter “NJSBA”).

Section 2. The purpose of the Section shall be to promote the objectives of the NJSBA by and amongst solo practitioners and small firms within the general practice of law.

To this stated end, the Section shall endeavor to stimulate the interest of its members and the Bar Association members at large in the management, development and promotion of the interests of solo practitioners and small firms. As solo and small firms cover a multitude of practice areas, including the general practice of law, the goals of this section shall include: promoting general knowledge surrounding the practice of law in, all areas, including law office management, administration and economics, and all specialty fields of the practice of importance to solo practitioners, small firms and the general practitioner. The Section shall further its end by providing for the dissemination of information and knowledge, by holding forums, seminars, conferences, and institutes for the education of the members, and for the discussion of problems and questions relating to all aspects of solo and small firm practice, as well as the general practice of law.

### Article II: Membership

Section 1. The membership of the Section shall consist of all members of the New Jersey State Bar Association who shall signify their desire, in writing, to become members of this Section, and who shall pay Section dues in an amount and manner as determined by the NJSBA Board of Trustees.

### Article III: Executive Committee

Section 1. The Section shall be governed by an Executive Committee who shall have full power to direct the activities and affairs of the Section, subject only to the direction of the Trustees of the NJSBA. Between the meetings of the Section membership, as referred to in Article VII, Section 1, the Executive Committee shall act on behalf of the Section. However, the Executive Committee shall not have the authority to conduct elections or amend these bylaws without approval of the Section members at a meeting, unless otherwise specifically provided for in these bylaws.

Section 2. The Executive Committee shall consist of 10 members of the Section. It shall include the Section officers, which consist of the Chair, the Vice-Chair and the Secretary, as well as seven Directors. One Director shall be Immediate Past Chair of the Section. Two Directors shall be appointed, one by the Chair and one by the Immediate Past Chair. One of the appointed Directors shall be a member in good standing of the Young Lawyers Division. The remaining Directors shall be elected by the members of the Section present at the Annual Meeting of the Section, to fill vacancies created by any elected Directors whose terms are expiring at that Annual Meeting. Each Director other than the Immediate Past Chair shall serve for a term of two years; the Immediate Past Chair shall serve a term of one year. The Directors other than the Immediate Past Chair shall be divided into two classes of three Directors each, whose terms will be staggered such that the term of each class shall expire in alternating years. In order to put this into effect, the term of two currently serving elected Directors (chosen by lot) shall be shortened to expire at the 2014 Annual Meeting of the Section, and the term of one of the two Directors appointed by the Chair elected at the 2014 Annual Meeting of the Section shall be one year. The term of the Directors elected to fill the vacancies thus created at the 2014 Annual Meeting of the Section shall be two years. The term of any Directors appointed by later-elected Chairs shall be two years.

Section 3. The number of elected Directors may be increased by a majority vote of the members of the Section, and each directorship created shall be assigned to one or the other class such that the number of directorships in each class shall be as equal as possible. Any newly created directorships may be filled in accordance with Section 7 of this Article until the next Annual Meeting of the Section, at which the members of the Section shall elect Directors to fill such directorships. The initial elected term of each such directorship will expire when the term of the class to which it has been assigned expires, even if this is less than two years after election.

Section 4. At least 90 days prior to each Annual Meeting of the Section, the Chair shall: appoint a Nominating Committee consisting of at least three persons, all of whom shall be actively involved in one or more committees, provided however, that a majority of such persons shall not be members of the then existing Executive Committee. The Nominating Committee shall inform the members of the Section that nominations are open and of the positions on the Executive Committee for which nominations are sought, the identity of the Chair of the Nominating Committee, and the method by which nominations may be made. The Nominating Committee shall take nominations from the membership for members of the Executive Committee to succeed those whose terms will expire at the Annual Meeting, and to fill vacancies then existing for unexpired terms. Nominations must be submitted by members at least 60 days prior to the Annual Meeting of the Section. Nominations may be submitted to the Secretary of the Section or the Chair of the Nominating Committee. At least 45 days prior to the Annual Meeting of the Section the Nominating Committee shall review all nominations and make a report to the members of the Section recommending one nominee for each open position. No later than 35 days prior to the Annual Meeting, a nominee for any open position who was not recommended by the Nominating Committee may notify the Nominating Committee that he or she wishes to contest the election for such position, in which event the Nominating

Committee shall at least 30 days before the Annual Meeting notify the membership that the election for such position or positions is contested, and shall disclose to the membership the names of all the persons standing for election for such position. At the Annual Meeting, the Section shall vote separately on each contested position by voting for either the candidate recommended by the Nominating Committee or one of the contesting candidates. The Section shall also accept or reject, by way of majority vote, the Nominating Committee's report as to any uncontested positions. If the report as to uncontested positions is accepted, the nominees recommended shall assume their respective Executive Committee positions at the close of the Annual Meeting. If such report is rejected, the Section shall conduct elections for each uncontested position as if it were contested. A candidate for an open position on the Executive Committee must receive a majority vote of the Section members present at the Annual Meeting of the Section in order to be elected. If no candidate for a position receives a majority vote on the first ballot, the two candidates receiving the highest number of votes in the first ballot shall contest for the position in a run-off ballot.

Section 5. The Executive Committee shall meet regularly and no less frequently than every alternate month at such times and places as the Executive Committee shall determine. Special meetings may be called by the Chair upon five days written notice, or upon request of four members of the Board not less than five days after service of said request on the Chair and the Executive Committee. Meetings may be conducted by telephone conference, web-based conference (such as a webinar-type media) or any other means of communication by which all members are able to hear or otherwise communicate effectively with each other, at the direction of the Chair or a request of a majority of the Executive Committee, but such a meeting must be in compliance with applicable notice provisions.

Section 6. A majority of the Executive Committee, present at any regular or special meeting, shall constitute a quorum for the transaction of Executive Committee business. A majority vote of the members present shall bind the Executive Committee.

Section 7. The Executive Committee by resolution, adopted by a majority of the entire Committee, may appoint a member of the Section to fill any vacancy in its membership (including any vacancy in the position of any officer) or any directorship resulting from an increase in the number of Directors. A Director so appointed shall hold office until the next Annual Meeting of the Section and until his or her successor shall have been elected.

#### Article IV: Officers

Section 1. The Officers of this Section shall be a Chair, a Vice-Chair and a Secretary.

Section 2. The Chair, Vice-Chair, and Secretary, respectively, shall also be Chair, Vice-Chair and Secretary of the Executive Committee.

Section 3. The Secretary shall be elected by the membership at the Annual Meeting of the Section by a majority vote of the Section members present. Upon the election of the Secretary, the immediate past Secretary shall succeed to the office of Vice-Chair, and the immediate past Vice-Chair shall succeed to the office of Chair. The term of office for all Officers shall be one year and until their successors shall be elected or appointed as herein provided. No Officer may serve more than two years consecutively in any one office, without the approval of the NJSBA Board of Trustees.

Section 4. The Executive Committee may at any time, by resolution, remove any Officer for cause; provided, however, that a vote of two-thirds of the whole Executive Committee shall be required for the removal of any Officer. The Executive Committee must present its resolution for removal, and reasons for such, of an Officer to the membership at a Section Meeting prior to voting on removal.

Section 5. The Vice-Chair shall act as Chair during any period of temporary vacancy in the office of Chair, for whatever reason. In the event of the removal, death, resignation or disability of the Chair, the Vice-Chair shall succeed to the office of Chair for the unexpired term of the Chair. In the event of succession of the Vice-Chair in accordance with the preceding sentence, the Secretary shall succeed to the office of Vice-Chair for the unexpired term of the Vice-Chair, and the office of Secretary shall be filled for the unexpired term by appointment by a majority vote of the Executive Committee. The office of Secretary shall be considered vacant as of the end of such term.

#### Article V: Duties of Officers

Section 1. The Chair shall preside at all meetings of the Section and the Executive Committee, appoint the Directors as outlined in Article III appoint the chairs of all standing and special committees, be an ex officio member of all standing and special committees and shall formulate and present at each Annual Meeting of the New Jersey State Bar Association a report of the work of the Section for the year then past, and shall further perform and pursue such other duties and acts as usually pertain to such office.

Section 2. The Vice-Chair, in the absence of the Chair, shall perform the duties of the Chair. The Vice-Chair shall also carry out those duties and responsibilities delegated by the Chair.

Section 3. The Secretary shall be the custodian of all books, papers, documents and other records which are the property of the Section and shall keep a true record of all proceedings and be responsible for the publication and distribution of any periodicals or bulletins prepared by the Section and for dissemination from time to time to the membership information concerning the activities of the Section.

#### Article VI: Committees

Section 1. The Executive Committee by resolution may establish, modify or discontinue any standing or special committees of the Section, and may define the purposes of such committees and the eligibility for membership thereon.

Section 2. The Chair of this Section will make appointments to the standing and any special committees and shall annually appoint a chair to each committee. The chairs of these standing and special committees shall be considered Directors ex officio and shall have the right to attend all Executive Committee meetings, but not to vote unless they have been elected as Directors at an Annual Meeting.

#### Article VII: Meetings of the Membership

Section 1. The annual meeting of the membership of the Section shall be held at the time and place of the Annual Meeting of the NJSBA. At least one other meeting of the membership of the Section shall be held each year. The program or order of business for any regularly scheduled Section meeting shall be fixed by the Chair. Robert's Rules of Order shall be used for guidance in the conduct of said meetings. However, if necessary for the Section to conduct business, said rules may be relaxed upon a vote of the majority of the members present at any meeting.

Section 2. Special Meetings of the membership of the Section may be called by the Chair or by majority vote of the Executive Committee. The time and place of such meeting shall be set by the Chair or a majority of the Executive Committee based upon which called the Special Meeting.

Section 3. Nine (9) members of the Section, present at any meeting, regardless of meeting type, shall constitute a quorum for the transaction of business.

Section 4. A majority vote of the members at a meeting, that has a quorum, is required for action to bind the Section. The term "members" includes Executive Committee members.

Section 5. Meetings of the membership may occur by telephone conference call, web-based conference, or any other means of communication by which all members are able to hear or otherwise communicate effectively with each other, at the direction of the Chair or at the request of a majority of the Executive Committee or at least nine (9) members. Votes may occur either at physical meetings (in writing, by show of hands or by voice), via conference call or through electronic vote or such other state of the art means as consistent with this bylaw. Any meeting, or any action taken at any meeting, regardless of medium, must comply with Article VII, Sections 3 and 4.

#### Article VIII: Section Dues

Membership in the Section and the holding of any directorship, office or post on any

committee shall be conditioned upon the payment of the prescribed annual dues for the Section.

#### Article IX: Amendments

Section 1. An amendment to these bylaws may be initiated on a member's motion at any meeting of the Section, and requires a majority vote of the members of the Section present for approval, provided that notice of such motion proposing the amendment(s) is transmitted to Section members at least 14 days prior to said meeting.

Section 2. An amendment to these bylaws may also be initiated by the Executive Committee at any time subject to ratification by the members of the Section. The amendments to be ratified shall be published and voted upon in accordance with Section 1 of this Article.

#### Article X

This Section shall be organized and conducted in all respects subject to the Constitution and bylaws of the NJSBA, and no action of the Section shall be construed to determine the Association's policy, nor shall any recommendations or resolutions of the Section be publicized until after approval by the NJSBA.