

BYLAWS OF WOMEN IN THE PROFESSION SECTION  
OF THE NEW JERSEY STATE BAR ASSOCIATION

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Article I

Name and Purpose

Section 1. This Section of the New Jersey State Bar Association (the "NJSBA") shall be known as the Women in the Profession Section.

Section 2. The purposes of this Section shall be to promote the objectives of diversity and gender equity and to address the interests and concerns of women attorneys of the NJSBA through the holding of programs and forum.

To achieve this stated end, this Section shall endeavor to stimulate the interest and support of its members and members of the NJSBA in promoting diversity and gender equity and shall disseminate knowledge and information, raise awareness, hold programs and forum, study proposed changes in the laws, administrative rulings, regulations, rules, decisions and procedures of the United States the State of New Jersey, and the NJSBA which particularly affect women and report to the NJSBA the Section's recommendations of what action, if any, the NJSBA should take.

Article II

Membership

Membership in this Section shall consist of all members of the NJSBA who shall signify their desire in writing to become a member of this Section and who shall pay section dues in an amount to be set by the NJSBA. Section dues shall be payable at the same time and in the same manner as NJSBA dues.

Article III

Officers and Trustees

Section 1. The Officers of the Section shall be the Chair, Chair-Elect, Vice Chair, Secretary, and Immediate Past Chair. Officers shall be elected in a manner hereinafter provided at the annual meeting of the Section and shall hold office for a term of one (1) year beginning at the close of the Annual Meeting of the NJSBA and continuing until the close of the next Annual Meeting of the NJSBA, or until their successors shall have been elected and qualified. No officer may serve in the same position for more than two (2) consecutive years.

Section 2. The Board of Trustees shall consist of the Officers of the Section, the Past Chairs of the Section who have continued active participation in the Section (active participation being considered to be attendance at fifty percent (50%) or more of the Business Meetings and/or Board Meetings of the Section) and not less than ten (10) nor more than twenty (20) Trustees representing a cross-section of areas of practice. Trustees shall be elected in a manner hereinafter provided at the annual meeting of the Section and shall hold office for a term of two (2) years beginning at the close of the Annual Meeting of the NJSBA and continuing until the close of the second next Annual Meeting of the NJSBA, or until their successors shall have been elected and qualified. No Trustee may serve more than three (3) consecutive terms.

Section 3. Any officer or trustee who fails to attend three consecutive Board meetings or four Board meetings in any twelve (12) month period, may be removed as a member of the Board by

a two-thirds vote of the entire membership of the Board after due opportunity for a hearing. No action to remove a member of the Board shall be commenced until after the Secretary of the Section has given written notice of this Bylaw provision to such officer or trustee. Such notice will not issue prior to the member of the Board having missed a minimum of two (2) consecutive meetings.

Section 4. There shall be a minimum of four (4) meetings of the Board of Trustees or of the Section membership within the twelve (12) month period after the Annual Meeting of the NJSBA and exclusive of the Meeting. A majority of the Board of Trustees 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.

Section 5. There shall be a legislative chair of the Section. The legislative chair shall be the chair of the Section's legislative committee appointed by the Chair of the Section pursuant to Article IX.

#### Article IV

##### Executive Committee

Section 1. There shall be an Executive Committee which shall consist of the officers, the legislative chair and three (3) additional members of the Board, who shall be appointed to serve on the Executive Board by the Chair of the Section. The Executive Committee shall have full power and authority in the interval between meetings of the Board of Trustees to do all acts and to perform all functions which the Board itself might do, subject to the direction of the Board of Trustees.

Section 2. The Executive Committee shall manage the day to day affairs of the Section but shall not take any position as to legislation, resolutions to the NJSBA or judicial decisions.

Section 3. Meetings of the Executive Committee shall be held upon the call of the Chair upon such notice, written or oral, and at such times and places as may be determined by the Chair. Action of the Executive Committee shall be by majority vote of the members present. A quorum shall consist of six (6) members of the Executive Committee.

#### Article V

##### Nomination and Election of Officers and Trustees

Section 1. There shall be a Nominating Committee consisting of three members of the Section appointed by the Chair and the two most recent Immediate Past Chairs who are willing and eligible to serve. The most recent immediate past chair serving on the Nominating Committee shall be its chair. It shall be the duty of the Nominating Committee to nominate candidates for Chair-Elect, Vice Chair, Secretary and Trustee of the Section.

Section 2. A report of the Nominating Committee shall be filed with the Secretary of the Section at least sixty (60) days prior to the Annual Meeting of the Section. Said report shall be distributed to all members of the Section. Any fifteen (15) members of the Section may nominate officers or trustees by filing a petition, in writing, with the Secretary of the Section at least thirty (30) days prior to the Annual Meeting. In the event of a contested election, a notice of the contest shall be circulated to the members of the Section ten (10) days prior to the Annual Meeting.

Section 3. Whenever there shall be sufficient nominees to create a contest for a particular office or seat on the Board of Trustees, a vote shall be taken by written ballot at the Annual Meeting of the Section and the candidate with the highest number of votes shall be declared elected.

If there is no contest for any position, no ballot shall be submitted and the nominees shall be considered elected by acclamation.

Section 4. Whenever there is a contest for any office or for a seat on the Board of Trustees, the Chair shall appoint an Election Committee of three members of the Section who shall supervise the receipt of and the counting of the ballots and who shall decide any controversy relating to the election.

## Article VI

### Duties of Officers

Section 1. The Chair shall preside at all meetings of the Section, the Board of Trustees and the Executive Committee; shall formulate and present at each Annual Meeting of the Section, a written report on the work of the Section for the past year; shall appoint the chairs and members of the various committees of the Section and shall perform such other duties and acts as usually pertain to the office. The Chair, with the advice and consent of the Board, shall appoint the delegates to the General Council.

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 shall succeed to the office of Chair. 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 for the following term without another election to that office.

Section 3. The Vice Chair shall be responsible for arranging programs for the various meetings of the Section and shall perform such other duties as the Chair shall designate from time to time. In the event of the absence of the Chair and Chair-Elect, the Vice Chair shall perform the duties of the Chair, but shall not automatically succeed to the office of Chair or Chair-Elect.

Section 4. The Secretary shall be the custodian of the books, papers and documents of the Section, shall keep a true record of all proceedings of the Section, the Board of Trustees, and the Executive Committee of the Section and shall be responsible for the giving of all notices required by these Bylaws.

Section 5. The Immediate Past Chair shall serve as liaison between this Section and the other Sections and Committees of the NJSBA and perform such other duties as may be assigned by the Chair.

## Article VII

### Vacancies

Except in the case of the Chair, a vacancy on the Board of Trustees shall be filled for the balance of the unexpired term by majority vote of the members of the Board 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 or trustee 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 VIII

### Meetings of the Section

Section 1. Annual and Regular Meetings. The Annual Meeting of the Section shall take place at the same time and place as the Annual Meeting of the NJSBA, unless the Executive Committee shall designate an alternative time and place. In that event, the meeting shall take place within ninety (90) days prior to the Annual Meeting of the NJSBA. Regular meetings may be called at the discretion of the Chair.

Section 2. Special Meetings. Special meetings of the Section may be held at such times and places as the Chair, or a majority of the Board of Trustees may deem necessary or upon the request of twenty (20) members of the Section submitted in writing to the Secretary. The Secretary shall give at least eight (8) days' notice of the time, place and purpose of the special meeting to all members by regular mail or email and posting on Community Net or any successor forum.

Section 3. Quorum. Fifteen (15) members of the Section present at any regular or special meeting of the Section shall constitute a quorum for the transaction of business. Action by the Section shall be by majority vote of the members of the Section present at such meeting and such action shall be binding upon the Section.

## Article IX

### Committees

Section 1. Standing Committees. There shall be five (5) standing committees:

- (a) A Nominating Committee as set forth in Article V;
- (b) A Legislative Committee whose duty it shall be to review legislation pending before the New Jersey State Legislature and to report to the Board of Trustees its position on any legislation which affects or is of concern to women in the profession;
- (c) A Newsletter Committee whose duty is to prepare a minimum of two (2) newsletters per year;
- (D) A CLE Committee, whose duty is to coordinate at least three CLE events for the Section each year; and
- (e) An Event Committee, whose duty is to coordinate at least four section networking events each year.

Unless otherwise specified elsewhere in these bylaws, each Committee shall consist of at least three (3) but no more than (5) members appointed by the chair. At least two (2) members of each Committee must also be a member of the Board of the Trustees, and at least one member must be from the general section membership.

Section 2. Special Committees. Special Committees may be created by the Executive Committee with the approval of the Board of Trustees or by the Board of Trustees, provided that the existence of any special committee shall terminate at the end of the next annual meeting following its creation unless expressly continued by the Board of Trustees.

Section 3. Term. The Chairperson and members of each Committee shall serve at the pleasure of the Chair.

## Article X

### General Council

The Board of Trustees shall appoint delegates to the General Council of the NJSBA as provided by Article VI of the Bylaws of the NJSBA.

## Article XI

### Liaisons

The Chair shall, with the advice and consent of the Board of Trustees, appoint members of the Section to serve as liaisons to those other Sections, Committees or Divisions of the NJSBA or any other NJSBA group with whom such reciprocal liaison shall be established.

## Article XII

### Public Position

No public position on any issue shall be taken by this Section without the prior approval of the NJSBA Board of Trustees.

## Article XIII

### Sponsorships/Endorsements

Section 1. Sponsorship of a Section member seeking a section/committee seat on the NJSBA Board of Trustees or Endorsement of a candidate seeking a contested position with the NJSBA may be issued if approved by a majority vote of a quorum of either the entire Section, consistent with the Bylaws and policies of the NJSBA. The decision as to whether the Sponsorship/Endorsements will be decided by a vote of the Board of Trustees or the entire Section will be made by the Chair of the Section with the advice and counsel of the Executive Board.

Section 2. No member of the Section may cast a vote in connection with the issuance of an Endorsement by the Section if that member has failed to attend at least two of the five most recent Business Meetings of the Section.

Section 3. In determining whether to sponsor or endorse a candidate on behalf of the Section, members of the Section or its governing body shall consider all appropriate factors, including but not limited to, service to the Section, attendance at and participation in Section meetings and/or Section governance, dedication to the goals and objectives of the Section, and the goal of bringing into the NJSBA's leadership broad and diverse representation of all segments of the Bar.

## Article XIV

### Amendments

Section 1. The Bylaws may be amended at any meeting of the Section by a majority vote of the members of the Section present, upon ten (10) days written notice to the members of the Section. Such written notice shall contain the proposed amendment, the present language of the Bylaws and an explanation of the purpose of the amendment. Alternatively, the Bylaws may be amended by written ballot mailed to the members of the Section provided that the return date for any written ballots shall be not less than twenty (20) days after the mailing to the members. The proposed

amendment shall pass if at least fifteen (15) members of the Section return the written ballot and a majority of all votes cast are favorable.

Section 2. These Bylaws and any amendments thereto shall take effect after adoption by the Section and upon approval by the Trustees of the NJSBA.

#### Article XV

##### Rules of Order

The Section shall be organized and conducted in all respects subject to the Constitution, Bylaws, and policies of NJSBA. All meetings shall be conducted in accordance with Roberts Rules of Order except where these Bylaws contain inconsistent provisions or where members present at a meeting, where a quorum is established, vote by majority vote to establish an alternate procedure for the conduct of the business of that meeting in which case these Bylaws or the alternate procedure established by the members present at the meeting where a quorum is established shall prevail.

Approved by Section May 2018

Approved by NJSBA Board of Trustees June 2018