

BYLAWS OF THE YOUNG LAWYERS DIVISION OF THE NEW JERSEY STATE BAR ASSOCIATION

(as proposed to be amended in April 2019/as approved by Board of Trustees October 2019)

Article I

Name and Purpose

This organization shall be known as the Young Lawyers Division (YLD) of the New Jersey State Bar Association (Association).

The purpose of the YLD shall be to stimulate the interest of new lawyers in the objects of the Association, carry on activities that will be of assistance to new lawyers in the practice of law, organize and encourage pro bono and community service involvement by new lawyers, represent and advocate for YLD members in the affairs of the Association, and make reports and recommendations to the Association.

Article II

Membership

The membership of the YLD shall consist of all general members (as that term is defined in the Association's Bylaws) of the Association in good standing who have paid current YLD dues and who are: a) under the age of 36; or b) practicing ten years or less, whichever occurs later. Membership in the YLD shall terminate at the end of the Association Annual Meeting or calendar year, whichever is later, within which a member attains thirty-six (36) years of age or his/her tenth anniversary in practice.

For the purpose of this Article, years of practice shall be determined by reference to the member's date of admission to practice law in any jurisdiction.

Article III

Officers

The YLD officers shall be the Chair, Chair-Elect, Treasurer, and Secretary, each of whom shall serve for a term of one year, to begin at the close of the Annual Meeting of the Association and until the close of the following Annual Meeting of the Association.

(a) Chair. The Chair shall be the president of the YLD and, subject to the powers of the YLD Executive Committee and these Bylaws, shall have general charge of the affairs and management of the YLD.

Without limiting other duties and powers not inconsistent with these bylaws, the Chair shall:

- i. attend and preside at all YLD meetings;
- ii. attend and preside at all YLD Executive Committee meetings (as hereinafter defined);
- iii. make appointments to all YLD committees;
- iv. prepare and present a report on the work of the YLD for the past year at each Annual Meeting of the Association;
- v. in the event of a vacancy in the position of Chair-Elect, perform the duties of the Chair-Elect; and
- vi. perform such other duties and acts usually pertaining to this office.

(b) Chair-Elect. The Chair-Elect shall, in the absence of the Chair, perform the duties of the Chair, and in the event of the death, resignation, removal, or disability of the Chair, shall succeed to the position of Chair for the balance of that Chair's term, and then serve a full term as Chair. The Chair-Elect shall automatically become Chair upon the expiration of the proceeding Chair's term.

The Chair-Elect shall:

- i. attend all YLD Executive Committee meetings;
- ii. be responsible for advising the YLD Officers and YLD Executive Committee on points of parliamentary procedure and help ensure that meetings are properly conducted and that procedural rules and safeguards are followed;
- iii. approve of the YLD's budget, as proposed, prepared, and revised by the Treasurer, for submission to the Board of Trustees of the Association; and
- iv. perform such other duties as may be assigned by the Chair or the YLD Executive Committee.

(c) Treasurer. The Treasurer shall:

- i. attend all YLD Executive Committee meetings;
- ii. with the approval of the Chair-Elect, be responsible for the proposal, preparation, and/or revision of the YLD's budget to the Board of Trustees of the Association;
- iii. ensure that any expenditure of monies allocated to the YLD shall be within the YLD's budget;
- iv. report regularly at YLD Executive Committee meetings as to the status of the YLD budget and any changes thereto as well as the availability of monies for YLD events;
- v. facilitate reimbursement to YLD members for approved expenditures related to YLD events; and
- vi. perform such other duties as may be assigned by the Chair or the YLD Executive Committee.

- (d) Secretary. The Secretary shall:
- i. attend all YLD Executive Committee meetings;
 - ii. keep a record of the proceedings of all meetings of the YLD Executive Committee;
 - iii. be the custodian of all non-financial books, records, documents and other property of the YLD.
 - iv. have overall responsibility for YLD public relations and the publicity attendant to all YLD events and affairs; and
 - v. perform such other duties as may be assigned by the Chair or the Executive Committee.

Article IV

Executive Committee Section

1. Composition.

(a) The YLD Executive Committee shall be composed of not more than forty-two (42) voting members including:

- i. the four YLD Officers;
- ii. one YLD member from each of the 21 counties of New Jersey;
- iii. three diverse YLD members (as defined herein);
- iv. nine at-large members;
- v. one Editor-in-Chief of the YLD newsletter;
- vi. one YLD member serving as representative to the Council of the Young Lawyers Division of the American Bar Association.
- vii. Current YLD Trustees to the Association; and
- viii. New Jersey YLD representative to the American Bar Association House of Delegates.

(b) Past YLD Trustees to the Association and the past Chairs of the YLD, for so long as they remain YLD members, shall be non-voting ex officio members of the Executive Committee.

(c) The YLD Executive Committee members who represent a county shall either live or work in the county they represent.

(d) The diverse YLD Executive Committee members must self-identify as a person from an underrepresented segment of the legal profession.

(e) No YLD Executive Committee member shall have more than one vote in the business of the YLD irrespective of the number of voting positions that that YLD Executive Committee member shall have.

(f) The Chair may designate any YLD member as a non-voting member of the YLD Executive Committee. Said YLD members shall be permitted to be heard and present at YLD Executive Committee meetings but shall not have a vote on the business of the YLD or be counted in calculating quorum.

Section 2. Duties.

The Executive Committee shall have general supervision and control of the affairs of the YLD, subject to the provisions of these Bylaws and the Bylaws of the Association

(a) County Representative Duties: The YLD Executive Committee members serving as County Representatives must serve on a YLD a committee other than the Nominating Committee and fulfill obligations of said committee, though they may also serve on the Nominating Committee at the same time. The County Representatives are obligated to attend YLD Executive Committee meetings and perform any other duties, in furtherance of the YLD Purpose, as assigned by the Chair.

(b) Diverse Voting Member Duties: The Diverse YLD Executive Committee members must serve on a YLD a committee other than the Nominating Committee and fulfill obligations of said committee, though they may also serve on the Nominating Committee at the same time. The Diverse Voting members are obligated to attend YLD Executive Committee meetings and perform any other duties, in furtherance of the YLD Purpose, as assigned by the Chair.

(c) At-Large Voting Member Duties: The At-Large YLD Executive Committee members must serve on a YLD a committee other than the Nominating Committee and fulfill obligations of said committee, though they may also serve on the Nominating Committee at the same time. The At-Large YLD Executive Committee members are obligated to attend YLD Executive Committee meetings and perform any other duties, in furtherance of the YLD Purpose, as assigned by the Chair.

(d) YLD Newsletter Editor-in-Chief: The editor-in-chief of the YLD newsletter is responsible for collecting articles and publishing the YLD newsletter at a frequency to be determined in consultation with the Chair. The editor-in-chief of the YLD newsletter is obligated to attend YLD Executive Committee meetings and perform any other duties, in furtherance of the YLD Purpose, as assigned by the Chair.

(e) ABA YLD Representative: The YLD member serving as representative to the Council of the Young Lawyers Division of the American Bar Association is obligated to attend the American Bar Association Young Lawyers Division conferences, further the interests of the YLD in the American Bar Association Young Lawyers Division including by encouraging YLD members to attend said conferences, communicate YLD positions and further YLD interests before the American Bar Association Young Lawyers Division, and keep the YLD

abreast of happenings and developments in the American Bar Association Young Lawyers Division. The YLD members serving as representative to the Council of the Young Lawyers Division of the American Bar Association is obligated to attend YLD Executive Committee meetings and perform any other duties, in furtherance of the YLD Purpose, as assigned by the Chair.

Section 3. Term.

The term of each YLD Executive Committee member shall be for no more than one year, to conclude at the YLD Executive Committee meeting at the Annual Meeting of the Association.

Section 4. Vacancies.

(a) Officers. By majority vote of YLD Executive Committee members at any YLD Executive Committee meeting, the YLD Executive Committee may, but is not obligated to, fill any vacancy in the office of Secretary, Treasurer, or Chair-Elect. By majority vote of the YLD Executive Committee members at any YLD Executive Committee meeting, the YLD Executive Committee shall fill the office of Chair in the event that there is a vacancy in the office of Chair and Chair-Elect. The YLD members so selected to an Officer position shall serve for the remainder of the unexpired term.

(b) Executive Committee. By majority vote of YLD Executive Committee members at any YLD Executive Committee meeting, the YLD Executive Committee may, but is not obligated to, fill any vacancy in the non-Officer positions of the YLD Executive Committee. The YLD members so selected to the YLD Executive Committee shall serve for the remainder of the unexpired term.

Section 5. Meetings.

(a) Regular Meetings. The YLD Executive Committee shall have regular meetings from time to time as the Chair may designate or upon written request of any five members of the YLD Executive Committee, but no less than eight times per term, including at the Annual Meeting of the Association. The dates shall be decided by the Chair, after consultation with the staff of the Association, and communicated by the staff of the Association to the YLD Executive Committee. Any YLD member shall be permitted to attend any regular meeting of the YLD Executive Committee. Any candidate for a vacant position shall be required to leave the meeting during the discussion and vote by the YLD Executive Committee to fill the vacant positions. Attendance at YLD Executive Committee regular meetings may be in person or by telephone or by such other method of communication as may be determined by the Executive Committee that would allow the member to hear and participate in the

meeting. YLD Executive Committee regular meetings shall have conference call capabilities except for the YLD Executive Committee regular meeting at the Annual Meeting of the Association, which may, but is not required to, have conference call capabilities.

(b) Special Meetings. Special meetings of the YLD Executive Committee may be called by the Chair or upon written request of five members of the YLD Executive Committee. The YLD Executive Committee shall be given written notice of the time and place of such special meeting at least seven days in advance.

(c) Quorum. At least forty percent of YLD Executive Committee members, not positions, with votes shall constitute a quorum. A quorum and a majority vote of YLD Executive Committee members attending and voting is necessary to approve all items of business at YLD Executive Committee meetings except as otherwise provided in these Bylaws.

(d) Telephone and Electronic Meetings.

i. The Executive Committee may act by telephone conference, or by such other method of communication as may be determined by the Executive Committee that would allow the members to hear and participate in the meeting. A quorum of voting members of the Executive Committee must participate in the telephone conference, or such other method for remote participation approved by the Executive Committee, for any action taken during that conference to be effective.

ii. The Executive Committee may act via e-mail or other generally accepted electronic means of communication. Any member of the Executive Committee may submit to all other members a proposal to be voted on by e-mail. Those who respond must "reply to all" indicating whether they vote yes, no or abstain from the vote on the proposal. Action may be taken on the proposal after both (1) the approval by e-mail responses from a majority of the voting members of the Executive Committee, and (2) the expiration of seventy-two hours from the time the e-mail was sent. If within that seventy-two hour period, persons constituting twenty percent or more of the voting members of the Executive Committee object to the action being taken without a regular or special meeting either in-person or by telephone call, then the action on the proposal may not be taken unless and until adopted at a subsequent in-person meeting or telephone meeting.

Section 6. Removal.

Any YLD Executive Committee member may be removed for cause by a vote of two-thirds of the voting members present at a YLD Executive Committee meeting at which a quorum is present. No action to remove a member of the YLD Executive Committee may be taken until after the Secretary of the Division has given seven calendar days' prior written notice to such

YLD Executive Committee member stating the grounds for removal and notifying the member of the meeting at which a vote will be taken so that the member may argue against removal. Within twenty-four hours after the YLD Executive Committee has voted to remove a member, the Secretary shall advise the member in writing of the YLD Executive Committee's action.

Article V

Election

Section 1. Eligibility.

A person must be a YLD member, pursuant to Article II of these Bylaws, in good standing for at least three months prior to the forthcoming Annual Meeting of the Association to be eligible for election to the YLD Executive Committee.

Section 2. Nomination.

(a) Composition.

i. The YLD Nominating Committee shall be composed of five YLD Executive Committee members. The YLD Nominating Committee members must be selected by the Chair, in accordance with these Bylaws, by January 15. If a YLD Nominating Committee has not been selected by February 15th, the Executive Committee shall serve as the Nominating Committee.

ii. Three of the YLD Nominating Committee members selected by the Chair shall be the YLD Executive Committee members with the longest standing cumulative years of service on the YLD Executive Committee. In the event of a tie in the current length of service between YLD Executive Committee members, the Chair shall select which said YLD Executive Committee member(s) will serve on the YLD Nominating Committee.

iii. The two remaining YLD Nominating Committee members shall be YLD Executive Committee members selected by the Chair.

iv. No member of the YLD Nominating Committee may seek a contested YLD Officer position.

(b) Duties

i. The YLD Nominating Committee shall solicit nominations from the YLD.

ii. The YLD Nominating Committee shall confirm the eligibility of any YLD member

seeking election to the YLD Executive Committee.

iii. Conflicts Provision: YLD Nominating Committee members must recuse themselves from any vote, though they may participate in discussion and deliberation, if the following relationship or circumstances exist between the YLD Nominating Committee member and the potential candidate:

- (1) Family Member,
- (2) Member/Employee of Firm,
- (3) Intimate Personal Relationship, or
- (4) other relationship which may be of concern or otherwise cause partiality in judgment.

YLD Nominating Committee members must recuse themselves from all discussions, deliberations and votes in which they are a potential nominee.

iv. Consideration. Prior to drafting its recommended slate, the YLD Nominating Committee shall consider every eligible potential candidate in each of the following areas:

- (1) service to young lawyers of New Jersey, both within and outside of the YLD,
- (2) service to the NJSBA and any other bar association,
- (3) service within the county bar association of the district they would represent,
- (4) service to the community, and
- (5) any such other criteria the Nomination Committee deems just and proper which reflect upon the potential candidate's concern for and ongoing interest in the good of young lawyers.

With the foregoing criteria in mind, the Nominating Committee shall deliberate and then, by majority vote, select an individual for each Executive Committee position.

v. Presentation to the YLD Executive Committee. The YLD Nominating Committee shall provide a written report indicating which nominees it recommends for serve on the YLD Executive Committee for the upcoming term to the YLD Executive Committee at least sixty days prior to the Annual Meeting of the Association. Should the YLD Nominating Committee fail to present the proposed slate within the deadline, the YLD Executive Committee shall:

- (1) extend the deadline for submission of the proposed slate by fifteen days, or
- (2) dissolve the YLD Nominating Committee and take over the obligations of the YLD Nominating Committee.

vi. At the first YLD Executive Committee meeting following receipt of the YLD Nominating Committee's report, the YLD Executive Committee shall approve of the YLD Nominating Committee's report, or amend the YLD Nominating Committee's

report and approve the amended report.

vii. The report of the YLD Nominating Committee, as approved by the YLD Executive Committee, shall be disseminated to all YLD members via email within ten days after the YLD Executive Committee's approval of said report.

Section 3. Election.

(a) Uncontested Nomination.

For any position for which the recommendation of the Nomination Committee is not challenged as described in subsection (b), the person selected by the Nomination Committee will be considered elected by acclamation.

(b) Challenges.

i. The YLD Nominating Committee's report, as approved by the YLD Executive Committee, may be challenged by written petition, signed by fifteen members of the YLD, and delivered to the Chair, within ten days following dissemination of the report to the members of the YLD. Signatures may be scanned and delivered via email.

ii. In the event of a challenge, an election will be held. The Chair shall cause appropriate electronic ballots to be prepared. These ballots, containing the names of the nominees for the contested positions and voting instructions, shall be emailed to each YLD member entitled to vote. Voting shall take place over a period to be determined by the Chair that shall not be less than seven days after emailing of the ballots. Voting shall conclude not later than ten days before the opening date of the Annual Meeting of the Association.

iii. Each candidate for a contested position shall be elected upon receiving a plurality of the votes cast.

Article VI

Committees

The YLD shall have a Seminars Committee, Social Committee, Membership Committee, Nominating Committee, Awards Committee, and such other committees as the Chair, with the approval of the Executive Committee, shall so create. Except as otherwise set forth in these Bylaws, and subject to these Bylaws, the Chair shall select the members of the YLD Committees, which shall be comprised solely of YLD members. Committee members do not have to be YLD Executive Committee members.

Article VII

Amendments

Section 1. Amendments to these Bylaws shall not take effect until the amendments are approved by the Board of Trustees of the Association, in accordance with the policies and procedures established by the Association.

Section 2. Amendments to these Bylaws may be proposed:

- (a) By a Bylaws Committee appointed by the Chair; or
- (b) By a two-thirds vote at a meeting of the Executive Committee; or
- (c) By a petition signed by two percent of the general members of the YLD submitted to the Chair.

Section 3. Written notice of a proposed amendment to these Bylaws shall be emailed to the YLD Executive Committee members by the Secretary at least fifteen days prior to the date that the proposed amendment is eligible to be voted upon. Such notice shall include, the language of the proposed amendment; a brief explanation of why the change is being proposed; and the date, time, and location of the Executive Committee meeting at which the amendment will be voted upon by the Executive Committee.

Section 4. A proposed amendment to these Bylaws shall be adopted by a vote of two-thirds of the voting members present at a YLD Executive Committee meeting.

Section 5. The Secretary shall work with Association staff to send proposed amendments that are approved by the YLD Executive Committee to the Board of Trustees of the Association. The Secretary shall also notify YLD Executive Committee members when proposed amendments to these bylaws are sent to the Board of Trustees of the Association, and when the Board of Trustees of the Association takes action on proposed amendments to these bylaws.

Article VIII

Authority

The YLD shall be organized and conducted in all respects subject to the Bylaws of the Association. No action of the YLD or its Executive Committee shall be construed to be the Association's policy. Except as otherwise set forth in these Bylaws or the Bylaws of the Association, YLD meetings shall be conducted pursuant to the most current version of Robert's Rules of Order.