

NJSBA Bylaws

Approved by NJSBA Board of Trustees

Proposed additions are underlined, like this. Proposed deletions are struck through, like ~~this~~.

Article I Name

The name of the organization shall be The New Jersey State Bar Association.

Article II Purpose

The purpose of the organization shall be to maintain the honor and dignity of the profession of the law; to cultivate social relations among its members; to suggest and urge reforms in the laws and to aid in the administration of justice; and such other purposes as outlined in the organization's Mission Statement.

Article III Definitions

1. The words "from the county", "from a county" or "from that county" shall mean the county annually designated by a member. Such designation shall be limited to (1) the county in which the member's home is located; (2) the county in which the member's office is located; or (3) the county which is the member's primary county of practice and in which the member is a member of the county bar association. Should a member fail to designate a county, the address that is used by the Association to mail official member information shall be used to determine the county designation.

2. The term "Diversity Bar Association" shall mean those bar associations representing discrete underrepresented segments of the legal profession. The NJSBA Board of Trustees shall periodically designate Diversity Bar Associations in the NJSBA Policy Manual.

3. Whenever a vote by any group is required under these bylaws, the vote shall be valid if it reflects the voting of the number of members of the group present at or participating in any in-person meeting where a quorum is present, or, if taken electronically, if the number of votes cast would constitute a quorum at an in-person meeting.

Article IV Membership and Dues

1. **Membership Classifications.** The New Jersey State Bar Association (NJSBA) shall have the following membership classifications: General, Associate, Distinguished, and ~~Emeritus~~ Retired.

A. General Membership.

(1) Eligibility. Any person who is a member in good standing of the Bar of New Jersey or who holds a limited license to practice law in New Jersey shall be eligible for General Membership in this Association.

(2) Requirements. ~~Payment of~~ Members in this class of membership shall be required to pay annual dues.

(3) Rights. Members in this class of membership shall have all of the rights of members, including the right to vote and hold office in this Association or in any Committee, Section or Division, except that:

(a) To be eligible to serve as an Officer or Trustee, a member's practice of law shall be primarily in the State of New Jersey, and

(b) Persons holding judicial positions, other than municipal judges, shall not be eligible to be Officers or Trustees in the Association.

B. Associate Membership.

(1) Eligibility. Any person who does not qualify for General Membership and has not been disbarred or suspended from the Bar of New Jersey is eligible for Associate Membership in this Association, provided the person meets one of the following criteria:

(a) A member in good standing of the bar of any other jurisdiction;

(b) Any student who is enrolled in any ABA-accredited law school;

(c) Any person employed by a law firm, corporate or government legal department, judicial or legal agency, or other entity devoted primarily to the practice of law, regardless of the title by which the person is classified with the entity, if such person devotes all working time to the performance of managerial and administrative duties connected with the entity;

(d) A paralegal/legal assistant who is qualified through education, training, or work experience, is employed or retained by a lawyer, law office, governmental agency or other entity in a capacity or function which involves the performance, under the direction and supervision of a lawyer, of specifically delegated substantive legal work, which work, for the most part, requires sufficient knowledge of legal concepts that, absent that paralegal or legal assistant, the lawyer would perform the task;

(e) A person who is a dean, teacher or professor of law at an ABA-accredited law school; ~~or~~

(f) A person employed by a law firm, corporation or governmental department, judicial or legal agency, or other entity devoted primarily to the practice of law, whose duties are those of law librarian, and who by training and qualifications is capable of rendering special services or being of assistance to lawyers incident to their utilization of a law library; ~~or.~~

(g) A person who has graduated from any ABA-accredited law school but is not yet licensed in any jurisdiction.

(2) Requirements. Payment of Members in this class of membership shall be required to pay annual dues.

(3) Rights. Members in this class of membership shall not have the right to vote or hold office in this Association or in any Committee, Division or Section, except that the Board of Trustees may approve an associate member as a chair of a Special Committee.

EXPLANATION: Confirms membership eligibility for those individuals who have graduated law school but have not yet been licensed.

C. Distinguished Membership.

(1) Eligibility. Individuals deemed fit to become Distinguished Members, as determined by the Board of Trustees, are eligible for Distinguished Membership in this organization.

(2) Requirements. The Board of Trustees, by a two-thirds vote, may elect a person to Distinguished Membership. Members in this class of membership shall not be required to pay annual dues.

(3) Rights. Members in this class of membership shall not be eligible to vote or hold office in this Association, or in any Committee, Section or Division, unless they are eligible to vote and hold office as a General Member. They shall not be required to pay annual dues.

D. ~~General Member Emeritus~~ Retired Membership.

(1) Eligibility. A person who was previously eligible for General Membership but has been a General Member of this Association for 45 consecutive years is completely retired from the practice of law shall be eligible to become a Retired Member General Member Emeritus of this Association.

(2) Requirements. Membership in this category shall be automatic after 45 consecutive years as a General Member of this Association. All General Members Emeritus at the time of passage of this amendment shall retain their status as General Member Emeritus, regardless of their years of service. The Board of Trustees shall determine whether members in this class of membership shall pay annual dues.

(3) Rights. Members in this class of membership shall maintain their rights as General Members; but shall not be required to pay annual dues.

EXPLANATION: These changes convert the Member Emeritus membership category to a Retired Member membership category for members who are completely retired from the practice of law and provide the Board of Trustees with flexibility to require the payment of annual dues.

2. Dues. Dues shall be payable annually in an amount and manner fixed by the Board of Trustees. Any group designated by the Board of Trustees shall be exempt from payment of dues. The membership of any member who remains delinquent in dues for a period of ninety days from the time dues become due, after adequate notification, shall be terminated. The Board of Trustees shall determine the amount of dues payable, and exemptions for each membership classification. The Board of Trustees shall have authority to establish criteria for the waiver of dues under certain circumstances.

EXPLANATION: This change leaves the general authority of the Board of Trustees to fix or waive membership dues, but removes the details in connection with delinquencies, allowing that to be addressed in a more flexible manner in the NJSBA Policy Manual.

3. Termination. Membership shall terminate upon disbarment or resignation and shall cease during the period of any suspension from the practice of law.

Article V

Officers

1. The Officers of the Association shall be a President, President-Elect, First Vice President, Second Vice President, Treasurer, Secretary and Immediate Past President, each of whom shall hold office for a term of one year and or until a successor shall have been elected and qualified. The officers shall be selected pursuant to provisions elsewhere in these Bylaws.

2. Duties: The Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws, by the Board of Trustees, or in the adopted parliamentary authority.

(a) The President shall preside at all meetings of the Association Board of Trustees and all general membership meetings of the Association, appoint the members of all Committees, except as otherwise provided in these bylaws, be an ex officio non-voting member of all Standing and Special Committees unless otherwise indicated, and perform such other duties as the Association or the Board of Trustees may direct. In the event of the absence of the President, the President-Elect, and in the absence of the President-Elect, the other Officers in the order in which they are named above, shall perform the duties of the President. At the end of the President's term, the President shall succeed to the office of Immediate Past President for the following term, without another election to that office.

(b) The President-Elect shall succeed to the Presidency for the following term without another election to that office. The President-Elect shall serve as a member of such Standing Committees as noted elsewhere in the Bylaws.

(c) The First Vice President shall serve as a member of such Standing Committees as noted elsewhere in the Bylaws.

(d) The Second Vice President shall serve as a member of such Standing Committees as noted elsewhere in the Bylaws.

(e) The Treasurer shall oversee and report upon the receipt of all monies of the Association, shall make authorized disbursements, shall render to the members of the Association an annual written report of all receipts, disbursements, assets and liabilities, shall serve as Chairperson of the Finance and Operations Committee, and as a member of such other Standing Committees as noted elsewhere in the Bylaws.

(f) The Secretary shall be responsible for the taking and keeping of accurate minutes of the meetings of the Association and the Board of Trustees and shall serve as a member of such Standing Committees as noted elsewhere in the Bylaws.

(g) The Immediate Past President shall serve as a member of such Standing Committees as noted elsewhere in the Bylaws.

4. Terms. The terms of Officers shall commence ~~upon being sworn-in at as of the adjournment of the final business session~~ of the Annual Meeting and shall continue until a successor shall have been elected and qualified. No member may serve in more than one Officer position at any one time, except as permitted by these bylaws.

EXPLANATION: This change confirms that the terms of Officers begin upon their swearing-in, whenever that occurs during the Annual Meeting.

Article VI

Board of Trustees

1. Composition

The Board of Trustees of the Association shall consist of the Officers; the Immediate Past President; two Trustees from the Young Lawyers Division (“Division Trustees”); nine Trustees from the Sections and Committees (“Section/Committee Trustees”); eight At-Large Trustees; a designee of the New Jersey State Bar Foundation whose term shall run concurrently with that of the Foundation’s President; and one Trustee from each county except Essex County which shall have two Trustees.

2. Duties and Powers

(a) The Board of Trustees shall manage the affairs and property of the Association. It shall perform all other duties required by these Bylaws.

(b) The Board of Trustees shall have full power and authority in the interval between meetings of the Association to do all acts and to perform all functions which the Association itself might do or perform except that it shall have no power to amend or take any action inconsistent with the Certificate of Incorporation or the Bylaws, nor to take any actions inconsistent with resolutions of the Association.

(c) The Board of Trustees may appoint one or more Assistant Secretaries, an Assistant Treasurer, an Executive Director and such administrative staff as it may deem advisable.

(d) No debts shall be incurred, no contract made and no funds appropriated or disbursed without the approval of the Board of Trustees. The Board of Trustees may delegate limited authority to make contracts or disburse funds as it deems appropriate for the efficient operation of the organization.

3. Terms

(a) Except for the Officers, the Immediate Past President of the Association, and the designee of the New Jersey State Bar Foundation, who shall each serve during their respective terms of office, every

Trustee shall be elected from among the general members of the Association, as hereinafter provided and subject to the limitations in Article IV, for a term of two years, or until a successor has been elected and qualified and shall not serve for more than three successive terms, although individuals may be re-elected or appointed as a Trustee after an interval of at least one year. A Trustee appointed to serve an unexpired term shall be considered to have served one term if the time remaining in such term at time of appointment shall exceed one year, regardless of whether the unexpired term precedes or follows an elected term.

(b) The terms of Trustees shall commence upon being sworn-in at ~~as of the adjournment of the final business session~~ of the Annual Meeting and shall continue until a successor shall have been elected and qualified. No member may serve in more than one Trustee position at any one time. A Trustee, whose nomination to be an Officer pursuant to these bylaws is unopposed and whose term as a Trustee will not end at the next Annual Meeting, shall be deemed to have resigned as a Trustee after the expiration of the period for filing nomination petitions pursuant to these bylaws. Such Trustee's resignation shall be effective upon being sworn into the Officer position. A Trustee elected to fill an Officer position after a challenged election or elected to fill a vacant Officer position under the terms of these bylaws shall be deemed to have resigned as a Trustee upon being sworn in to the Officer position.

EXPLANATION: This change confirms that the terms of Trustees begin upon their swearing-in, whenever that occurs during the Annual Meeting.

4. Special Requirements

(a) Every Division Trustee shall be elected from, among and by the membership of the Division.

(b) Every County Trustee shall be elected from, among and by the members of the Association from that county as defined elsewhere in these Bylaws.

(c) Every Section/Committee Trustee shall be elected from, among and by the Section and Committee members, and at the time of nomination and election for any full or partial term, shall be a member in the Section or Committee sponsoring them for Section/Committee Trustee.

(d) Every At-Large Trustee shall be elected from, among and by the general members of the Association to represent segments of the membership not adequately represented on the Board of Trustees. The designation of these underrepresented segments of the membership to be considered when nominating candidates for the At-Large Trustee seats shall be made by the Board of Trustees prior to September 30 each year. If no designation is made, the designations in place for the prior year shall remain. Nothing in this section shall be construed to mean that a member from any underrepresented segment can be prohibited from serving on the Board of Trustees because another member from that same underrepresented group is already serving as a Trustee. The purpose of the At-Large Trustee positions is to promote inclusion of as many underrepresented segments of the membership on the Board of Trustees as possible. Any interpretation of this section of the Bylaws shall be consistent with that purpose.

(e) One-half of the Division, County and At-Large Trustees shall be elected in each odd-numbered year and the remaining one-half shall be elected in each even-numbered year. Five of the Section/Committee Trustees shall be elected in each odd-numbered year and four shall be elected

in each even-numbered year. The first term of any new Trustee seats created by these amendments shall begin at the time of the next Annual Meeting. The Nominating Committee shall determine which candidates for the new seats shall serve only partial terms in the first year to preserve the future staggering of elections required by these Bylaws.

(f) In the event that any Trustee fails to maintain eligibility for the category to which the Trustee is elected, then said Trustee shall not be eligible to be re-elected to a successive term.

5. Meetings, Voting and Participation

(a) Regular meetings of the Board of Trustees shall be held at regular intervals, as set forth in the Policy Manual.

(b) Special meetings of the Board of Trustees may be called by the President or upon written request of ten (10) members of the Board of Trustees. Notice of a special meeting shall be given in writing to each member of the Board of Trustees at least three (3) days in advance of a special meeting, which notice may be served by regular or electronic mail or such other technical means available and in general use at the time that is the functional equivalent. At such special meetings, only such business as shall have been specified in the call for such meeting shall be transacted. Such special meetings may be held by conference call, at the discretion of the President.

(c) A majority of the whole Board of Trustees shall constitute a quorum at any regular or special meeting of the Board of Trustees. All voting at any meeting of the Board of Trustees shall be by those present, either in-person or electronically as permitted below; there shall be no voting by proxy.

(d) The Board of Trustees may take action on certain proposals by e-mail or other generally accepted electronic means of communication, pursuant to the procedures designated by the Board of Trustees in the NJSBA Policy Manual. Such proposals are limited to action which, in the discretion of the President, cannot be delayed until the next regularly scheduled meeting of the Board and for which it is not deemed necessary or economical to call a special meeting of the Board.

(e) Absences

(i) The Secretary of the Association shall give written notice of the Board attendance policy, as contained in the Policy Manual, to any Officer or other Trustee who fails to attend three Board meetings in any twelve-month period, excluding the NJSBA Mid-Year Meeting,

(ii) In the event of the death, resignation, disbarment, or suspension from the practice of law of any Officer or Trustee during their term, the position shall be declared vacant and shall be filled in accordance with these Bylaws.

6. Executive Committee

The Officers shall constitute the Executive Committee of the Board of Trustees. The Executive Committee shall perform such functions as shall be delegated to it by the Board of Trustees.

Article VII ABA Delegates

This Association shall be represented by one or more ABA Delegates, consistent with the constitution, bylaws and rules of that association. The President and President-Elect, if members of the ABA, shall, by virtue of their offices, ex officio, serve in the first two ABA Delegate positions, respectively. Remaining Delegates shall be chosen pursuant to the Nominating and Election procedure outlined elsewhere in these Bylaws. One of the remaining delegate positions shall have no term limit, and the Nominating Committee and Board of Trustees, in nominating individuals for that position, shall give preference to candidates who have exceeded the term limit placed on other delegates. Individuals serving in the remaining delegate positions shall not serve as such Delegate for more than five consecutive two-year terms, although individuals may be re-elected or appointed as a Delegate after an interval of at least two years. This limitation shall not apply to terms served ex officio or terms served as a YLD Delegate. A Delegate appointed to serve an unexpired term shall be considered to have served one term if the time remaining in such term at time of appointment shall exceed one year. Notwithstanding the above limitation, nothing in this Section shall limit ABA Delegates from completing a full term.

Article VIII Elections

1. The Board of Trustees shall establish nomination and election policies for inclusion in the NJSBA Policy Manual to effectuate the provisions of this Article. Those policies shall be reviewed by the Board on an annual basis, prior to September 30 of each year. Any changes must be approved by two-thirds of the Board members present at a regular or special meeting of the Board. The policies in place on September 30 of each year are the policies that will govern the immediately following nomination and election cycle.

2. There shall be a Nominating Committee consisting of fifteen (15) general members, each with a term of office as indicated below. Absent a resignation, Nominating Committee members shall serve for the term prescribed or until their successors are elected or appointed, and qualified. The members of the Committee shall be selected from among the general membership, as follows:

- (a) one member appointed by the President for a term of one year;
- (b) the Immediate Past President for a term of one year. If the Immediate Past President is unable to serve, the next most recent Immediate Past President shall be appointed;
- (c) the chair of the Young Lawyers Division, for a term of one year. If the chair is unable or unwilling to serve, preference shall be extended, in order of priority, to the officers of the Division to serve in the chair's place;
- (d) four Section chairs, exclusive of the chairs of the Women in the Profession and Minorities in the Profession Sections, each for a term of one year, selected as prescribed in the NJSBA Policy Manual. The Policy Manual provisions shall provide for a rotation process through which sections

shall be provided an opportunity to serve on the Nominating Committee from the following categories:

(i) two Section chairs from larger sections, as defined in the NJSBA Policy Manual, each for a term of one year;

(ii) one Section chair from mid-sized sections, as defined in the NJSBA Policy Manual, for a term of one year; and

(iii) one Section chair from smaller sections, as defined in the NJSBA Policy Manual, for a term of one year.

If any Section chair is unable or unwilling to serve, that seat shall be filled as prescribed in the NJSBA Policy Manual.

(e) the chair of the Women in the Profession Section or the Minorities in the Profession Section, for a term of one year. These Sections shall alternate membership on the Nominating Committee, with one section having membership for terms beginning in an odd-numbered year, and the other section having membership for terms beginning in an even-numbered year. If the chair of either Section is unable or unwilling to serve, that seat shall be filled as prescribed in the NJSBA Policy Manual.

(f) two County Trustees from the Board of Trustees, one of whom shall represent northern counties and one of whom shall represent southern counties, for a term of one year. These seats shall be filled as prescribed in the NJSBA Policy Manual.

(g) Two members from an underrepresented group as most recently designated by the Board of Trustees, for a term of two years, who shall be elected by the general membership of the Association. Their terms shall be staggered.

(h) three members elected by the general membership of the Association, for a term of two years, and their terms shall be staggered. None of these members may be from the same county.

The chair of the Nominating Committee shall be appointed by the President from among the members of the Nominating Committee.

No member of the Nominating Committee shall be eligible to be nominated or elected as an Officer, Trustee, ABA Delegate, or member of the Nominating Committee during their term, and no member of the Nominating Committee shall serve more than two consecutive years.

3. (a) It shall be the duty of the Nominating Committee to qualify candidates and nominate, from among those determined to be qualified, candidates from among the general membership of the Association for the offices of President-Elect, First Vice President, Second Vice President, Treasurer, Secretary, ABA Delegates, Trustees of the Association, and three (3) members of the Nominating Committee, utilizing criteria and procedures prescribed in the NJSBA Policy Manual. The Nominating Committee shall, in its nomination of candidates, consider all appropriate factors, including but not limited to, service to the Association and its constituent parts, service to County and/or Diversity Bar Associations, the extent of practice in the State of New Jersey, including but not limited to government and corporate service, geographical balance, and

the goal of bringing into the Association's leadership broad and diverse representation of all segments of the Bar. Before nominating a candidate to any respective position, the Nominating Committee shall consult with the groups outlined elsewhere in these Bylaws, but shall not accept endorsements for any candidate from any group.

(b) Before nominating a candidate to be the Trustee from a county, the Nominating Committee shall consult with the officers and trustees of that County Bar Association and give due consideration to their recommendations.

(c) Before nominating a candidate to be the Trustee from the Young Lawyers Division, the Nominating Committee shall consult with the Officers and Trustees of the Division.

(d) In the case of candidates for Section/Committee Trustee, the Nominating Committee shall proceed as follows: The Nominating Committee shall inform the chairperson of each Section and Committee of how many Section/Committee Trustee positions are open, and the procedure to be followed for the nomination of candidates for Section/Committee Trustees. Candidates for Section/Committee Trustee must be sponsored by at least one Section or Committee. A sponsorship form must be submitted to the Nominating Committee pursuant to the provisions in the NJSBA Policy Manual. 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. The Nominating Committee shall, before nominating a candidate as Section/Committee Trustee, consult with the Section or Committee Chair of each of the Sections and Committees of which that person is a member.

(e) Before nominating a candidate to be an At-Large Trustee, the Nominating Committee shall consult with the governing bodies of all relevant sections, committees or divisions and the Officers and Trustees of the Diversity Bar Associations that have been designated by the Board of Trustees and of which the candidate is a member.

(f) Before nominating a candidate as ABA Delegate, the Nominating Committee shall consult with the Board of Trustees.

4. The Board of Trustees shall have exclusive and final authority to decide any question about a candidate's eligibility to be considered for a particular position, utilizing procedures established in the NJSBA Policy Manual. At any time prior to the issuance of the confidential report of the Nominating Committee as indicated in paragraph 5 below, should a majority of the Nominating Committee determine that there is a question about whether a candidate is eligible to serve in a position they are seeking, the Committee shall immediately halt consideration of all candidates for the position in question and refer the question of eligibility to the NJSBA President for prompt consideration by the Board of Trustees. Once the Board of Trustees makes a determination on the question concerning a candidate's eligibility, the NJSBA President shall immediately advise the Nominating Committee, which shall then consider the matter adjudicated and resume its consideration of candidates for the position in question in accordance with the Board of Trustees's determination, including, if appropriate, the candidate whose eligibility was in question.

5. A confidential report of the Nominating Committee shall be filed with the Executive Director at Association headquarters no later than January 31 each year. Such report shall include the Nominating Committee's nomination of one (1) candidate for each position, as well as a list of all candidates considered and a list of all candidates deemed qualified for each position.

6. The Board of Trustees shall receive the Nominating Committee report as soon as practicable after it is filed. The candidate for each respective position who has been nominated by the Nominating Committee shall be deemed nominated by the Association unless the Board of Trustees, by a two-thirds vote of the members present at the Board's next scheduled meeting, provided a quorum of the Board is in attendance, nominates another candidate from among those candidates deemed qualified by the Nominating Committee for the respective position the candidate sought. In receiving the Nominating Committee report and considering another candidate to nominate, the Board shall utilize procedures established in the NJSBA Policy Manual.

7. A Nomination Report of the Board listing those candidates nominated for each position shall be filed with the Executive Director at Association headquarters no later than the last day of February each year. Such report shall thereafter be available for inspection by any general member of the Association and shall be circulated to the membership as soon as practicable. The chair of the Election Committee shall receive a copy of the report.

8. Nominations for additional candidates may be made by the filing of a petition with the Election Committee at Association headquarters consistent with these bylaws and the NJSBA Policy Manual no later than thirty (30) days following circulation of the Board's Nomination Report to the membership.

9. Nominations for Officers, ABA Delegates and members of the Nominating Committee may be made by the filing of a petition signed by two percent of the general members of the Association in accordance with the NJSBA Policy Manual.

10. Nominations for persons to be Trustees may be made by the filing of petitions signed by Association general members in accordance with the NJSBA Policy Manual. In the case of a nomination for the position of Trustee from a county, the petition must be signed by ten (10) general members or five (5) percent, whichever is greater, of the general members of the Association who are eligible to vote in the county. In the case of a nomination for a Division Trustee, the petition must be signed by ten (10) general members or five (5) percent, whichever is greater, of the general members of the Association who are members of the Division. In the case of nomination for a Section/Committee Trustee, the petition must be signed by ten (10) general members or five (5) percent, whichever is greater, of the members of the Section or Committee sponsoring the nominee. At-Large Trustees may be nominated by the filing of petitions signed by one hundred (100) general members of the Association.

11. All petitions that meet the necessary requirements shall be validated by the Election Committee as soon as practicable following the deadline for submission of petitions.

12. If no nominations by petition are received pursuant to the procedures established in these bylaws, the individuals nominated by the Board of Trustees shall be considered elected by acclamation.

13. Should there be valid nominations by petition, the Election Committee shall oversee an election conducted in accordance with these bylaws and with the procedures in the NJSBA Policy Manual. The Election Committee shall have the authority to decide any controversies relating to the election or the petition process and to take appropriate action and impose any sanctions necessary to ensure a fair election, subject to an appeal process established by the Board of Trustees contained in the NJSBA Policy Manual.

14. Should an election by vote be necessary, the ballots, containing voting instructions, shall be made available under the supervision of the Election Committee, to each member entitled to vote within fourteen (14) days following validation of all petitions submitted. Ballots shall be available, and voting shall be permitted to occur, for seven (7) calendar days. Voting shall end at the close of business on the seventh calendar day following the first day ballots were made available.

15. Where there are more than two individuals competing for a position with more than one vacancy, the nominees with the highest number of votes shall be elected to the vacant positions, regardless of whether any one nominee receives a majority of votes. Where there are more than two individuals competing for a position with one vacancy, a nominee must receive a majority of votes to be elected. If, after the first round of balloting, no nominee receives a majority of votes where a majority is required, or there is a tie vote among nominees for any position, the Election Committee shall cause appropriate ballots to be prepared for the nominees receiving the two highest number of votes or the nominees who are in a tie. The ballots shall be made available to each member entitled to vote within seven (7) days following the end of the first round of balloting. Ballots shall be made available, and voting shall be permitted to occur, for seven (7) calendar days. Voting shall end at the close of business on the seventh calendar day following the first day ballots were made available. If, after the second round of balloting, there is a tie vote for any position, the Board of Trustees shall vote as soon as practicable thereafter to elect one of the nominees who are in a tie to fill the position for which they are competing.

16. Should any of the days referenced in this Article fall on a Saturday, Sunday or holiday, the time referenced shall be extended to the next business day. The Board of Trustees shall have discretion to extend the time by which ballots must be made available to or returned by members to accommodate administrative or technological delays.

17. (a) A limited amount of campaign literature during the election process shall be sent to the membership on behalf of any candidate by the NJSBA, as outlined in the NJSBA Policy Manual. An electronic repository for candidate and other campaign information shall be established by the NJSBA that can be accessed by members in their discretion. No other web, social media or electronically accessible information shall be referenced in any campaign information disseminated by or made available through the NJSBA. All candidate and campaign information disseminated by or made available through the NJSBA must be approved by the Election Committee.

Policies governing campaigns shall be established in the NJSBA Policy Manual.

18. During an election, NJSBA Sections, Special Committees or Divisions shall be permitted to endorse a candidate in the group's name pursuant to policies established in the NJSBA Policy

Manual. Any such endorsement shall be communicated in writing to the endorsing entity's members once by the NJSBA pursuant to the NJSBA Policy Manual.

19. (a) 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.

(b) 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.

20. Candidates shall not engage in any fundraising activities at any NJSBA event or utilizing any NJSBA Resource, as that term is defined in the NJSBA Policy Manual.

21. Once voting in a contested election for any position is completed, the Election Committee shall promptly submit a report to the President. The President shall, as soon as practicable thereafter, publicize the results to the membership.

22. Failure to abide by any of these provisions could result in sanctions and/or discipline, up to and including a candidate's disqualification from the nomination and/or election process, pursuant to these bylaws and NJSBA policies.

Article IX Vacancies

In the event of a vacancy in the office of President, the President-Elect shall perform the duties of the President for the unexpired term without vacating the office of President-Elect. In the event of a vacancy in the office of President-Elect, the First Vice President shall assume the office of President-Elect for the remainder of the unexpired term, and the President for the next term shall be nominated and elected pursuant to the nomination and election process established for other Officers. In the event of a vacancy in any other office other than Secretary, the person holding office in the position after the vacated position, as listed elsewhere in these bylaws, shall fill that vacancy for the remainder of the unexpired term. In the event of a vacancy in the office of Secretary, or on the Board of Trustees, or in one of the Nominating Committee positions elected by the general membership, or in the position of ABA Delegate, the Nominating Committee shall be immediately convened to qualify and nominate a candidate to fill the unexpired term, as prescribed in the NJSBA Policy Manual. Before recommending a successor to fill a Trustee vacancy, the Nominating Committee shall seek information and advice from: in the case of a County Trustee, the Officers and Trustees of the Bar Association of that county; in the case of a Division Trustee, the Officers and Trustees of the Division; in the case of a Section/Committee Trustee, the members of the governing bodies of all Sections and Committees; and in the case of an At-Large Trustee, the governing bodies of all relevant sections, committees or divisions, and the Officers and Trustees of the Diversity Bar Associations that have been designated by the Board of Trustees and of which the candidate is a member. A report of the Nominating Committee shall be filed with Association headquarters as

soon as practicable, but not later than sixty (60) days following the Nominating Committee being notified it should convene. Such report shall include the Nominating Committee's recommendation of a qualified individual to fill the unexpired term, as well as a list of all candidates considered, noting those candidates who were determined to be qualified for the unexpired term under consideration. The Board shall, as soon as practicable thereafter, consider the Nominating Committee's recommendations and elect, by majority vote, a successor for the unexpired term from the list of qualified candidates submitted.

Article X

Divisions and Sections

1. The Board of Trustees may establish Divisions or Sections upon petition of any group of members 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 or Division. Such petition shall be consistent with procedures established in the NJSBA Policy Manual.

2. The Board of Trustees may from time to time reorganize inactive Divisions or Sections or create, consolidate or discontinue such Divisions and Sections within the Association as it may deem advisable. The Board of Trustees reserves the right to remove division or section chairs for failure to comply with minimum performance criteria, as established by the Board of Trustees from time to time, provided that appropriate notice and opportunity for compliance are given.

3. Each Division and Section may adopt and amend its own bylaws, which shall not be inconsistent with the Association's bylaws and shall be subject to the approval of the Board of Trustees. The Board of Trustees may adopt minimum bylaw requirements and publish same in the NJSBA Policy Manual.

Article XI

Committees

1. The classes of Committees of the Association shall be:

(a) Standing Committees.

(b) Special Committees as created by the Board of Trustees.

2. (a) The Standing Committees shall be as follows: Amicus, Bylaws and Resolutions, CLE Advisory, Diversity, Election, Finance and Operations, Insurance Benefits, Judicial Administration, Judicial and Prosecutorial Appointments, ~~Law Office Management~~, Legislative, Meeting Arrangements and Program, Membership, New Jersey Lawyer Magazine Editorial Board, Nominating, Pro Bono, and Professional Responsibility and Unlawful Practice.

(b) The Board of Trustees may add additional Standing Committees upon determination that such action will enhance the functioning of the Association.

(c) The Standing Committees created by the Bylaws may not be terminated except by amendment to the Bylaws. Any additional Standing Committees created by the Board of Trustees may be terminated by resolution of the Board of Trustees.

EXPLANATION: This eliminates reference to the now-defunct Law Office Management Committee.

3. The Board of Trustees may establish such Special Committees as will enhance the functioning of the Association. Such Special Committees shall remain in place unless discontinued by the Board of Trustees.

4. Except as provided elsewhere in these Bylaws:

(a) the President shall appoint members to serve on Committees of the Association for terms provided by these Bylaws and, in doing so, shall consider the goal of broad diverse representation of all segments of the Bar;

(b) the Chairperson of every Committee shall be designated annually by the President;

(c) no Chairperson of any Committee shall serve more than two consecutive years in such position except for special reasons with the approval of the Board of Trustees;

(d) in the event of a vacancy on any Committee, the President shall appoint a successor to complete the unexpired term.

5. (a) Committee members shall be selected from among the members of the Association which may be canvassed from time to time for the purpose of appointing Committee members.

(b) Notwithstanding anything to the contrary in these Bylaws, the Judicial and Prosecutorial Appointments Committee shall be governed by the Judicial and Prosecutorial Appointments Manual, which shall be approved periodically by the Board of Trustees. The Committee shall include at least one representative from each county in the state, as well as the President, President-Elect and Immediate Past President of the Association, during their terms in office. If the President, President-Elect or Immediate Past President are unwilling or unable to serve, an alternate may serve in their place, selected as prescribed in the NJSBA Policy Manual. The President shall annually appoint a chairperson and two vice-chairpersons, one each from Northern and Southern New Jersey. All other members shall serve for a maximum of two (2) consecutive terms of three (3) years each, although individuals may be reappointed after an interval of at least three years off the Committee. Additionally, persons who have served two consecutive terms may then serve immediately thereafter for one one-year appointments in the position of chairperson or vice-chairperson. A member appointed to serve an unexpired term shall be considered to have served one term if the time remaining in such unexpired term at time of appointment shall exceed one year, regardless of whether the unexpired term precedes or follows a three-year term.

(c) The Finance and Operations Committee shall consist of the President-Elect, the First Vice President, the Second Vice President, the Treasurer, the Secretary, two (2) Trustees who have completed a term, two (2) Trustees who have not yet completed a term, and the two (2) Past Presidents who most recently served as President. The Treasurer shall serve as chair.

~~(d) The Committee on Judicial Administration shall consist of eighteen (18) members, none of whom may serve more than two (2) consecutive three-year terms. A member appointed to serve an unexpired term shall be considered to have served one term if the time remaining in such term at time of appointment shall exceed one year, regardless of whether the unexpired term precedes or follows a three-year term.~~

~~(e) The CLE Advisory Committee shall consist of fifteen (15) members, none of whom may serve more than two (2) consecutive three-year terms. A member appointed to serve an unexpired term shall be considered to have served one term if the time remaining in such term at time of appointment shall exceed one year, regardless of whether the unexpired term precedes or follows a three-year term.~~

~~(d)(f) All other Standing Committees shall consist of a minimum of nine members, each of whom shall serve until the adjournment of the next third Annual Meeting following the appointment and until a successor is appointed. The President shall have the authority to appoint additional members to serve on any Standing Committee only during the President's term of office, unless otherwise limited by these Bylaws. Members of a Standing Committee whose terms have not expired at the time of adoption of this amendment shall continue to serve until the expiration of their term. They may be reappointed at that time.~~

~~(e)(g) Each Special Committee shall consist of a chairperson and such members as are appointed by the President. Each member and Chairperson shall serve until the adjournment of the next Annual Meeting following their appointment.~~

~~(f)(h) Except for the Judicial and Prosecutorial Appointments Committee, where the President is a voting member, the President of the Association shall be an ex officio member of every Committee of the Association. The President may designate another individual to serve in the President's place on any such Committee.~~

~~(g)(i) Unless otherwise indicated, a member appointed to serve an unexpired term on any Standing or Special committee shall be considered to have served one term if the time remaining in such unexpired term at time of appointment shall exceed one year.~~

EXPLANATION: These changes eliminate the specific requirements for appointments to two of the Standing Committees, Judicial Administration and CLE Advisory. The requirements are unnecessary, and the change will treat appointments to those two committees in the same manner as other Standing Committees. They also eliminate the 3-year terms afforded to certain Standing Committee members, leaving all Standing Committee members subject to the same one-year term.

6. The charge of each Standing and Special Committee shall be as determined by the Board of Trustees and may be published in the NJSBA Policy Manual. Meetings of each Committee shall be held upon call of its chairperson. Each Committee shall meet at least twice annually.

Article XII

Representation of the Association

The Board of Trustees shall establish the official policy and positions of the Association. Only the President, or a person designated by the President, shall express the official policy and positions of the Association, as established by the Board of Trustees. Except for the Judicial and Prosecutorial Appointments Committee, no individual, section, committee, division or other group may communicate, in any medium, on behalf of the Association, or on behalf of the section, committee, division or other Association group, unless authorized to do so by the President or the Board of Trustees, consistent with the policy contained in the NJSBA Policy Manual.

Article XIII

General Membership Meetings, Order of Business, Association Seal, Fiscal Year

1. Meetings:

(a) The members of the Association shall hold one regular meeting in each year, at such time and place as shall be fixed by the Board of Trustees. Other general membership meetings may be fixed from time to time by the Board of Trustees.

(b) Special meetings of the Association may be called by the President at any time, the same to be held at such time and place as may be designated in the call. The President shall call special meetings when directed by a majority of the Board of Trustees or when requested in writing by one hundred (100) general members of the Association. The Secretary shall give fifteen (15) days' written notice of the time and place of all meetings and the purposes of all special meetings to all members. Such notice may be served by regular or electronic mail or such other technical means available and in general use at the time that is the functional equivalent. At such special meetings, only such business as shall have been specified in the call for such meeting shall be transacted.

(c) Fifty (50) general members shall constitute a quorum at any regular or special meeting.

(d) Only general members of the Association registered at the meeting shall be entitled to vote on business brought before the meeting.

(e) The Chair at meetings of members shall be the President, or in the absence of the President, the President-Elect, or in the absence of both the President and President-Elect, the First Vice President. The Chair may determine the order of business.

2. Resolutions: Any resolution designed to be adopted by the members must be filed with the Secretary and signed by any 30 general members of the Association at least ten days prior to the regularly scheduled meeting of the Board of Trustees immediately preceding a meeting of the members of the Association. Every resolution offered shall be in writing and shall be concise in form. The resolution shall be placed on the agenda for the consideration at the next trustees' meeting. At a general business session at the following meeting of members, at which a quorum is present, the Chair shall read to the meeting the proposed resolution. If the resolution is then moved and seconded, the Chair shall entertain debate, at some point cut off debate, and submit

the resolution to a vote. If no quorum is present at the business session, the resolution shall be considered null and void, and shall need to be re-filed with the Secretary to be considered again.

3. The seal of the Association shall be “The New Jersey State Bar Association, 1899.”

4. The fiscal year of the Association shall begin July 1.

5. If requested in a writing by 30 members and submitted to the Treasurer at least ten (10) days before the Annual Meeting, a budget hearing shall be held at the Annual Meeting.

6. Any question involving the interpretation of these Bylaws shall be decided by the Trustees after recommendation of the Bylaws Committee, and if such question arises in the course of any meeting, by the President of the Association. Decisions by the President shall be effective only for the purpose of the meeting.

7. The President may appoint a member of this Association as Parliamentarian to serve at any meeting.

Article XIV

Governance of and Procedures for Meetings of Board of Trustees, Divisions/Sections/Committees, and any other Association Meeting

1. Except as provided in any other governing document, all meetings shall be conducted pursuant to the current edition of Robert’s Rules of Order.

2. There shall be no proxy voting at any general Association meeting or any meeting of the Board of Trustees, Divisions, Sections, Committees, or any other entity of the Association.

3. Any Division, Section, Committee, or other entity of the Association may act without an in-person meeting pursuant to procedures designated in the NJSBA Policy Manual.

4. If any date by which an event must occur in any governing document falls on a Saturday, Sunday or holiday, the date shall be deemed to be extended to the following business day.

5. Any question involving these meeting procedures shall be decided by the Board of Trustees after recommendation of the Bylaws Committee, and if such question arises in the course of any Division, Section or Committee meeting, or any other entity of the Association and cannot await action of the Board of Trustees, by the Chair of the body in question. Decisions by the Chair shall be effective only for the purpose of the meeting in which they are made.

Article XV

Amendments

1. Amendments may be proposed:

(a) By a majority of the full membership of the Bylaws Committee and approved by a majority vote at a meeting of the Board of Trustees at which a quorum is present at the time of the vote; or

(b) By a two-thirds (2/3) vote at a meeting of the Board of Trustees at which a quorum is present at the time of the vote; or

(c) By a petition signed by two percent (2%) of the general members of the Association.

2. A proposed amendment shall be submitted to the President of the Association, with a copy to the Executive Director, ~~no later than the last day of February or the last day of September in any given year.~~ Any amendment shall be published as soon as practicable after receipt.

3. Within a reasonable time period following receipt by the President, the Board of Trustees shall establish a voting timeline for any properly proposed bylaw amendment consistent with the provisions in these bylaws and with authority to coordinate voting on bylaw amendments with voting in an anticipated election under Article IV. Consistent with the voting timeline, the Election Committee shall prepare ballots and make them available with copies of the proposed amendments and voting instructions to each member entitled to vote within a reasonable time period following receipt by the President, but no later than May 1 or October 15. Ballots shall be available, and voting shall be permitted to occur, for seven (7) calendar days thereafter. Voting shall end at the close of business on the seventh calendar day following the first day ballots were made available. The Board of Trustees shall have discretion to extend the time by which ballots must be ~~made available to or~~ returned by members to accommodate reasonable administrative or technological considerations ~~delays, or to coordinate voting on bylaw amendments with voting in an anticipated election under Article IV.~~

4. The Election Committee shall supervise the receipt and counting of ballots and shall decide any controversy relating thereto.

5. The proposed amendment shall be adopted if two-thirds of the ballots received vote favorably thereon. The Election Committee shall promptly submit a report to the President. The President shall, as soon as practicable thereafter, publicize the results to the membership.

EXPLANATION: These changes allow for more flexibility in submitting and voting upon proposed bylaw amendments.

Article XVI

Indemnification of Directors, Officers and Employees Against Liabilities and Expenses

1. The Association shall indemnify all corporate agents against all expenses and liabilities in connection with any proceeding involving the corporate agent by reason of his or her being or having been such a corporate agent other than a proceeding by or in the right of the Association if: (a) such corporate agent acted in good faith in a manner they reasonably believed to be not opposed to the best interest of the Association; and (b) with respect to any criminal proceeding, such corporate agent had no reasonable cause to believe their conduct was unlawful.

2. All terms used herein shall have the meanings attributed to such terms as set forth in N.J.S.A. 15A:3- 4 (a).

3. It is intended that the rights of indemnification provided hereunder shall be as broad as permitted under the laws of the State of New Jersey. Without limiting the foregoing, the Association herewith adopts the provision of N.J.S.A. 15A:3-4 as though fully herein set forth; wherever said statute permits the Association to provide indemnification, this Bylaw shall be deemed to require such indemnification to be provided by the Association.

Article XVII

Discipline

1. Membership shall terminate upon disbarment or resignation and shall cease during the period of any suspension from the practice of law.

2. A member, Trustee or Officer may be disciplined for violation of the bylaws, policies, procedures and rules of this Association or for conduct that is inconsistent with expected standards of professionalism or which brings discredit to the Association. Discipline may only be imposed by a 2/3 vote of the Board of Trustees, following the grievance and hearing procedure outlined in the NJSBA Policy Manual. Discipline may consist of private reprimand, public censure, removal from leadership position, suspension from organization or expulsion.

~~3. The power to discipline shall rest exclusively in the Board of Trustees, which may authorize the President to appoint a committee of three disinterested members to hear any grievance filed against a member. The fact that a grievance is filed against a Board Member or Officer shall not form a basis to disqualify other Board Members or officers from serving on such committee or exercising their power to review a grievance for impose discipline. Discipline shall be imposed only upon a finding of clear and convincing proof at the conclusion of the procedure outlined herein. The imposition of any discipline shall require a two-third (2/3) vote of the Board of Trustees.~~

~~3. 4. Any member or person may file a request for discipline by submitting. That request shall be initiated by the filing of a written grievance with the President of the Association at the address of the association, with a copy to the Executive Director. The grievance shall specify the charges against the member including reference to the specific Bylaw, policy, procedure, rule, or standard of professionalism alleged to have been violated. Consideration of the grievance shall be in accordance with procedures outlined in the NJSBA Policy Manual.~~

EXPLANATION: These changes confirm (1) the exclusive authority of the Board of Trustees to impose discipline and (2) the ability of a member to bring a grievance against another member following procedures contained in the NJSBA Policy Manual. The details of a disciplinary hearing are proposed to be removed, allowing for those details to be included in the Policy Manual instead.