

## **Bylaws of the Bankruptcy Law Section of the New Jersey State Bar Association**

### **Article I. General**

#### Section 1. Name

This Section shall be known as the Bankruptcy Law Section of the New Jersey State Bar Association.

#### Section 2. Purpose

The general purpose of this Section shall be to promote the objectives of the New Jersey State Bar Association within the field of Bankruptcy and Debtor-Creditor Law. It shall be the purpose of this Section to further the knowledge of the members of the Section and the members of the New Jersey Bar within the field of Debtor-Creditor Rights, shall provide for and distribute information of interest to Section members, establish and promote cooperation with other organizations with similar purposes, and shall seek to improve the level of services and skill of New Jersey attorneys in this field.

### **Article II. Rights of Members**

#### Section 1. Membership

The membership of this Section shall consist of all members of the New Jersey State Bar Association in good standing who have paid the Section dues as established by the New Jersey State Bar Association.

Section 2. Members shall have the following rights unless otherwise delegated by another section of the Bylaws:

- i. To attend meetings
- ii. To vote
- iii. To hold office
- iv. To participate in all activities of the Section

#### Section 3. Diversity

It shall be a particular objective of the Section to encourage membership and active participation by members of the judiciary and by attorneys interested in bankruptcy law. The Section shall affirmatively endeavor to broaden its representation with respect to geographical, racial, gender, type of practice, years in practice, firm size or other diverse criteria to encourage and reduce barriers to participation in Section activities.

### **Article III. Officers**

Section 1. The officers shall be the Chair, Chair Elect, Vice Chair, Vice Chair Elect, Secretary and Secretary Elect (collectively referred to as, the "Executive Committee").

#### Section 2. Term

The Officers shall serve one-year terms and succeed in office at the end of the one year term as provided below beginning June 1 of each year:

- i. At the end of the Chair's term, the Chair shall succeed to the position of Immediate Past Chair, without election to that office.
- ii. The Chair Elect shall succeed the Chair, without another election to that office.
- iii. The Vice Chair shall succeed the Chair Elect, without another election to that office.
- iv. The Vice Chair Elect shall succeed the Vice Chair, without another election to that office.
- v. The Secretary shall succeed the Vice Chair Elect, without another election to that office.
- vi. The Secretary Elect shall succeed the Secretary, without another election to that office.
- vii. The office of Secretary Elect shall be filled in the manner set forth in Article IV.

### Section 3. Succession when Succeeding Officer is not available

If after completion of an Officer's term, any officer is unwilling or unable to serve another term to which they are eligible to serve, the remaining officers shall follow the succession rules in Article III, Section 2 above until all vacant positions are filled by succession. The remaining Officers shall vote to fill the remaining Officer vacancy pending election of an officer in accordance with Article IV.

## **Article IV. Nomination and Election of Officers**

Section 1. On or before April 15 of each year, the Nominating Committee shall nominate to the Executive Committee one or more members to serve as Secretary Elect. Diversity of geography, race, gender, practice type, firm size and other diverse criteria shall be considered in selecting the nominees for Secretary Elect.

Section 2. Any member of the Section may nominate themselves for Secretary Elect at any time prior to or at the time of the election. Nominations properly made at the time of the election will be accepted.

Section 3. The Secretary Elect shall be elected by the members of the Section at a meeting of the Section called for that purpose.

Section 4. Election of those nominated shall proceed by written ballot.

## **Article V. Duties of Officers**

Section 1. Chair. The Chair shall preside at all meetings of the Section and the Executive Committee. The Chair shall superintend the programs of the Section and the performance of all activities of the Section. The Chair shall perform such other duties and acts as usually pertain to such office or as may be designated by the Executive Committee.

Section 2. Chair Elect. The Chair Elect shall aid the Chair in the performance of the Chair's responsibilities in the manner and to the extent the Chair may request. The Chair Elect shall preside at meetings of the Section in the absence of the Chair. The Chair Elect may perform such further duties and have such further powers as usually pertain to such office or as may be designated by the Executive Committee or the Chair. In the case of the death, resignation or disability of the Chair, the Chair Elect shall perform the duties of the Chair until the Chair is no longer disabled or until a successor to the Chair assumes the office.

Section 3. Vice Chair. The Vice Chair shall (1) coordinate programs with the Chair and the Executive Committee; (2) assist committees with projects, meetings or programs; and (3) provide or coordinate information on forthcoming Section events to the Secretary for inclusion in meeting notices, newsletters or electronic distribution lists.

Section 4. Vice Chair Elect. The Vice Chair Elect shall aid the Vice Chair in the performance of the Vice-Chair's responsibilities in the manner and to the extent the Vice Chair may request. The Vice Chair Elect may perform such further duties and have such further powers as usually pertain to such office or as may be designated by the Executive Committee or the Chair. In the case of the death, resignation or disability of the Vice Chair, the Vice Chair Elect shall perform the duties of the Vice Chair until the Vice Chair is no longer disabled or until a successor to the Vice Chair assumes the office.

Section 5. Secretary. The Secretary shall consult with and assist the Executive Committee with the work of the Section generally in the manner and to the extent each officer may request. The Secretary shall be the liaison between the Section and the Association regarding the retention and maintenance of books, papers, documents and other property pertaining to the work of the Section. The Secretary shall keep a true record of the proceedings of all meetings of the Section and the Executive Committee, maintain correspondence and give notice of meetings as requested by the Chair, and perform such other duties as usually pertain to such office or as may be designated by the Executive Committee or the Chair.

Section 6. Secretary Elect. The Secretary Elect shall aid the Secretary in the performance of the Secretary's responsibilities in the manner and to the extent the Secretary may request. The Secretary Elect may perform such further duties and have such further powers as usually pertain to such office or as may be designated by the Executive Committee or the Chair. In the case of the death, resignation or disability of the Secretary, the Secretary Elect shall perform the duties of the Secretary until the Secretary is no longer disabled or until a successor to the Secretary is elected pursuant to Article IV hereof. To the extent there is a need, the Secretary Elect shall (1) manage and account for the monies of the Section; (2) keep accurate records of all financial transactions of the Section; (3) present a financial report at each regular Section meeting; (4) prepare an annual budget and present such budget for approval at a meeting of the Section; and (5) perform such other duties as usually pertain to such office or as may be designated by the Executive Committee or the Chair.

## **Article VI. Vacancy**

Any vacancy in an elected office may be filled by a member appointed by the Chair until a successor to such officer is installed.

## **Article VII. Meetings**

Section 1. Annual Meeting:

(a) The members of this Section shall hold one regular meeting each year, at such time and place as shall be fixed by the Executive Committee.

(b) Special meetings of this Section may be called by the Chair at any time, the same to be held at such time, place and manner as may be designated by the Chair. At such special meetings, only such business as shall have been specified in the call for such meeting shall be transacted. Such special meetings shall be held by conference call, at the discretion of the Chair.

Section 2. Notice. The Secretary or, in the Secretary's absence, the Secretary Elect, shall give at least ten (10) days' written notice of the time, place and manner of all meetings unless, in the sole discretion of the Chair, circumstances require a shorter notice period. Such notice may be served by regular mail or electronic mail or such other technical means available and in general use at that the time that is the functional equivalent.

Section 3. Quorum. Seven (7) Section members shall constitute a quorum at any regular or special meeting.

Section 4. Controlling Vote. Except as provided in Article IX (Amendments), an act of the majority of those Section members present at a meeting at which there is a quorum shall be an act of the Section. All voting at any meeting shall be by those present, either in-person, telephonically or electronically, as permitted.

#### **Article VIII. Committees**

Committees of this Section shall include: (a) Standing Committees; and (b) Special Committees, as created by the Executive Committee.

(a) The Standing Committees shall include: Pro Bono Services, Educational E-Lert, Nominating, Diversity and Legislation.

(b) The Executive Committee may add additional Standing Committees upon determination that such additional Standing Committees will enhance this Section.

(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 Executive Committee may be terminated by vote of the Executive Committee.

(d) The Executive Committee may establish such Special Committees as will enhance the functioning of this Section. Such Special Committees shall remain in place unless terminated by vote of the Executive Committee.

(e) The Chair shall appoint members to serve on Committees of this Section and, in doing so, shall consider the goal of broad diverse representation of all segments of this Section. Committee members shall be selected from among the members of this Section, which may be canvassed from time to time for the purpose of appointing Committee members.

(f) The Chair of this Section shall be an ex officio member of every Committee of this Section. The Chair may designate another Officer to serve in the Chair's place on any such Committee.

## **Article IX. Amendments**

The Bylaws may be amended, repealed or replaced upon a proposal made: (a) by a majority of the Executive Committee of the Section at a regular or special meeting of the Executive Committee at which a quorum of five officers are present at the time of the vote; or (b) by a petition signed by at least ten (10%) percent of the members of the Section. Following such proposal, the Bylaws may be amended, repealed or replaced by a majority vote of Section members present at a meeting where a quorum is attained.

Approved

NJSBA Board of Trustees Feb. 2019/ Bankruptcy Law Section June 2020

NJSBA Board of Trustees Dec. 2021/Bankruptcy Law Section Dec. 2021