

**AMENDED BY-LAWS OF
THE BERGEN COUNTY BAR ASSOCIATION, INC.**

**ARTICLE I
NAME**

The name of the Association shall be the Bergen County Bar Association, Inc. It shall be referred to hereinafter as the "Association.

**ARTICLE II
PRIOR BY-LAWS SUPERSEDED**

These Amended By-Laws (the "By-Laws") replace and supersede any and all prior By-Laws of the Association.

**ARTICLE III
OBJECTS AND PURPOSES**

The objects and purposes (the "Objects and Purposes") of the Association shall be the advancement, with honor and dignity, of the legal profession; the promotion of beneficial legal reform; the continuation of legal education for its members; the maintenance of good relations and understanding between the Bench and the Bar and good will and understanding between the Bar and the general public; assisting in the provision of legal services to the public; the promotion of full and equitable participation in the Association by all persons in order to foster and promote diversity and inclusion in the Association; the elimination of bias in the legal profession; and the facilitation of the administration of justice.

**ARTICLE IV
MEMBERSHIP**

Those persons in the following categories shall be eligible for membership in the Association:

1. ACTIVE MEMBERS:

a. Any person duly admitted to the practice of the law in the State of New Jersey who resides in, practices law in Bergen County or maintains an office for the practice of law in, or maintains an office for the practice of law in Bergen County, or

b. Any person who shall be qualified under Section 1(a) above or who shall have been an Active Member of the Association but who shall either have retired from the active practice of the law, or shall be on active duty in the Armed Forces of the United States of America, may be admitted to membership in the Association as an Active Member.

2. ASSOCIATE MEMBERS:

a. Any person residing in Bergen County who is a law clerk or law student and intends to apply for admission to the Bar of the State of New Jersey; or

b. Any person who is a member of the Bar of the State of New Jersey, not qualified for active membership, may be admitted to membership in the Association as an Associate Member; or

c. Any attorney residing or working in Bergen County who is not a licensed New Jersey attorney but who is licensed in good standing to practice law in any other state may be admitted to membership in the Association as a corporate Associate Member.

d. Those holding Associate Membership shall not have the privilege of voting or being officers or trustees of the Association.

3. HONORARY MEMBERS:

Any person who may not be eligible for Active Membership but who has rendered meritorious service to the legal profession, or the Bench and Bar of the State of New Jersey or the County of Bergen, may be admitted to Honorary Membership on an affirmative vote of a majority of the Board of Trustees of the Association. Those holding Honorary Membership shall not have the privilege of voting or being Officers or Trustees of the Association.

4. ELECTION OF MEMBERS:

Candidates who qualify for Active or Associate Membership, upon completion of a membership application which shall set forth their qualifications, and its transmittal to the Secretary of the Association together with the required membership dues, shall become members of the Association in the category for which they applied.

5. TERMINATION OF MEMBERSHIP:

a. **RESIGNATION:** Any member may resign, in writing, upon satisfying all obligations then due the Association. Any member who resigns from the practice of law in the State of New Jersey shall be deemed to have submitted a written resignation to the Association.

b. **EXPULSION OR SUSPENSION:**

(1) Any member shall be respectively either expelled or suspended from the Association if such member shall have been disbarred or suspended from practice by the Supreme Court of the State of New Jersey without further action by the Association.

(2) Any member who shall fail to pay dues to the Association for more than six (6) months after a notice of such delinquency has been mailed to said member, may be expelled or suspended from the Association after due notice (and a hearing before the Board of Trustees) and upon determination by a vote of one-half (1/2) of the members of the Board present and voting, *provided, however,* that nothing in this provision shall prohibit a member from satisfying any outstanding dues. Upon satisfaction, membership shall be reinstated.

(3) Any member may be expelled or suspended from the Association, after due notice and a hearing before the Board of Trustees and upon determination by a vote of three-fourths (3/4) of the members of the Board present and voting, that such member has committed conduct detrimental to the stated Objects and Purposes of the Association, or has otherwise ceased to be qualified for membership in the Association. Any expelled or suspended member—except those suspended or disbarred—shall be so notified, in writing, and shall have the right to appeal the decision of the Board to the membership by requesting that the Secretary list the question on the agenda of any regular meeting of the members of the Association. At such meeting the decision of the Board may be overruled by a majority of those members present and voting.

(4) In the event of suspension or resignation from the practice of the law, or in the event of a failure of the individual in question to further qualify for membership in the Association, the suspension shall continue so long as the disqualification continues.

ARTICLE V
DUES AND ASSESSMENTS

1. **AMOUNTS:** The amount of dues and assessments shall be established and modified by the Board of Trustees from time to time.
2. **CATEGORIES:** The Board of Trustees may establish categories of members for the payment of dues including, but not limited to, categories involving age, length of membership, length of service to the Bar, service in the Armed Forces, Honorary and Associate Memberships.

ARTICLE VI
TRUSTEES

1. **NUMBER:** The Board of Trustees of the Association (the "Board") shall consist of no less than twenty and no more than twenty-four Active Members which shall include the President, President-Elect, First Vice President, Second Vice President, Immediate Past President, Secretary and Treasurer. The representative appointed to the Board by the Young Lawyers Division of the Association shall be an additional voting member of the Board. The State Bar Trustee(s) representing Bergen County shall be additional ex-officio non-voting member(s) of the Board.
2. **QUALIFICATIONS:** Any Active Member of the Association in good standing for at least three (3) years who is at least 18 years of age shall be eligible to become a member of the Board if that Active Member: (a) resides in Bergen County; (b) has an office in Bergen County; or (c) has a significant portion of their practice in Bergen County and/or significant participation in the Association. The Nominating Committee shall have the discretion to determine what qualifies as a significant portion of practice in Bergen County and/or significant participation in the Association for the purpose of being a Board member. Notwithstanding the foregoing, the representative appointed to the Board by the Young Lawyers Division of the Association is not required to be in good standing for at least three (3) years in order to serve on the Board.
3. **MEETINGS:**
 - a. **REGULAR MEETINGS:** Regular meetings of the Board shall be held at such times, dates and places as the Board shall, by resolution,

determine. In no event shall the Board meet less than one (1) time per month except during the months of July and August. There may be transacted at any regular meeting of the Board any business within the power of the Board to transact.

b. **OTHER MEETINGS:** Other meetings of the Board may be called at the direction of the President or, in the President's absence, by the President-Elect or by the direction of any three (3) of the Trustees at that time in office and may be held at the office of the Association or at such place as the Board may, from time to time, determine, or as is stated in the notice of the meeting.

c. **NOTICE OF SPECIAL MEETINGS:** At least three (3) days' notice via email, regular mail, or other written notice to the office of the respective Trustees as same appears on the records of the Association, shall be given of any special meeting and such notice shall briefly refer to all business to be transacted at such meeting.

d. **NOTICE OF ADJOURNED MEETINGS:** Notice of adjournment of a regular or special meeting of the Board shall be given, in good faith and with good reason, three (3) days prior to the new meeting date, absent exigent circumstances, in which case notice should be provided as soon as possible.

e. **QUORUM:** Ten (10) members of the Board shall constitute a quorum at any meeting. All actions of the Board shall be by majority vote by the members present and voting unless otherwise provided by these By-Laws.

f. **METHODS OF MEETING AND VOTING:** Trustees may participate and vote in any regular or special meeting of the Board without physically attending in person, by means of a telephone conference call or any other means of communication by which all Trustees participating are able to hear and otherwise communicate effectively with each other. Votes may occur either at physical meetings, by conference call, by video meetings or through electronic vote or such other state of the art means as are consistent with the intent of these By-Laws. All voting shall be initiated by a motion proposed by one (1) Trustee and seconded by another.

g. **INTERIM ACTION BY BOARD:** At the discretion of the President, and unless objected to by a Trustee, the Board may act upon electronically transmitted requests for action, which cannot abide delay to the next regularly scheduled meeting of the Board and which are of such a nature that it is not deemed necessary or

economical to call for a special meeting of the Board at which all members are directed to physically appear. However, in the event any Board member objects to this procedure, then the President shall call for a special meeting of the Board, at which time the procedures of Article VI, Subsection (3)(c) of these By-Laws shall be followed, except that the time period for notice may be shortened if the reason for the meeting requires emergency action.

4. TERM OF TRUSTEES:

a. The Trustees who are not Officers of the Association shall be divided into three classes in such manner as the Board shall deem reasonable and appropriate.

b. At each annual election, Trustees shall be elected to serve for a term of three (3) years for each vacated position on the Board.

c. A Trustee who is not an Officer of the Association, shall not serve consecutively for more than three (3) terms of three (3) years each, not including any unexpired term to which the Trustee has been elected or appointed.

d. Elected Trustees shall hold office for the elected term or until their successors shall have been elected and shall have taken office, absent the resignation or termination of an elected Trustee.

5. VACANCY ON BOARD OF TRUSTEES: If a vacancy occurs on the Board, that vacancy shall be filled in accordance with the provisions of Article VII, Subsection 8(b)(2) hereof. Any Trustee elected to fill a vacancy on the Board shall serve the remainder of the unexpired term of the Trustee to which they are elected. Thereafter, each Trustee elected to fill a vacancy on the Board shall have the right to be elected to and serve the three (3), three (3)-year terms permitted by Article VI, Subsection (4)(c) above.

6. FUNCTIONS OF THE BOARD OF TRUSTEES:

a. The Board shall manage the affairs and the property of the Association. It shall perform all other duties required by these By-Laws. It may appoint such administrative staff (including an Executive Director) as it may deem advisable. The Board 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 the By-Laws or the Certificate of Incorporation

of the Association.

b. No debts shall be incurred by or on behalf of the Association, no contracts shall be entered by or on behalf of the Association and no funds shall be appropriated or disbursed by or on behalf of the Association without the approval of the Board. Notwithstanding the foregoing, the President of the Association shall be authorized to spend Association funds without prior Board approval in an amount not to exceed an amount and subject to such other terms and limitations as are established from time to time by the Board. Until such time that the Board adopts a resolution changing the then most recent resolution establishing an approved spending limitation, the approved spending limitation approved by the most recent resolution shall continue in effect.

7. HONORARY TRUSTEES: Past Presidents, other than the Immediate Past President, shall serve as non-voting Honorary Trustees of the Association for a further term of nine (9) years after serving as Immediate Past President.

8. ADOPTION / EFFECTIVE DATE: Adoption of these By-Laws shall not alter the position or the term of office of any Trustee elected prior to the adoption of these By-Laws.

9. RECUSAL, ABSTENTION. No Trustee shall be required to recuse themselves or abstain from all or any part of a meeting of the Board conducted to consider applications to fill a vacancy in the position of Officer or Trustee of the Association because a Trustee and an applicant(s) for the position of Officer or Trustee are or were affiliated as partners in the practice of law, members or managers of the same law firm or employees of the same law firm or for any other reason. Nothing contained herein, however, shall (i) prohibit a Trustee from recusing themselves or abstaining from participating in a meeting of the Board should they decide to do so or (ii) prohibit the Board from deciding by majority vote that a Trustee should recuse themselves or abstain from participating in all or any part of a Board meeting.

ARTICLE VII OFFICERS

1. OFFICERS: The Officers of the Association shall be a President, President-Elect, First Vice President, Second Vice President, Secretary and Treasurer, each of whom shall hold office for a term of one (1) year and until a successor shall have been elected and shall have taken office. Adoption of these By-Laws

shall not alter the position or term of office of any Officer elected prior to the adoption of these By-Laws.

2. QUALIFICATIONS: Any Active Member of the Association in good standing for at least three (3) years next preceding their election as an Officer may be an Officer of the Association. No person holding a full-time judicial position shall be eligible to hold office in the Association.

3. DUTIES:

a. **PRESIDENT:** The President shall preside at all meetings of the Association and the Board, appoint all committees and perform such other duties as the Association or the Board may direct.

b. **PRESIDENT-ELECT:** The President-Elect shall succeed to the office of the President for the following term without another election and shall perform the duties of the President in the absence of the President or at the request of the President. If the President-Elect succeeds the President before the latter's term is complete, the President-Elect shall serve a full term as President after completing the predecessor's term.

c. **FIRST VICE PRESIDENT:** The First Vice President shall assist the President and shall substitute for the President during the absence or disability of both the President and the President-Elect. The First Vice President shall be a member of the Board. The First Vice President shall become President in the event of the resignation, permanent disability or death of both the President and the President-Elect.

d. **SECOND VICE PRESIDENT:** The Second Vice President shall assist the President and shall substitute for the President during the absence or disability of both the President, the President-Elect and the First Vice President. The Second Vice President shall be a member of the Board. The Second Vice President shall become President in the event of the resignation, permanent disability or death of all of the President, the President-Elect and the First Vice President.

e. **TREASURER:** The Treasurer shall receive all payments of money to the Association, make all authorized disbursements on behalf of the Association, shall keep financial records of the Association and shall render to the Association a monthly written report of all receipts, disbursements, assets and liabilities. Audited financial statements may be required at the direction of the Board. Absent such a directive, financial statements shall be unaudited.

The Treasurer shall be the principal liaison with the Association's accountant(s) or tax advisor(s) regarding the finances of the Association and the maintenance of its tax exempt status under the Internal Revenue Code. The Treasurer shall not be required to post a bond unless the Board shall deem it necessary in which event the Board shall set and determine the amount of the bond and the cost of the bond shall be borne by the Association and paid for out of its general funds. The Treasurer shall be a member of the Board. The Treasurer shall become President in the event of the resignation, permanent disability or death of all of the President, the President-Elect, the First Vice President and the Second Vice President.

f. **SECRETARY:** The Secretary shall keep accurate minutes of the meetings of the Association and the Board, shall send notice of meetings and of nominations and elections to the members of the Association, and shall perform such other duties as the President or the Board may direct, and shall perform such other functions appropriate to the office of Secretary pursuant to applicable law and as specified in these By-Laws. The Secretary shall be a member of the Board. The Secretary shall become President in the event of the resignation, permanent disability or death of all of the President, the President-Elect, the First Vice President, the Second Vice President and the Treasurer.

4. EXECUTIVE COMMITTEE:

a. **MEMBERS:** The Executive Committee of the Association shall consist of the Officers and the Immediate Past President of the Association. The President shall act as the Chairperson.

b. **MEETINGS:** Three (3) members of the Executive Committee shall constitute a quorum at any meeting. All actions of the Executive Committee shall be by a majority vote of the members present and voting. The meetings shall be called by the President, from time to time, as the President may deem necessary or advisable.

c. **FUNCTIONS AND DUTIES:** The Executive Committee shall exercise such functions and shall perform such duties as may be delegated to it, from time to time, by the Board. The Executive Committee shall have such powers as are delegated to it by the Board.

5. ELECTIONS:

a. **NOTICE OF ANNUAL ELECTION:** Notice shall be given to the membership of the Association at least sixty (60) days prior to the time set for the Annual Meeting in accordance with these By-

Laws.

b. NOMINATIONS FOR OFFICERS AND TRUSTEES:

(1) Nominations shall be made upon the recommendation of the Nominating Committee submitted to the Secretary of the Association not less than sixty (60) days prior to the date fixed for the next Annual Meeting, or by petition signed by not less than twenty-five (25) active members of the Association submitted to the Secretary of the Association not less than forty-five (45) days prior to the date fixed for the Annual Meeting.

(2) At least thirty (30) days prior to the date of the Annual Meeting the Secretary shall notify the membership of the names submitted by the Nominating Committee and by petition. No one person shall be eligible for nomination, either by the Nominating Committee or by petition, to more than one elected position in any one election.

c. GENERAL ELECTION:

(1) The annual general election shall be held on the day of the Annual Meeting of the Association. In the event that there is no contest for any position to be elected, the election shall be conducted by voice vote at the Annual Meeting. In the event that a valid petition is filed for any position resulting in a contested election, voting shall be by paper ballot, voting machine, or by such other manner as the Board shall authorize.

(2) Ballots shall be available and shall be cast at the headquarters of the Association between the hours of 9:30 a.m. and 3:30 p.m., and at the location of the Annual Meeting between 4:00 p.m. and 6:00 p.m., on the day of the election. Officers and Trustees shall be elected by a majority of Active Members casting votes.

(3) The conduct of any contested election and the supervision of balloting for such election shall be the responsibility of an Elections Committee, which shall consist of at least three persons nominated by the President as soon as the existence of a contested election shall be known. The Elections Committee shall elect its own chairperson, and no candidate for Association office, nor any member of the Nominating Committee, shall be eligible for membership on the Elections Committee. The Officers and Trustees elected shall take office at the time of their election at the Annual Meeting.

d. VOTING LIST:

(1) The Secretary shall make and certify a complete list of the members entitled to vote at the Annual Meeting or other members' meeting or any adjournment thereof. A list required by this subsection may consist of cards arranged alphabetically. The list shall: (1) be arranged alphabetically with the address, mailing address and e-mail address of each member; (2) be produced at the time and place of the meeting; (3) be subject to the inspection of any members during the whole time of the meeting; and (4) be prima facie evidence as to who are the members entitled to examine the list or to vote at any meeting.

(2) If the requirements of this section have not been complied with, the meeting shall, on the demand of any member in person or by proxy, be adjourned until the requirements of this provision are complied with. Failure to comply shall not affect the validity of any action taken at the meeting prior to the making of any such demand.

6. REMOVAL OF OFFICERS AND TRUSTEES:

Any Officer or Trustee may be removed from office on one or more of the following grounds:

a. Termination of membership in the Association by resignation, expulsion or suspension as provided by Article IV, Subsection 5(b) of these By-Laws; or

b. Failure to attend three (3) consecutive regular Board meetings or six (6) Board meetings in the twelve (12) month period; or

c. Presentation of evidence, sufficient in the reasonable discretion of the Board, of unlawful conduct detrimental to the interests of the Association on the part of the Officer or Trustee in question.

d. A Trustee may be removed on one or more of these grounds by a two-thirds (2/3) vote of the entire membership of the Board.

e. An Officer may be suspended on one or more of these grounds by a two-thirds (2/3) vote of the Board pending until the active membership votes upon the issue of removal at a regular or special meeting.

7. RESIGNATION OF OFFICER AND TRUSTEES: An Officer or Trustee may resign by written notice to the Association. The resignation

shall be effective upon receipt thereof by the Association or at a subsequent time as shall be specified in the notice of resignation.

8. VACANCIES; SUCCESSION:

a. **SUCCESSION:** The order of succession for offices of the Association is:

- President
- President-Elect
- First Vice President
- Second Vice President
- Treasurer
- Secretary

b. **VACANCIES:**

(1) If a vacancy occurs in any office other than the office of Secretary during an Officer's term, each Officer holding an office junior to the vacant office pursuant to the order of succession set forth in Article VII, Subsection 8(a) above shall immediately move up to the next highest office. By way of example, if a vacancy occurs in the office of First Vice President, the Second Vice President, the Treasurer and the Secretary shall each assume the next highest office and the office of Secretary will be vacant.

(2) A vacancy in the office of Secretary, however it occurs, shall be filled by the Board at its regular meeting during the second month next following the occurrence of said vacancy in the following manner: the President shall cause a notice to be sent to each Active Member of the Association at least thirty (30) days prior to the meeting that a vacancy exists in the office of Secretary and is to be filled at said meeting and calling for nominations of candidates to fill the office of Secretary. The Board, in its discretion, may establish procedures which, in its reasonable judgment, the Board determines to be necessary for considering each candidate including, but not limited to, requiring each candidate to submit such information as the Board deems material to each candidate's application and requiring the appearance at the meeting of each candidate in order for the Board to interview each candidate. The candidate receiving a majority of the number of votes at the meeting shall be elected and assume the duties of Secretary for the unexpired term.

(3) If a vacancy occurs in any office and the provisions of Article VII, Subsection 8(b)(1) apply, each Officer shall hold their office for the remainder of the unexpired term and may be

nominated to be elected to that same office for a full term at the next Annual Meeting.

ARTICLE VIII
MEETINGS AND QUORUM

1. ANNUAL MEETINGS: The Annual Meeting of the Association shall be held on the second Tuesday of April of each year at the Courthouse in Hackensack, New Jersey, or at such other place or on such other date as the President may designate with the consent of the Board and upon notice to the membership of at least ten (10) days but not more than sixty (60) days before said Annual Meeting.

2. REGULAR MEETINGS: At least two (2) regular meetings (other than the Annual Meeting) shall be held each year at a place and at such time as the President may designate with the consent of the Board upon notice to the membership of at least ten (10) days but not more than sixty (60) days before said regular meeting.

3. SPECIAL MEETINGS: Special meetings may be called by the President, by a vote of the majority of the Board or by the signed petition of twenty-five (25) Active Members. The membership shall be given written notice by the Secretary of the time and place of such meeting by regular mail sent at least ten (10) days but not more than sixty (60) days before such meeting. The purposes of all special meetings shall be stated in said notice and no other business shall be transacted at such meetings.

4. QUORUM AND VOTING:

a. Fifty (50) Active Members shall constitute a quorum at any meeting of the Association.

b. All actions of the Association shall be by majority vote of the Active Members present and voting unless otherwise provided herein.

ARTICLE IX
COMMITTEES

1. STANDING COMMITTEES:

The following shall be designated as standing committees ("Standing Committees") of the Association, and all members of all Standing Committees shall remain as members of their respective committee(s) until their successors are appointed. All appointments to all Standing Committees shall be for a term of one (1) year unless otherwise specifically noted. All appointments to

all Standing Committees of the Association shall be made by the President.

The following shall be designated as Standing Committees of the Association:

a. **ANNUAL DINNER COMMITTEE:** The President-Elect shall be the Chairperson of this committee and the number of members assigned to this committee shall be at the discretion of the President.

b. **BENCH/BAR LIAISON COMMITTEE:** The purpose of this committee is to assist the Assignment Judge with respect to court calendar control and any other matters which the Assignment Judge suggests to further the cooperation between the Bench and Bar of Bergen County. This Committee will consist of a Chairperson and five (5) other members each of whom shall be representative of those attorneys that practice before the following Divisions and Parts of the Superior Court: the Law Division, Civil Part; the Law Division, Criminal Part; the Law Division, Special Civil Part; the Chancery Division, Family Part; and the Chancery Division, General Equity Part. Meetings shall be at the request of the Assignment Judge.

c. **NOMINATING COMMITTEE:**

(1) **MEETING:** The Nominating Committee shall meet during January of each year to consider candidates for the office of Secretary and for open positions for Trustee. All candidates for the office of Secretary and for the position of Trustee shall appear before the committee in person and be interviewed by the committee. Should there be more than one (1) candidate for an office other than Secretary, the committee may require all candidates for such other office to appear and be interviewed by the committee. In addition to the members of the committee, those who may attend the meeting of the committee shall be the alternate members appointed pursuant to Article IX, Subsection (1)(c)(2)(D) below and any Officer, *provided, however,* that such persons may attend the meeting only as observers with a right to ask questions of and participate in any discussion about the candidates, but with no right to vote, except for an alternate member who takes the place of a member who is unable to vote pursuant to Article IX, Subsection (1)(c)(2)(D) below. Except as otherwise set forth in these By-Laws, the committee may establish such procedures that it deems reasonable and necessary to conduct its meeting in a professional and expeditious manner in compliance with these By-Laws and applicable law.

(2) **MEMBERSHIP:**

The Nominating Committee shall be appointed annually by the President. The committee shall consist of nine (9) members as follows:

A. The Immediate Past President, who will serve as Committee Chairperson.

B. The next four (4) Past Presidents that preceded the Immediate Past President; if any of the eligible Past Presidents cannot serve as a committee member, the President shall appoint the next immediately preceding Past President(s);

C. Four (4) Active Members of the Association who have been Active Members of the Association for at least three (3) years and demonstrated their commitment to the Association and its Objects and Purposes. In appointing these four (4) members of the committee, the President shall take into consideration, among such other qualifications that the President deems reasonable, the following: (i) Active Members who have consistently supported the Association by attendance at, participation in and/or sponsorship of, whether individually or through a law firm by which they are employed, Association dinners, meetings and events; (ii) active participation in Association committees as chairperson or member; (iii) active participation in Association continuing legal education presentations as moderator or speaker; (iv) such other factors or qualifications consistent with those described in this Article IX, Subsection (1)(c)(2)(C) as the President determines to be relevant to being a member of the Nominating Committee.

D. Four (4) Active Members of the Association as alternate members of the committee who shall take the place of any of the four (4) members appointed by the President pursuant to Article IX, Subsection (1)(c)(2)(C) above who is unable to participate in voting on candidates for the office of Secretary or the position of Trustee. Alternate members shall be subject to the same qualifications of members pursuant to Article IX, Subsection (1)(c)(2)(C) above. An alternate member shall be appointed to take the place of a member based on the first letter of the alternates' last names.

(2) PROCEDURES OF THE COMMITTEE. The Nominating Committee shall have the authority to set its own rules and procedures for conducting its meetings, *provided, however,* that all applicants for nomination to the position of Trustee or Officer of the Association shall be required to appear before the Nominating

Committee to be interviewed in connection with their application. Without limiting the generality of the foregoing, all incumbent Officers and Trustees of the Association, except the incumbent President-Elect, shall appear before the Nominating Committee to be interviewed in connection with their application for nomination unless the Nominating Committee shall determine by majority vote that the appearance of any of such incumbent applicants shall not be necessary.

(3) **VOTING:**

A. Each member of the committee, including the Immediate Past President as Chairperson, shall be entitled to vote at a meeting of the committee. Unless the committee decides otherwise, all voting shall be by secret ballot. The affirmative vote of a majority of the committee shall be required for the nomination of a candidate for Secretary or Trustee. In the event that no candidate for Secretary receives the affirmative vote of a majority of the Committee after three (3) rounds of voting, the committee shall report to the Board that it could not agree on a nomination for the office of Secretary, and the Board shall choose a nominee by affirmative vote of a majority of the Board at the next regular Board meeting following the meeting of the committee.

B. No member of the Nominating Committee shall be required to recuse themselves or abstain from all or any part of a meeting of the Nominating Committee conducted to consider applications for the position of Officer or Trustee of the Association because a member of the Nominating Committee and an applicant(s) for the position of Officer or Trustee of the Association are or were affiliated as partners in the practice of law, members or managers of the same law firm or employees of the same law firm or for any other reason. Nothing contained herein, however, shall (i) prohibit a member of the Nominating Committee from recusing themselves or abstaining from participating in a meeting of the Nominating Committee should they decide to do so or (ii) prohibit the Nominating Committee from deciding by majority vote that a member of the Nominating Committee should recuse himself or abstain from participating in all or any part of a Nominating Committee meeting.

d. **JUDICIAL APPOINTMENTS COMMITTEE:** This Committee shall be comprised of eleven (11) (or such other number permitted by applicable law or custom) Active Members and shall have the duty and responsibility to investigate and evaluate all persons whose names are presented to the committee through the office of the Governor for judicial appointment. The committee shall report its

findings and recommendations to the New Jersey State Bar Association for further action. Each member of the committee shall serve for a term of three (3) years.

e. **JUDICIAL CONFERENCE COMMITTEE (Pursuant to Court Rule 1:35-1)**: This committee shall serve as the Association's representatives to "The Judicial Conference of New Jersey", which assists the New Jersey Supreme Court in the consideration of improvements in the practice of law and procedures in the courts and in the administration and organization of the judiciary. Pursuant to Court Rule 1:35-1(b)(6), this Committee shall be comprised of the President of the Association, or if the President is unable to attend, another Officer to be designated by the President, plus one (1) additional representative or designated alternate to be selected by the President for each 200,000 persons in the county, according to the last census.

f. **JUDICIAL SELECTION COMMITTEE**: This committee shall be comprised of fourteen (14) Active Members each of whom shall serve for a period of one (1) year. The Chairperson of the Judicial Appointments Committee shall also be an ex-officio member of this committee. Subject to the reaffirmation of the Judicial Compact Procedure for Relationship Between the Governor and the New Jersey State Bar Association (the "Judicial Compact" or the "Hughes Compact"), as may be amended from time to time, this committee shall screen persons named for possible judicial appointments from Bergen County and shall submit such names to the New Jersey State Bar Association Judicial and Prosecutorial Appointments Committee ("JPAC") and the Governor of the State of New Jersey for further action.

g. **ROLL OF FAME COMMITTEE**:

(1) The President of the Association, with the consent of the Board, shall appoint from among the Active Membership, electors to serve on the Roll of Fame Committee and shall designate one of such electors the Chairperson of the committee.

(2) The electors shall meet every three (3) years to consider and, if appropriate in the reasonable judgment of the electors, elect new members of the Roll of Fame. The committee shall be empowered to adopt and amend rules governing election to the Roll of Fame, subject to these By-Laws and approval by the Board, *provided, however,* that nothing contained herein shall require the electors to elect any person to the Roll of Fame at any three (3)-year election.

(3) The electors on the Roll of Fame Committee shall consist

of six (6) Active Members all of whom shall have been admitted to the practice of the law for not less than fifteen (15) years.

(4) The Chairperson of the committee shall serve a five (5) year term; one committee member shall serve for four (4) years; one for three (3) years; one for two (2) years and two (2) shall serve for one (1) year.

(5) At the end of each year of service the incoming President shall appoint replacements for a five (5) year term to fill the vacancies left by the terms that have expired.

(6) If any elector fails to attend two (2) successive meetings of the electors, that elector's place among the electors shall be considered vacant and a replacement shall be appointed by the President with the consent of the Board for the remainder of the unexpired term.

(7) Elections to the Roll of Fame shall be held every three (3) years on the second Tuesday in April, beginning in 1980, or on such other date that the electors may designate.

(8) At the close of every three (3) years thereafter, up to four (4) additional names may be inscribed on the bronze panels that comprise the Roll of Fame.

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(9) Election to the Roll of Fame shall require the affirmative votes of at least four (4) electors.

(10) Notwithstanding anything else contained in this Article IX, Subsection (g), only a lawyer who was a member of the Association, who lived or practiced law in Bergen County and who, at the time of that lawyer's consideration for election to the Roll of Fame has been deceased for at least three (3) years, shall be eligible for election to the Roll of Fame.

(11) Said Roll of Fame shall be installed in a conspicuous and suitable place in the Bergen County Courthouse and shall be maintained by the Association.

h. Nothing contained in these By-Laws shall prevent the Board from creating additional Standing Committees of the Association.

2. ABA DELEGATE:

In the event the Association shall be entitled to one or more delegates to the American Bar Association ("ABA") House of Delegates, then such position(s) shall be filled by election by the Board. Election shall be to such term of years as may be provided for by the ABA, or, in the absence of a prescribed term, for a period of one (1) year. Notice shall be given to the membership of any vacancy prior to election by the Board of an ABA Delegate. The position of ABA Delegate shall be open to any Active Member of the Association who is also a member of the ABA and who shall submit a resume and request for consideration to the Executive Director of the Association. The Board shall elect the ABA Delegate(s) at the June Board meeting in the year the position is to be filled, to take effect in August of said year following the annual ABA National Convention. The ABA Delegate shall report to the Board upon request. The ABA Delegate shall serve at their own cost and expense. No incumbent Officer or Trustee of the Association shall be eligible for election as ABA Delegate. Other than as may be required by the ABA, there shall be no limit on the number of years the same individual may serve as the Association's ABA Delegate.

ARTICLE X
DIVISIONS AND SECTIONS

a. The Board may from time to time create, consolidate or discontinue such divisions and sections within the Association as it may deem advisable.

b. Each division and section shall adopt and amend its own by-laws, subject to the approval of the Board.

c. The officers of a division or section shall hold an office for not more than two (2) years and shall not succeed themselves, except for special reasons with the approval of the Board.

d. The Board may establish divisions and sections upon petition of any group or committee of Active Members 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 division or section provided:

(1) The petition is submitted by a minimum of twenty-five (25) existing members of the committee or group, all of whom are Active Members, or such other number determined by the Board based

upon criteria the Board deems appropriate; and

(2) The committee or group has been in continuous existence for a period of at least three (3) calendar years; and

(3) The committee or group has had ongoing activities and, in the reasonable determination of the Board, has provided a substantial service to a segment of the Association.

ARTICLE XI
NOTICES, MEETINGS AND VOTING

Notwithstanding anything else contained in these By-Laws to the contrary:

a. Any notice or transmission of information required by the Certificate of Incorporation of the Association, by these By-Laws or by applicable law, may be given by regular mail sent to the last mailing address of each recipient shown on the records of the Association, by electronic means, including but not limited to e-mail sent to the last e-mail address of each recipient shown on the records of the Association, by personal delivery, or by any other means consistent and in accordance with applicable law and any guidelines and procedures approved by the Board from time to time.

b. Any meeting required by the Certificate of Incorporation of the Association, by these By-Laws or by applicable law including, but not limited to, meetings of the Trustees, of Active Members of other categories of members or of any committee of the Association, may take place in-person, by conference call or by remote video communication (for example, through "Zoom" or other reputable video meeting program) in accordance with applicable law and any guidelines and procedures approved by the Board from time to time.

c. All voting required by the Certificate of Incorporation of the Association, by these By-Laws or by applicable law may occur either at physical meetings, by conference call, by remote communication (for example, through "Zoom" or other reputable video meeting program) or through electronic vote or such other state of the art means as are consistent and in accordance with applicable law and any guidelines and procedures approved by the Board from time to time.

ARTICLE XII
AMENDMENTS

a. These By-Laws may be revised, amended, or supplemented at

any regular or special meeting of the Association upon a two-thirds (2/3) vote of the Active Members of the Association present.

b. The proposed amendments and a copy of the provisions hereof to be affected or changed by the amendment(s) shall be sent, along with a notice of meeting, to all Active Members at least twenty (20) days prior to the said meeting, in accordance with Article XI of these By-Laws.

c. No amendment to these By-Laws shall be adopted except upon an affirmative vote of at least one hundred (100) Active Members.

d. Amendments to the By-Laws may be proposed either by a three-quarter (3/4) vote of all the Officers and Trustees of the Association, or by petition signed by at least twenty (20) Active Members of the Association. In either event, any proposed By-Law amendment shall be submitted to the By-Laws Committee, which shall have thirty (30) days to review the proposed amendments and make a recommendation to the Active Members of the Association as to the adoption of any proposed By-Law amendment. In addition to the methods set forth above, By-Law amendments may be proposed directly to the Active Members of the Association by the By-Laws Committee, three-quarters (3/4) of the members of the committee concurring with the proposed amendment.

Adopted: March 30, 2023.