

# **BY-LAWS OF THE SOMERSET COUNTY BAR ASSOCIATION**

## **Article 1**

### **NAME**

The name of this Association shall be Somerset County Bar Association.

## **Article 2**

### **PURPOSE OF THE ASSOCIATION**

The purpose of this Association shall be:

1. To support and promote the due administration of justice and reformation of law to reflect contemporary public concern;
2. To advance the honor and integrity of the legal profession; and
3. To develop the social interaction of members with the community through leadership and interaction with other attorneys in counties throughout New Jersey in an effort to advance common professional interests.

## **Article 3**

### **MEMBERSHIP**

- 1) The Association consists of five classes of membership:
  - a) Regular Members: Attorneys in good standing of the Bar of the State of New Jersey.
  - b) Life Members: Attorneys who have been Regular Members of this Bar Association for 50 years or more, provided however, that any attorney who has achieved Life Member status shall retain that status regardless of any change in requirements for becoming a Life Member.
  - c) Associate Members: Attorneys in good standing of the Bar of another State who reside in, work or practice law in Somerset County; Law graduates, including judicial law clerks, who reside in, work or are engaged in a supervisory clerkship in Somerset County; paralegals, legal assistants and law students who reside in or work in Somerset County. Those holding Associate Membership shall not have the privilege of voting or being officers or trustees of the Association.
  - d) Affiliate Members: Persons who are not members of the Bar of the State of New Jersey or any other jurisdiction, but are active in one of the following fields:
    - i) Paralegal/Legal Assistant/Law Office Administrator Affiliate.
    - ii) Criminal Justice Affiliate, including Law Enforcement Officers, Criminal Investigators, Parole, Probation, Pre-trial Service or Correction Officer, or other professional employee of the justice system directly involved in the administration of criminal justice.
    - iii) Dispute Resolution Affiliate, including Arbitrators, Mediators, Negotiators, Conciliators, Neutral Fact Finders and Ombudsmen.
    - iv) Law Librarian Affiliate.

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

- e) Honorary Members: A person who is not eligible for membership under 3.1(a) of this Article, but who has rendered meritorious services to the legal profession, or the Bench and Bar of the State of New Jersey or the County of Somerset. Honorary Members are admitted upon an affirmative vote of a majority of the Board of Trustees of the Association and may be admitted for a term or as a lifetime Honorary Member. Those holding Honorary Membership shall not have the privilege of voting or being officers or trustees of the Association.
- 2) Application for membership shall be made as follows:
  - a) Submission of a completed application to the Secretary;
  - b) Payment of the application fee, as is determined by the Board of Trustees, and
  - c) Payment of current dues.
- 3) Resignations by the member from the Association must be made in writing, delivered to the Secretary, and all obligations then due by the member must be satisfied.
- 4) Termination of membership shall occur if dues have not been paid for more than one year, upon resignation by the member, or upon issuance of an Order of disbarment or suspension from any Bar to which the member is admitted. A member who has been suspended from the Bar may make application for membership after the suspension is lifted by the Court.
- 5) Leaves of absence: Members may request a leave of absence for good cause, including the cause and expected length of absence, in writing, delivered to the Secretary.

#### **Article 4** **DUES**

Each member shall pay dues as follows:

- 1) Annual dues shall be determined by the Board of Trustees. Dues may vary from year to year and by category of membership.
- 2) The following members shall be exempt from the payment of dues:
  - a) Members admitted to the New Jersey Bar less than one year;
  - b) Law graduates, including judicial law clerks, who are engaged in a supervisory clerkship.
  - c) Members on active duty in the military service of the United States;
  - d) Life Members
  - e) Honorary Members.
- 3) Dues shall be paid to the Treasurer. Any member whose annual dues remain unpaid for more than one year will lose his/her membership. A notice shall be sent to the member advising that non-payment of dues will cause cancellation of membership.
- 4) Any membership canceled for nonpayment of dues may be reinstated upon application accompanied by payment of dues for the current year plus all arrearages.

**Article 5**  
**TRUSTEES**

- 1) The Trustees shall be a minimum of fifteen (15) in number and shall be Regular Members in good standing of the Somerset County Bar Association.
- 2) The Trustees shall consist of the following:
  - a) Six (6) elected members;
  - b) The Somerset County Trustee of the New Jersey State Bar Association;
  - c) The six (6) officers of the Association; and
  - d) The three (3) immediate Past Presidents;
- 3) The six elected Trustees shall be elected to hold office for two years, and until their successors are chosen, three Trustees being elected each year.
- 4) The President of the Association shall be Chair of the Board of Trustees.
- 5) Six (6) trustees shall constitute a quorum at any meeting. All actions of the Board shall be majority vote by the members participating and voting unless otherwise provided by these by-laws.
- 6) If three meetings are missed by any Trustee without good cause, he or she may be replaced by a majority vote of the other Trustees.
- 7) All Past Presidents of the Association, other than the three immediate Past Presidents, are non-voting ex-officio members of the Board of Trustees and will receive notice of all meetings. Notwithstanding the prior sentence, any Past President who has attended at least six meetings of the Board during the prior calendar year and who is an active member in good standing will have a vote at all meetings of the Board for the following calendar year. All Past Presidents have the right to propose action by way of motion or resolution to be voted upon by the Board.
- 8) The New Jersey State Bar Association Trustee for Somerset County may also serve as an officer of the Somerset County Bar Association.

**Article 6**  
**OFFICERS**

- 1) The elected officers of the Association shall be a President, President-Elect, First Vice President, Second Vice President, Secretary and Treasurer.
- 2) The term of the President, President-Elect, First Vice-President and Second Vice President shall be for one year. Except as provided in Article 8, paragraph 6, the President, President-elect, First Vice President, and Second Vice President shall serve no more than one term in each office, except that any officer who has succeeded to another office by virtue of a vacancy in that office during the term shall continue in that office for the following full year without another election.
- 3) The nominations for the offices of Secretary and Treasurer shall be limited to the members of the Association set forth in Article 5, paragraphs 2(a) and (b) above, except as provided in Article 8, paragraph 6.
- 4) The term of the Secretary and Treasurer shall be two years. The Secretary and Treasurer shall serve no more than one term in each office.
- 5) The Secretary and Treasurer, who having once been elected to that office, shall alternately succeed to the Second Vice-President for the following term without

another election.

- 6) The President-Elect, First Vice-President and Second Vice President who having once been elected to that office shall succeed to the next office for the following term without another election
- 7) The term of each officer shall commence immediately after the Annual Meeting at which such officer is elected and shall continue until a successor is elected.

**Article 7**  
**DUTIES OF OFFICERS**

- 1) The President shall preside at all meetings of the Association, appoint the chairs, co-chairs and members of committees, in compliance with these bylaws. He or she shall not vote in any matter before the Association except in case of a tie, when his or her vote shall be the deciding one.
- 2) In the absence of the President, it shall be the duty of the President-Elect, the First Vice President, and the Second Vice President, in that order, to perform the duties of the President.
- 3) The Secretary shall keep the minutes of the meetings and proceedings of the Association and a record of such other matters as may be directed by the Association to be placed in its files. The Secretary shall notify all members as their annual dues become payable.
- 4) The Treasurer shall receive all monies of the Association, make such disbursements as are authorized, keep regular accounts in the books of the Association, and render a report of all receipts and disbursements to the Association as requested by the Board of Trustees.

**Article 8**  
**ELECTIONS AND VACANCIES**

- 1) The Nominating Committee shall be responsible for the annual nomination of Trustees and Secretary or Treasurer and for making a nomination to fill a vacancy in a Trustee position or the position of Secretary or Treasurer in his or her first year of office.
  - a. The Nominating Committee will consider all current Trustees in making its nomination for Secretary or Treasurer and will include the following factors in making its nomination for officers:
    - i. The length of time the Trustee has served on the Board of Trustees;
    - ii. The commitment of time and resources that the Trustee has made to the Association, both as Trustee and as a member;
    - iii. The leadership exhibited by the Trustee in the Association;
    - iv. The extent of participation by the Trustee in Association events and activities;
    - v. The Trustee's participation in the Somerset County Bar Foundation.
  - b. The Nominating Committee will include the following factors in making its nominations for Trustees:
    - i. The length of time the attorney has been a member of the Association;

- ii. The commitment of time and resources that the member has made to the Association;
    - iii. The leadership exhibited by the member in the Association;
    - iv. The extent of participation by the member in Association events and activities;
    - v. The member's participation in the Somerset County Bar Foundation.
  - c. In order to encourage a breadth of diversity and experience, the Nominating Committee will consider the experience, areas of practice, type of practice and diversity of the current Board of Trustees and officers in making its nominations.
  - d. The Nominating Committee shall file a written report with the Secretary at least ninety (90) days prior to the Annual Meeting. The written report shall contain the name, affiliation, and business address of each nominee proposed by the Nominating Committee for the elected office to be filled in the next annual election. The report of the Nominating Committee shall be distributed to the membership by the Secretary at least sixty (60) days before the Annual Meeting.
  - e. Any member who wishes to make an additional nomination must give the Secretary at least 30 days notice of such nomination prior to the Annual Meeting. Upon receipt of such notice, the Secretary shall provide at least 20 days notice of the intended nomination to the then-existing membership. Notice to the then-existing e-mail list of the membership shall satisfy this requirement
- 2) Election: Election of officers and trustees shall take place at the Annual Meeting. No proxies or absentee ballots shall be accepted for the election. The President-Elect shall request nominations from the floor, which must be seconded.
- a. If there are no nominations other than those from the Nominating Committee, the election shall be by voice vote. If there is a nomination or nominations from a member, the election shall proceed by written ballot. In such case, ballots shall be distributed and collected by the Secretary and counted by the Secretary and two members of the Nominating Committee or, in their absence, alternates named by the President. A nominee must receive a majority of the votes cast to be declared the winner of the election. If no nominee for a position receives a majority of the votes cast, a run-off election between the two nominees receiving the most votes shall be held immediately.
  - b. Only Regular and Life Members in good standing shall be entitled to vote. The election will take place one position at a time beginning with the highest officer position first, and ending with the last trustee position.
- 3) Taking Office: Duly elected officers and trustees shall take office immediately following their election.
- 4) Removal from Office: An officer or trustee shall be subject to recall upon the filing of a petition with the Secretary signed by not less than fifty (50) Regular Members in good standing. A copy of the petition and notice of the date, time and place of the recall proceeding shall be distributed by the Secretary to the Regular Members at least thirty

(30) days prior to the recall proceeding. The Secretary shall conduct the recall proceeding unless the recall proceeding is of the Secretary. If the recall proceeding is of the Secretary, the recall proceeding shall be conducted by the Second Vice-President. No proxies or absentee ballots shall be accepted for the recall proceeding. The officer or trustee subject to recall shall be removed from office if more than two-thirds of the ballots are cast for removal of the officer or trustee.

- 5) Vacancies: In the case of vacancy in the position for any officer other than the Secretary or Treasurer, the vacancy shall be filled by the officer in the position to next succeed to that office, except as provided herein. In the case of a vacancy for Trustee or for Secretary or Treasurer, a successor for the unexpired term shall be recommended by the Nominating Committee and elected by the Board of Trustees. When the position of Secretary or Trustee is filled because of a vacancy, that officer shall be last in line of succession to the chairs.
- 6) Leaves of absence: Notwithstanding any other provision in these by-laws, any Trustee or Officer may request a leave of absence due to illness, emergency or other good cause by submitting the request in writing to the Secretary. The request will include the reason for the request and the expected length of absence. If the Board accepts the request for a leave of absence, the Board will fill the temporary absence pursuant to Paragraph 5 of this Article. The Board may, at its discretion, return the Trustee or Officer to his or her former position as Officer or Trustee, or another position on the Board upon the return of the Officer or Trustee from the leave of absence.

**Article 9**  
**DELEGATES TO THE GENERAL COUNCIL OF THE STATE BAR ASSOCIATION**

The number of delegates to the General Council of the New Jersey State Bar Association, their qualifications for office and their term of office shall be in accordance with the by-laws of the New Jersey State Bar Association. The General Council delegates shall be appointed by the President.

**Article 10**  
**COMMITTEES**

- 1) The Association shall have the following Standing Committees:
  - a) Finance Committee: The Finance Committee shall consist of the Treasurer, President and three additional members selected by the President to serve until the next Annual Meeting. The Treasurer shall serve as Chair of the Committee.
  - b) Nominating Committee: The Nominating Committee shall consist of the Past President, President, President-Elect and two additional Trustees who do not seek to become an officer in the coming year, selected by the President. The Nominating Committee members shall serve until the next Annual Meeting and

may serve for no more than three (3) consecutive terms. The President-Elect shall serve as Chair of the Committee.

- 2) The Association shall have other committees, which may include Membership, Law Day, Mock Trial, Program, Newsletter, Alternate Dispute Resolution, Judicial and Prosecutorial Due Diligence Committee, Continuing Legal Education, and Substantive Law Committees. The President shall appoint the Chair or Co-Chair of each committee to serve until the next Annual Meeting or the appointment of a successor, whichever is later.

## **Article 11** **FINANCES**

- 1) The Board of Trustees shall pre-approve annually any continuing obligation in excess of \$5,000. The Board of Trustees shall pre-approve any individual debt or obligation exceeding \$5,000. No funds of the Association exceeding the sum of \$5,000 shall be appropriated to any use or paid out without pre-approval of the Board of Trustees.
- 2) The President and Treasurer shall pre-approve annually any continuing obligation in excess of \$1,000. The President and Treasurer shall pre-approve any individual debt or obligation exceeding \$1,000. No funds of the Association exceeding \$1,000 and less than \$5,000 shall be appropriated to any use or paid out without pre-approval of the President and Treasurer.
- 3) The Executive Director of the Association may incur continuing and individual debts and obligations in the amount of \$1,000 or less without pre-approval.
- 4) No part of the net income or earnings of the Association shall inure to the benefit of any individual member of the Association.
- 5) Notwithstanding any other provisions of these articles, the Association shall not carry on any activities not permitted for
  - a. an association exempt from federal income tax under section 501 (c ) (6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or
  - b. an association, contributions to which are deductible under section 170(c ) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- 6) Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c ) (6) of the Internal Revenue Code, or corresponding section of any federal tax code. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

**Article 12**  
**MEETINGS**

- 1) Regular meetings of the Board of Trustees shall be held at dates, times and places fixed by the Board of Trustees. All regular meetings of the Board are open to all members of the Association. Notices of all meetings will be sent at least ten days before the meeting.
- 2) The Annual Meeting of the membership of the Association shall be held on the first Tuesday in June at an hour and place to be determined by the President. The Annual Meeting is open to all members of the Association. Notice of the Annual Meeting will be sent at least ten days before the meeting.
- 3) Special meetings of the Board of Trustees may be called by the President or upon written request to the Secretary of five Trustees. Notices of special meetings will be sent at least three days before the meeting.
- 4) Special meetings of the membership may be called upon written request to the Secretary of five Trustees or fifteen members. The Secretary shall notify all members, in writing, of a special meeting at least five days prior to such meeting. Twelve members shall constitute a quorum at any such meeting.

**Article 13**  
**FISCAL YEAR**

The fiscal year of the Association shall begin June 1 and end May 31 of each year.

**Article 14**  
**AMENDMENTS**

- 1) Notice of a proposed amendment to these bylaws shall be provided to the membership at least thirty (30) days prior to the meeting at which the proposed amendment will be considered.
- 2) The notice shall state the date, time and place of the meeting, a true copy of the proposed amendment(s), and an absentee ballot.
- 3) All absentee ballots must be returned to the Secretary at least fifteen (15) days prior to the date of the meeting when such amendment is to be presented for consideration.
- 4) A two- thirds majority, including absentee ballots, of members participating in the amendment consideration is required for an amendment to pass.

Approved by the Somerset County Bar Association– February 18, 2021