

BY-LAWS
OF
THE CUMBERLAND COUNTY BAR ASSOCIATION
(As amended September 2008)

ARTICLE 1. NAME, PURPOSE AND APPLICABILITY

1.1. This Association shall be known as "The Cumberland County Bar Association" (hereafter "the Association").

1.2. The purposes of the Association are the maintenance of the honor and dignity of the profession of the law, cultivation of social relations among its members, increasing its usefulness in promoting law reforms and facilitating the due administration of justice.

1.3. The administration and management of the Association and the actions of the Association, its Board of Trustees and Officers thereof, shall be governed by these By-Laws.

ARTICLE 2. MEMBERSHIP

2.1. The membership of this Association shall consist of four classes of members: Regular, Associate, Honorary and Emeritus.

2.2. Any person of good character and reputation residing in Cumberland County, or having a principal office therein for the practice of law, who has been admitted to practice as an attorney at law in the State of New Jersey may be admitted to Regular membership in this Association. Regular members shall be entitled to full voting privileges.

2.3. Any member of any Bar not qualified for Regular membership in this Association and any member of the faculty of a law school situated in New Jersey shall be eligible for Associate membership in this Association. Associate members shall be entitled to all

the privileges of membership, including the right to the floor during regular or special meetings, but Associate members shall not have the right to vote or hold elective office or position.

2.4. Candidates for Regular and Associate membership shall be proposed by one Regular member of the Association at any regular meeting of the Association or at a special meeting duly called. A majority vote of the members present at said meeting shall induct the candidate into the Association.

2.5. A candidate so inducted acquires all rights of Regular or Associate membership, as the case may be, in the Association. A rejected candidate shall not be again proposed until one (1) year thereafter.

2.6. Honorary members may be elected on the recommendation of any member of the Association by a unanimous vote of those voting members present at any regular meeting or special meeting duly called. Those persons are eligible for Honorary membership in the Association who have rendered distinguished service to the Nation, or State, or to the cause of jurisprudence. Honorary members shall enjoy all the privileges of Regular members except voting, holding office or sharing an interest in the property of the Association. Honorary members shall be exempt from the payment of dues.

2.7. Any person who has been a Regular member of this Association for forty-five (45) years shall be an Emeritus member and shall be exempt from the payment of dues.

2.8. Membership in this Association shall be terminated in any one of the following ways: (a) by written resignation submitted to the Secretary, (b) by disbarment or suspension from the New Jersey State Bar, or (c) by non-payment of dues whereby any member is in default

pursuant to the provisions contained in *Section 8.2* below.

ARTICLE 3. BOARD OF TRUSTEES

3.1. The Board of Trustees of the Association shall consist of the Officers, as set forth in *Article 4* below, the immediate Past President of the Association, and eight (8) regular members who shall be designated as Trustees. Two (2) of the eight (8) Trustees shall be designated as Senior Trustee and Junior Trustee, respectively. The Senior Trustee shall have been admitted to the Bar of the State of New Jersey not less than twenty (20) years and the Junior Trustee shall have been admitted to the Bar of the State of New Jersey not more than five (5) years. In addition, the Trustee from Cumberland County to the New Jersey State Bar Association shall be an *ex-officio* member of the Board of Trustees without any right to vote.

3.2. The Board of Trustees shall manage the affairs and property of the Association, and subject to these By-Laws, shall have the power and authority to act and function in the name of the Association, provided such actions are not inconsistent with the purposes of the Association.

3.3. Each Trustee shall be elected to hold office beginning July 1st for the term of two (2) years or until their successors take office, except that the term of office of the Senior Trustee and Junior Trustee shall be one (1) year, respectively, or until their successors take office. A Trustee shall not be permitted to serve in the same capacity in excess of two (2) successive elected terms.

3.4. Five (5) Trustees together with the First Vice-President (who shall be designated the President Elect), the Second Vice-President, Secretary and Treasurer, shall be elected each year. The First Vice-President shall assume the office of the President on July 1st, after the

next annual meeting following his/her election. The officers of the Association shall hold office beginning on July 1st for the term of one (1) year, or until their successors take office.

3.5. The election of the Officers and Trustees shall take place at the annual meeting and shall be by voice vote if there is no contest, or by written ballot for contested offices. The nominee to any office receiving the highest number of votes shall be declared elected. Installation of Officers and Trustees shall take place at the inaugural meeting which will be held at a date, time and place fixed by the Board of Trustees on or before June 30th of each year.

3.6. In the event of any vacancy in the office of the President, the First Vice-President (who shall be designated the President Elect), shall fill the office of the President for the unexpired term.

3.7. Vacancies in any office, except that of the President, may be filled for the unexpired term by a majority vote of the Board of Trustees, provided that a Vice- President so elected shall not be designated the President-Elect.

3.8. If, for any reason, there is a failure to elect any Officer or Trustee at the annual meeting, the Officer or Trustee then in office shall hold over until an election shall be held, which election shall be held at the next regular monthly meeting, or special meeting duly called.

ARTICLE 4. OFFICERS

4.1. The Officers of the Association shall be the President, First Vice-President (who shall be designated the President Elect), Second Vice-President, Secretary and Treasurer.

4.2. The President shall preside at all meetings of the Association and Board of Trustees, enforce compliance with the By-Laws, appoint all chairs of all committees, except as otherwise

provided in these By-Laws and serve as an *ex officio* member of all committees. The President shall not vote in any matter before the Association and Board of Trustees except in case of a tie, when his/her vote shall be the deciding vote.

4.3. In the absence of the President, the First Vice-President shall assume the duties of the President. In addition, the First Vice-President shall perform such other duties as are delegated to him/her by the President.

4.4. The Second Vice-President shall serve as Chairperson of the Fund-Raising Committee as more specifically described in *Article 6* below.

4.5. The Secretary shall keep a record of the proceedings of all meetings and of all other matters which a record shall be deemed advisable or be ordered by the President. The Secretary shall keep a role of the members and issue such notices and conduct such correspondence as directed by the President.

4.6. The Treasurer shall collect and disburse all funds of the Association. The Treasurer shall keep regular accounts, shall report at each regular meeting of the Association, and shall submit a written annual report to the Association within thirty (30) days after the expiration of his/her term of office. The Treasurer shall also have such other duties as may be assigned by the Board of Trustees.

ARTICLE 5. EXECUTIVE DIRECTOR

5.1. The Board of Trustees shall employ an Executive Director to manage the affairs of the Association. As an employee, the Executive Director shall be directly responsible to the Board of Trustees for the proper operation of the Association.

5.2. The Executive Director shall perform the duties more specifically set forth in a job description containing all required qualifications and a delineation of those duties and responsibilities to be performed, which job description shall be developed, approved by resolution of and maintained by the Board of Trustees.

5.3. The Executive Director shall receive for his or her services such compensation as may be determined from time to time by the Board of Trustees.

5.4. Notwithstanding the term of appointment of the Executive Director, the Executive Director may be removed by a majority vote of the Board of Trustees if the Board deems such removal to be necessary or desirable in furtherance of the purposes of the Association.

ARTICLE 6. COMMITTEES

6.1. There shall be three (3) standing committees of the Association: the Nominating Committee, the Judicial and Prosecutorial Appointments Committee and the Fund-Raising Committee.

6.2. Nominating Committee. The Nominating Committee for the annual election of officers and trustees shall consist of the President, First Vice-President, who shall serve as Chair, and the three (3) most recently elected Trustees.

(a) It is the duty of the Nominating Committee to nominate the Officers and Trustees standing for election at the annual meeting held pursuant to *Article 7* below.

(b) The Nominating Committee shall render its report to the Association at its Law Day meeting.

(c) Within ten (10) days thereafter, additional nominations may be received by the Secretary upon the written petition of ten (10) voting members. At the end of said ten (10) days, the nominations shall be closed and the Secretary shall cause a notice of the names of the nominees for each office to be served on each voting member of the Association, pursuant to *Article 11* below, at least ten (10) days prior to the annual meeting.

6.3. Judicial and Prosecutorial Appointments Committee (JPAC). The Judicial and Prosecutorial Appointments Committee shall consist of nine (9) voting members of the Association.

(a) Each member of the Judicial and Prosecutorial Appointments Committee shall be appointed by the President and serve a three (3) year term with no more than three (3) members coming up for regular appointment in any one (1) fiscal year. In the event of a vacancy, the Board of Trustees shall appoint a voting member to fill the unexpired term.

(b) It is the duty of the Judicial and Prosecutorial Appointments Committee to assist any appointing or confirming authority when a vacancy occurs, or is about to occur, in any judicial or quasi-judicial office in Cumberland County, with regard to the qualifications and fitness of any candidate for such office.

(c) The Judicial and Prosecutorial Appointments Committee shall not express a preference for any one candidate over any other or others. The action of the Judicial and Prosecutorial Appointments Committee shall be limited to an expression of an opinion that a candidate is “qualified” or “not qualified”.

6.4. Fund-Raising Committee. The Fund-Raising Committee shall consist of the Second Vice-President, who shall serve as Chair, and such members of the Board of Trustees and Association volunteering to serve on same. The Fund-Raising Committee's sole responsibility shall be to establish, coordinate and oversee the fund-raising efforts of the Association for the benefit of the Cumberland County Bar Foundation.

6.5. Ad Hoc Committee. In addition to the above-named standing committees, the Board of Trustees, by resolution, may designate or appoint one or more *ad hoc* committees. The designation and mission of any such committee and the delegation of authority thereto shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon them by law or these By-Laws.

6.6. Each committee shall meet at the call of the Chairperson of the committee, the Trustee member of the committee, or a majority of the Association members of the committee.

6.7. Each committee shall keep full and fair accounts of its activities and minutes of its meetings. All committee recommendations shall be reported in writing to the Board of Trustees.

ARTICLE 7. MEETINGS

7.1. General Membership. Regular meetings of the Association shall be held at least once monthly at a date, time and place fixed by the Board of Trustees, except during the months of July and August. The Board of Trustees shall have the power to dispense with any monthly meeting, but in no event shall the Board of Trustees dispense with two (2) successive monthly

meetings.

(a) The annual meeting of the Association shall be held at a date, time and place fixed by the Board of Trustees, subject to the proviso that the annual meeting shall be the meeting held immediately preceding the inaugural meeting which shall be held in June of each year.

(b) Special meetings of the Association may be called by the President, subject to the notice requirements set forth in *Article 11* below. The President shall also call a meeting of the Association when requested to do so in writing by five (5) members.

(c) The Secretary or his/her designee shall notify members of the date, time and place of every meeting of the Association by delivering said notice, pursuant to *Article 11* below, at least seven (7) days before each meeting.

(d) Fifteen (15) members shall constitute a quorum at any meeting of the Association.

(e) No meeting of the Association shall be called on less than seventy-two (72) hours notice.

7.2. Board of Trustees. Regular meetings of the Board of Trustees shall be held from time to time at such dates, times and places fixed by the President or by the Board of Trustees.

(a) A majority of the members of the Board of Trustees shall constitute a quorum at any meeting duly called.

(b) At the discretion of the President, and unless objected to by a member of the Board of Trustees, individual members of the Board of Trustees may participate and vote in any regular or special meeting of the Board of Trustees, 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, via conference call or through electronic vote or such other state of the art means consistent with this By-Law. All voting shall be initiated by a motion proposed by one member of the Board of Trustees and seconded by another.

(c) At the discretion of the President, and unless objected to by a member of the Board of Trustees, the Board of Trustees may act upon electronically transmitted requests for action which cannot be delayed to the next regularly scheduled meeting of the Board of Trustees and which are of such nature that it is not deemed necessary or economical to call for a special meeting of the Board of Trustees at which members are directed to physically appear. In the event any Board member objects to this procedure, the President shall call for a meeting of the Board, at which time the procedure of *Section 7.2(b)* immediately above shall be followed.

ARTICLE 8. DUES

8.1. The Board of Trustees shall fix the annual dues at the beginning of each year. Said dues shall be payable annually on the first day of July. No dues shall be chargeable to first year lawyers in the year of their admission to the practice of law in the State of New Jersey.

8.2. In a manner permitted by these By-Laws, the Secretary and Treasurer or their designee shall notify all members as their annual dues become payable. If said dues are not paid within thirty (30) days, the Treasurer shall report the default to the Board of Trustees, which shall cause notice to be given in like manner to the member(s) in arrears. If such dues are not

then paid within sixty (60) days thereafter, absent good cause, membership in the Association will automatically terminate. Reinstatement may be made upon payment of the arrearages, subject to the approval of the majority of the Board of Trustees.

ARTICLE 9. FINANCES

9.1. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Trustees may select.

9.2. No funds of the Association shall be appropriated to any use or paid without the consent of the President or the Board of Trustees, unless the payment is ordered by a majority vote of the Association.

9.3. No long term debts or continuing obligations shall be entered into without the consent of a majority of the Association.

9.4. The President may authorize the disbursement of funds from time to time, subject to limitation in an amount which may be set by a Resolution of a majority of the Board of Trustees.

9.5. Except as the Board of Trustees may generally or, in particular cases, authorize the execution thereof in some other manner, all checks, drafts and other instruments for the payment of money shall be signed in the name and on behalf of the Association by any two (2) of the following people: the President, First Vice-President, Treasurer or Executive Director.

ARTICLE 10. INDEMNIFICATION

10.1. Every individual who is or shall be or shall have been a Trustee of the Association shall be indemnified by the Association to the fullest extent as set forth herein or as otherwise permitted by law.

10.2. No present or former Trustee of the Association shall be personally liable to the Association for monetary damages resulting from any act, omission or failure to act unless said individual has breached or failed to perform the duties of his or her office under any applicable statute now or hereafter enacted.

(a) The foregoing limitation of liability shall be retroactive to the date of inception herein and shall not be deemed exclusive of any provision limiting such liability by any applicable statute now or hereafter enacted.

(b) The limitation of liability set forth above shall not apply to (1) any intentional act, breach of duty or failure to perform a duty which shall constitute self-dealing, willful misconduct or recklessness, (2) any responsibility or liability pursuant to any criminal statute or (3) any failure or omission relating to the payment of taxes pursuant to local, state or federal law.

10.3. The Association shall indemnify a Trustee of the Association as follows:

(a) against an individual's expenses and liabilities in connection with any proceeding involving said individual because said individual is or was a Trustee of the Association, other than a proceeding by or in the right of the Association, if:

(i) said individual acted in good faith and in a manner which said individual reasonably believed to be in or not opposed to the best interests of the Association; and

(ii) with respect to any criminal proceeding, said individual had no reasonable cause to believe the conduct was unlawful.

(b) against said individual's expenses in connection with any proceeding by or in the right of the Association to procure a judgment in its favor which involves a individual by reason of being or having been a Trustee of the Association, if said individual acted in good faith and in a manner which said individual reasonably believed to be in or not opposed to the best interests of the Association. In such proceeding, indemnification shall not be provided with respect to any claim, issue or matter as to which a Trustee of the Association was liable for gross negligence or misconduct, unless and only to the extent that the Superior Court or the court in which the proceeding was brought determines that, despite the adjudication of liability and in view of all circumstances of the case, the Trustee of the Association is fairly and reasonably entitled to indemnity for those expenses as the Superior Court or the other court shall deem proper.

(c) against expenses to the extent that said individual has been successful on the merits or otherwise in any proceeding referred to above or in defense of any claim, issue or matter therein.

10.4. Any indemnification shall be made by the Association only as authorized in a specific case upon a determination that indemnification is proper under the circumstances because a Trustee of the Association met the applicable standard of conduct set forth above.

Such determination shall be made by the Board of Trustees at a meeting at which is present a quorum determined without including Trustees who were parties to or otherwise involved in the proceeding, acting by a majority vote of Trustees who were not parties to or otherwise involved in the proceeding. If the quorum is not obtainable, or, even if obtainable and the quorum of the Board of Trustees by a majority vote of the disinterested Trustees directs, such determination shall be made by independent legal counsel in a written opinion, said counsel to be designated by the Board of Trustees

10.5. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of Trustees of the Association against any expenses incurred in any proceeding and any liabilities asserted by reason of said individual's being or having been a Trustee of the Association, whether or not the Association would have the power to indemnify said individual against those expenses and liabilities under the provisions of these By-Laws.

ARTICLE 11. NOTICE

11.1. Whenever these By-Laws require notice to be provided to members of the Association or members of the Board of Trustees, unless otherwise specifically directed, notice shall be deemed properly made when served in writing either personally, by regular mail to the member's last known residential or business address, by e-mail to the member's last known e-mail address, or by facsimile transmission to the member's last known residential or business facsimile transmission number.

11.2. Any member of the Association or member of the Board of Trustees may provide the Secretary in writing with notice that e-mail transmission is not acceptable to said member or Trustee for the provision of any notice required by these By-Laws.

ARTICLE 12. MISCELLANEOUS PROVISIONS

12.1. The fiscal year of the Association shall begin on the first day of July and end on the last day of June in each year.

12.2. The Association shall not endorse, participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for any public office.

12.3. The Association shall not discriminate against any individual on the basis of race, creed, color, religion, national origin, ancestry, age, gender or liability for military service.

12.4. Except as otherwise provided in these By-Laws, Roberts Rules of Order, Newly Revised, shall govern the conduct of all meetings.

ARTICLE 13. AMENDMENTS TO THE BY-LAWS

13.1. These By-Laws may be amended by a vote of two-thirds (2/3^{rds}) of the members of the Association present at any regular meeting, or special meeting duly called, provided the proposed amendment or amendments shall have been served in writing on each member of the Association, pursuant to *Article 11* above, at least seven (7) days before the meeting at which they are to be acted upon.

13.2. The existing By-Laws shall be posted on the Association's website for the convenience of the membership. Any proposed amendments shall likewise be posted upon being proposed.