

FINAL PROPOSED BYLAWS OF THE MERCER COUNTY BAR ASSOCIATION
September 2, 2009

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ARTICLE I Name

The name by which the association shall be known is the Mercer County Bar Association.

ARTICLE II Purpose

The mission of the Association is to serve its members and to aid and instruct the public in matters pertaining to the law, the practice of law and the legal system and to promote the administration of justice in Mercer County, the State of New Jersey and the United States of America.

ARTICLE III Objectives

The objectives of the Association are to maintain the honor and dignity of the profession of law, to promote non-discriminatory practices and social relations among its members and with other lawyers and related professionals, to promote law reforms and to facilitate the due administration of Justice. The Association also promotes the education of its members, other lawyers, and the public.

ARTICLE IV Membership

Membership in this section shall be open to all interested, informed, and competent persons whose eligibility is established as required by these Bylaws and the further directives of the Board of Trustees for each of the various classes of membership.

Section 1. Classes of membership. The Association consists of four classes of membership:

- active members;
- associate members;
- honorary members; and
- life members.

Section 2. Prospective members. A prospective member must apply in writing to the Secretary of the Association or to the Chairperson of the Membership Committee. The application must be accompanied by the payment of current dues and, if it is properly made, will entitle the applicant to membership on receipt of the application by and payment to the Secretary.

Section 3. Active members. Active membership is available to any member in good standing of the Bar of the State of New Jersey who works, practices law or resides in Mercer County. Active members enjoy membership privileges, are entitled to vote and hold office in the Association.

Section 4. Associate members. Associate membership is available to:

a. Any member in good standing of the Bar of any United States jurisdiction who does not work, practice law or reside in Mercer County.

b. Law school graduates not yet admitted to practice and serving a supervisory clerkship. Supervisory clerkships include Judicial Law Clerks; Law Clerks with the Office of a County Prosecutor, Attorney General or U.S. Attorney; clerkships with the State of New Jersey Public Defender's Office or a Legal Services Corporation Office; and supervisory clerkships with a practicing New Jersey attorney or law firm.

c. Law school students

d. Paralegal-Legal Assistants, Legal Secretaries, Criminal Justice Associates, Dispute Resolution Associates, Law Librarians, Law Office Administrators.

e. Individuals with interests consistent with the purposes and objectives of this Association.

Associate Members enjoy membership privileges but are not entitled to vote or hold office in the Association.

Section 5. Honorary members. Honorary membership is an honor conferred on individuals found worthy by the Board. The Chief Justice, the Justices, and the Judges of the Courts of New Jersey and of the United States who sit or reside in Mercer County, including United States Magistrates Judges, Bankruptcy Court, New Jersey Tax Court, Administrative Law and Workers Compensation Judges shall be ex officio honorary members of this Association, as shall retired jurists in the foregoing categories who are not engaged in the practice of law. However, this Section does not apply to Municipal Court Judges and other Judges who are eligible to earn outside income from the practice of law. The Board of Trustees may from time to time nominate any other person who is a member of the Bar or the Judiciary of this State or any other State who, in the opinion of the Board, is distinguished for public service or eminence in the law, as honorary members and such person, when elected by the vote of members of the Association, shall become honorary members. Honorary members enjoy membership privileges but are not entitled to vote or hold office in the Association.

Section 6. Life members. Life membership is available without payment of dues to those who have been members of the Bar of New Jersey for fifty years or more. Life members enjoy membership privileges of Active Members, and are entitled to vote and hold office in the Association.

Section 7. Termination Provisions. The Board has the right to terminate the membership of any member of the Association for any reason deemed to be in the best interests of the Association.

- a. Membership in the Association will be terminated by:
 1. written resignation submitted to the Secretary; or
 2. no longer qualifying for membership; or

3. non-payment of dues; or

4. termination by the Board as stated in this Section.

b. Any complaint about a member received by the Board may be referred to a committee appointed by the President for review, at the discretion of the President. If the committee recommends suspension or expulsion, a hearing will be held before the Board. Notice of the meeting will be given to the member at least ten (10) days prior to the hearing by certified mail, return receipt requested. All proceedings and determinations will be confidential.

c. Any person whose membership has been terminated pursuant to this Article may become eligible to rejoin the Association only upon approval of the Board.

ARTICLE V Dues

Subject to subsequent provisions of this Article, each member shall pay annual dues on or before January 1 in such amount as may be established from time to time by the Board of Trustees. If such dues are not paid within sixty days such member shall be in default. Any member in default for dues shall cease to be a member of this Association. Reinstatement to membership may be accomplished upon payment of all dues owed for the year of default.

Applicants for membership shall pay dues in advance, prorated to the first day of the month following the date of the submission of the application for membership.

Dues for members newly admitted to the Bar in New Jersey, not having been in practice in any other state, shall commence one calendar year following that member's entitlement to membership in the Association.

Honorary members, life members, law students and supervisory clerkship members of the Association shall not be required to pay dues.

ARTICLE VI Officers

The officers of the Association shall be a president, a president-elect, a vice-president, a secretary, and a treasurer. No person shall be elected as an officer of this Association who is not a voting member of the Association.

An Executive Director of the Association and such other staff as may be necessary shall be appointed by the unanimous vote of the officers. Absent unanimous vote, an Executive Director and such other staff shall be appointed by the Board of Trustees. Such persons shall perform those duties assigned by the Board of Trustees.

ARTICLE VII President

The President shall preside over meetings of the Board of Trustees and over meetings of the Association.

The President may, without special authority, from time to time, designate one or more members to attend and represent the Association at any meetings or proceedings of the bar association, societies, or conferences, or to represent the Association on boards or committees of other public or quasi-public bodies which are or may be established or created to further its interests or the interests of the community, the law or the legal profession, and may personally act as such a representative.

The President shall have the authority to fill any vacancy on the Board of Trustees until the next regularly scheduled election of officers or trustees at which time a special election shall be held to fill the balance of the unexpired term.

The President shall serve a one year term, following his or her installation in office and until his or her successor is installed in office.

ARTICLE VIII President-Elect

The President-Elect shall assume the duties of the President upon the death or disability of the President, which disability substantially prevents the President from performing his or her duties. The President-Elect shall perform such other duties as directed by the President, including presiding over meetings of the Trustees and the Association in the absence of the President. The President-Elect shall succeed to the office of the President automatically upon expiration of the President's term in office.

The President-Elect shall be the parliamentarian for the Association; and shall apply the by-laws and Roberts' Rules of Order, in that order.

ARTICLE IX Vice-President

In the absence of the President and President-Elect, it shall be the duty of the Vice-President to perform the duties of the President as the Association or Board of Trustees shall direct.

ARTICLE X Secretary

The Secretary shall arrange for the taking of the minutes of the meetings of the Association, arrange for the keeping of a roll of the members of the Association and arrange for the giving and serving of all notices of the Association. The Secretary shall also perform all such other duties as the Board of Trustees may from time to time direct.

ARTICLE XI Treasurer

The Treasurer shall, in conjunction with the Executive Director, receive, keep, and under direction of the Board of Trustees, disburse, deposit or invest the funds of the Association and shall keep books of account showing the account of each member, which shall be open to inspection of any member at proper times. The Treasurer shall report in writing to the Board of

Trustees as often as required, the financial condition of the Association, and to the annual meeting, the receipts and disbursements for the year and its outstanding obligations and resources. The Treasurer's accounts may be audited at any time by the Board of Trustees, by the Association, or a special committee of either thereof appointed for the purpose, except that an audit shall be performed by an independent accountant not less than once a year.

ARTICLE XII Trustees

The number of trustees of this Association shall be fifteen, who with the officers above mentioned and the immediate past president shall constitute the voting members of the Board of Trustees. The Board of Trustees shall manage the property and affairs of the Association.

No member of the Board of Trustees shall participate in any matter concerning which that member has a conflict of interest. Any determination of the existence of a conflict of interest shall be made by a majority vote of the Board of Trustees in which the member with the possible conflict shall not participate.

The Board of Trustees may from time to time appoint other officers or agents, including one or more Assistant Secretaries, and one or more Assistant Treasurers, each of whom shall hold office for such period, have such authority and perform such duties, as the Board of Trustees may from time to time determine. Such additional officers shall not by virtue of their appointment be members of the Board of Trustees. Past Presidents of the Association, other than the immediate past president, shall be non-voting members of the Board of Trustees and shall be invited to meetings of the Board.

ARTICLE XIII Indemnification of Officers, Trustees and Agents

Section 1. Actions by Others: The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit

or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a Trustee, Officer or agent of the Association. Indemnity by the Association shall include expenses, costs, disbursements (including attorneys' fees), judgments, fines and amounts actually and reasonably incurred by him or her in good faith and in connection with such action, suit or proceeding, provided such person acted in a manner he or she generally believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not meet the applicable standard of conduct.

Section 2. Actions by or in the Right of the Association: The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was a Trustee, Officer or agent of the Association against expenses (including attorneys' fees), actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit provided that such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Association, and further provided that no indemnification shall be made in respect of any claim, issue or matter as to which such shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association, unless and only to the extent that the New Jersey Superior Court or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, in view of

all circumstances of the case, such person is fairly and reasonably entitled to be indemnified for such expenses as the New Jersey Superior Court or such other court shall deem proper.

Section 3. Successful Defense: To the extent that a person who is or was a Trustee, Officer or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or Section 2 of this Article XIII, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with such defense.

Section 4. Specific Authorization: Any indemnification under Section 1 or Section 2 of this Article XIII (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Trustee, Officer or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (a) by the Board of Trustees who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable or if a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion.

Section 5. Advance of Expenses: Expenses incurred by any person who may have a right of indemnification under this Article XIII in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final distribution of such action, suit or proceeding as authorized in the specific case, in the same manner as a determination that indemnification is proper under Section 4 of this Article, upon receipt of an undertaking by or on behalf of the Trustee, Officer or agent to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Association pursuant to this Article XIII.

Section 6. Right of Indemnification not Exclusive: The indemnification provided by this Article XIII shall not preclude any other rights to which those seeking indemnification may otherwise be entitled. The indemnification rights provided under this Article XIII shall continue as to a person who has ceased to be a Trustee, Officer or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7. Insurance: The Association may purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer or agent of the Association against any liability asserted against and incurred by him or her in any such capacity, whether or not the Association would have the power to indemnify against such liability under the provisions of this Article XIII or otherwise.

Section 8. Invalidity of any Provision of this Article: The invalidity or unenforceability or any provision of this Article XIII shall not affect the validity or enforceability of the remaining provisions of this Article XIII.

ARTICLE XIV Finances

Section 1. Operating Expenses: The operating expenses of the Association including the salaries of employees, office expenses and postage, will be paid as accrued.

Section 2 . Discretionary Expenses: No debts may be incurred, no contracts made and no funds appropriated in excess of Two Hundred (\$200.00) Dollars, without the approval of the Board or as a result of approval of the Annual Budget. Appropriations of Two Hundred (\$200.00) Dollars or less may be made with the consent and approval of both the President and Treasurer.

Section 3. Fiscal Year: The fiscal year of this Association is from January 1 to December 31.

ARTICLE XV Elections

The President shall select and appoint a Nominating Committee of not fewer than seven members to nominate all officers and trustees for election at the next annual meeting. The Nominating Committee shall be composed of the President; the President-Elect; two Association members at large; and at least three Trustees, none of whom shall be in the last year of his or her term. The Nominating Committee shall report to the Board of Trustees prior to the September meeting of the Board and the report of the Nominating Committee shall be provided to members prior to the September meeting of the Association and shall be read at that meeting.

Nominations other than those contained in the report of the Nominating Committee may be made by written petition or by oral nomination. Nominations alternative to those proposed by the Nominating Committee, if presented by written petition, must be made by the filing with the Secretary of the Association, not less than twenty days prior to the November meeting of the Association, such petition signed by at least ten voting members of the Association.

Nominations alternative to those proposed by the Nominating Committee, if presented by oral nomination, must be made at the September meeting of the Association and must be supported by ten voting members of the Association. The report of said Nominating Committee together with any other nominations which may be made in the manner aforesaid shall be mailed to the members with the notice of the annual election to be held at the November meeting at least ten days before such meeting. No nominations, unless they be made and filed in the manner aforesaid, shall be considered or voted upon at the annual election meeting except in case of death, withdrawal, non-acceptance or disqualification of any nominee, in which event such nomination may be made from the floor at that meeting.

At the annual meeting there shall be elected, a President-Elect, a Vice-President, a

Secretary and a Treasurer to serve the term of one year following their installation in office and until their successors are installed in office. There shall also be elected at the annual meeting five Trustees, to serve for three years following their installation in office and until their successors are installed in office, and such other trustees to fill unexpired terms which have been vacated. In the absence of a situation where an officer must fill a vacated position, no officer shall serve in the same elected office for more than one year consecutively, unless thereafter elected after the intervention of not less than one year. No trustee shall serve for more than two consecutive three year terms, unless thereafter elected after the intervention of not less than one year.

ARTICLE XVI Committees and Legal Sections

The Association shall have such committees as shall be created by the President from time to time. The President shall appoint the members and a chairperson of each such committee.

The Association shall also have such sections as approved by the Board of Trustees. The President shall appoint the chair of any such section and the affairs of the section shall be guided by by-laws, promulgated by the section and approved by the Board of Trustees. Any such section may be open to non-lawyer members who shall be associate members of the Association in accordance with Article IV. A section may charge dues for membership in the section in an amount approved by the Board of Trustees.

ARTICLE XVII General Council of the State Bar Association

The Association shall be represented in the General Council of the New Jersey State Bar Association by members appointed by the President for a term of one year.

ARTICLE XVIII Meetings

Section 1. Association Meetings: Regular meetings for the transaction of all matters of business of the Association shall be held at such times and places as fixed by the President, but in no event, fewer than four times a year. Special Meetings of the Association may be called by the President or the Board of Trustees, but at such special meetings, such business only shall be transacted as shall have been specified in the call for such meeting.

The Annual Meeting shall be held during the month of November.

The Secretary shall notify Active Members of every meeting by notice via publication on the Association website, and by e-mail to those Active Members with e-mail accounts at least three days before the meeting, except that notice of the Annual Meeting shall be provided in accordance with legal notice requirements at least ten days prior thereto.

At least fifty voting members shall constitute a quorum necessary to transact business at either regular or special meetings, and action of the Association may be affected by majority vote of those present.

Section 2. Trustees Meetings: Regular meetings of the Board of Trustees shall meet on the first Tuesday of every month except during the months of July and August. The regular meeting date may be changed by the President.

Special meetings of the Board of Trustees may be called by the President or at the request of any four other members of the Board of Trustees, upon at least 24 hours notice.

Eleven members of the Board of Trustees and officers shall constitute a quorum necessary to transact business at either regular or special meetings, and action of the Board of Trustees may be given effect by the majority vote of those present.

ARTICLE XVIV Amendments

These By-Laws may be amended at any regular or special meeting of the Association upon a two-thirds vote of the members of the Association present and voting, provided that the proposed Amendments (i) have been submitted in writing to the Secretary of the Association and (ii) and notice is given in accordance with legal requirements to each member of the voting members of the Association, not less than ten days, nor more than 60 days before the regular or special meeting at which the Amendment is to be presented for a vote.

ARTICLE XX Dissolution

Upon dissolution of the Association, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Association, transfer or convey all of the remaining assets of the Association to one or more non-profit domestic corporations, or non-profit organizations, as shall then be exempt organizations within the meaning of Section 501(c)(3) of the Code.