

CONSTITUTION OF  
ESSEX COUNTY BAR ASSOCIATION

ARTICLE I

Name

This Association shall be known as the “Essex County Bar Association.”

ARTICLE II

Objects and Purposes

The objects and purposes of this association are to uphold and defend the constitutions of the United States and the State of New Jersey; to preserve and improve jurisprudence; to facilitate and improve the administration of justice; to promote the welfare of the bar and its capacity for public service; to maintain and improve professional standards of skill, honor, integrity and mutual respect; and to further the trust and confidence in the practice of the law and the judiciary. In order to accomplish these objects and purposes this Association intends that its Board of Trustees be drawn from and reflect the broad and diverse membership of the Essex County legal community.

ARTICLE III

Membership

Section 1. Voting Members.

Any person (a) who is a member in good standing of the Bar of New Jersey who resides or practices law in New Jersey or (b) who is a full-time member of the faculty of a law school located in New Jersey, or (c) who is a graduate of an accredited law school who resides or is

employed in New Jersey and is not at the time of application disbarred or suspended from the practice of law shall be eligible for membership in the Association upon request to the secretary of the Association and upon payment of the dues for the current year.

#### Section 2. Honorary Members.

The Chief Justice and Associate Justices of the Supreme Court of New Jersey, the Judges of the United States District Court of the District of New Jersey, the Judges of the United States Court of Appeals for the Third Circuit, who reside in New Jersey, the Judges of the Superior Court, the Administrative Law Judges and any of the foregoing who are retired from the practice of law as members of the Judiciary shall be honorary members of this Association. In addition, every person who has been a member of the Association for fifty years shall be an honorary member of this Association and there shall be such other honorary members of the Association as the Board of Trustees may elect from time to time. Honorary members who also qualify as voting members shall have the right to vote.

#### Section 3. Associate Members.

The Essex County Bar Association shall provide a non-voting class of membership designed for law school students and non-lawyer professionals having a significant connection to the legal community at a fee to be fixed from time to time by the Board of Trustees. These non-lawyer professionals may include, but shall not be limited to legal secretaries, paralegals, administrative personnel employed by the courts, and medical professionals employed by law firms. Non-lawyer professionals seeking admittance shall be recommended for membership by the Membership Committee on a case by case basis.

#### Section 4. Application for Membership.

Applications for membership shall be addressed or e-mailed to the secretary of the Association in writing addressed to the Association, and shall state the applicant's name,

home address, business address, the date and state of his or her admission to the bar, if applicable, and shall be accompanied by payment of current dues, and if properly made, shall entitle the applicant to membership on receipt by the Association.

#### Section 5. Resignation of Membership.

Resignations of membership shall be in writing addressed to the Association, and shall be accompanied by payment of any unsatisfied dues of the member, and if properly made, such resignation shall be effective immediately on receipt by the Association.

#### Section 6. Termination of Membership.

Membership shall terminate in any one of the following ways: (a) by written resignation submitted to the Association pursuant to Article III, Section 5; or (b) by no longer qualifying for membership eligibility as defined in Article III, Section 1; or (c) during the period of any suspension from the practice of law or for non-payment of dues as defined in Article IV; or (d) suspension or termination by the Board of Trustees, as provided for in Section 7.

#### Section 7.

The Board of Trustees shall have the right to suspend or terminate membership of any member of the Association for cause, defined as any misconduct of a member in his or her relations to the Association, in the general practice of law, or any criminal conviction. In the event that a complaint is received by the Board of Trustees, it will be referred to a special committee of five (5) ECBA members, appointed by the President, with the consent of the Board of Trustees, for review and investigation which shall be completed and reported to the Board of Trustees within 30 days or any reasonable extension granted. Recommendation by this committee shall be reported to the Board of Trustees at its next scheduled meeting. In the event that this committee recommends suspension or termination, a hearing shall take place promptly before the Board of Trustees . A notice of the meeting shall be given to the

member in question at least ten (10) days prior to the hearing by proper means. Suspension or termination shall be upon a determination at a meeting of the Board of Trustees in which a super quorum of 2/3 (14) is required to conduct the proceedings. Suspension or termination shall require an affirmative vote of a majority (11) of the entire Board of Trustees. All proceedings shall be confidential unless otherwise required to be open by operation of law. A determination of suspension or termination can be made public.

## ARTICLE IV

### Dues

#### Section 1. Amount of Dues.

The annual Dues of voting and associate members of the Association shall be in such amounts as fixed by the Board of Trustees from time to time.

#### Section 2. Exemptions.

All honorary members of the Association shall be exempt from the payment of dues. The Board of Trustees is empowered, in its discretion, to exempt voting and associate members from the payment of dues for good cause, including but not limited to new members of the New Jersey Bar (for one fiscal year) ,members who are on active duty in the military service of the United States, and members who may be disabled or have suffered a catastrophic illness. Any person seeking exemption from payment of dues shall submit such request to the Board of Trustees for consideration. Determinations will be made on a case by case basis in the sole discretion of the Board of Trustees.

#### Section 3. Payment of Dues.

All dues shall be payable annually at the beginning on the Association's fiscal year or a date fixed by the Board of Trustees.

#### Section 4. Default in payment of Dues.

(a) A notice shall be sent to each member in default of dues informing such member that such default may cause the cancellation of such membership.

(b) The membership of any member whose annual dues remain unpaid for a period of one year may be cancelled by the Board of Trustees.

### ARTICLE V

#### Trustees

##### Section 1. Trustees.

The Board of Trustees of the Association shall consist of (i) the Officers of the Association (president, president-elect, vice president, treasurer, secretary), (ii) immediate past president, (iii) chairperson of the Young Lawyers Section (YLS), (iv) twelve members elected as Trustees by the Association and (v) one member elected by the Executive Committee of the YLS ("YLS Trustee"), all of whom shall be entitled to vote. The trustees of the New Jersey State Bar Association from Essex County and the ABA Delegate (Article VIII) shall be ex-officio members of the Board of Trustees, but shall not be entitled to vote.

##### Section 2. Election of Trustees.

The twelve elected Trustees shall be divided into three classes and four Trustees shall be elected annually by a majority of voting members present at the annual meeting of the Association. The member elected annually by the Executive Committee of the YLS as YLS Trustee shall serve for one year. That same individual can be re-elected each year by a vote of the YLS Executive Committee for a limit of five (1 year) terms. The Trustees shall hold office for a term of three years beginning on the day following their election at the annual meeting of the Association and shall continue to hold office until their successors are elected

and take office. No elected trustees shall be eligible to serve for more than two successive terms.

### Section 3. Duties of Board of Trustees.

The Board of Trustees shall manage the affairs and property of the Association and shall have full power and authority to do all acts and perform all functions which the Association itself might do, and to take any action consistent with Article II, including but not limited to creating additional by-laws for the Association not inconsistent with this Constitution. The Board of Trustees , however, shall not have the power to amend this Constitution or create by-laws inconsistent with it. The Board of Trustees may employ an Executive Director and such administrative staff as it may deem advisable.

## ARTICLE VI

### Officers

#### Section 1. Officers.

The Officers of the Association shall be a (i) president, (ii) president-elect, (iii) vice president, (iv) (iv) treasurer and (v) secretary. In accordance with the rules of the Supreme Court of New Jersey, no person holding a full-time judicial position shall be eligible to be an officer or trustee in the Association.

#### Section 2. Election of Officers.

The Officers, other than the president, shall be elected at the annual meeting of the Association by a majority of the voting members present. They shall hold office for one year beginning on the day following their election and shall continue to hold office until their successors are elected and take office, or except for removal with cause as set forth herein.

#### Section 3. President.

The president shall: (i) preside at all meetings of the Association and all Board of Trustee meetings, (ii) appoint all chairpersons of committees as defined in Article IX, except the Nominating Committee, and (iii) perform such other duties as the Board of Trustees may direct. Any other appointments made by the President shall be brought before the Board of Trustees for its review and approval.

#### Section 4. President-Elect.

The president-elect shall succeed to the office of president for the following term without another election, and in the absence of the president, shall have the powers set forth in Article VI, Section 3.

#### Section 5. Vice President.

The vice president will perform any duties he or she is called upon to do for the good of the Association and in the absence of the president and the president-elect, shall preside at all of the meetings.

#### Section 6. Secretary.

The secretary shall keep accurate minutes of the meetings of the Association and the Board of Trustees and make recommendations on applications for membership

#### Section 7. Treasurer.

The Treasurer shall be the Board of Trustees' liaison to supervise the collection of monies to the Association, to recommend disbursements and to help the Board of Trustees render to the Association an annual written report of all receipts, disbursements, assets and liabilities.

## ARTICLE VII

### Removal of Officer or Trustee

1. Failure to Attend Meetings. Any Officer or Trustee who fails to attend three consecutive board meetings, or four board meetings in any 12-month period may be removed as an Officer or Trustee of the Association. Such removal hearing will be on notice of at least 10 days to the Officer or Trustee. Removal shall be upon a determination at a meeting of the Board of Trustees in which a super quorum of 2/3 is required to conduct the proceeding (besides the Officer or Trustee in question). Removal shall require an affirmative vote of a majority of the entire Board of Trustees (besides the Officer or Trustee in question). All proceedings shall be confidential unless otherwise required to be open by operation of law.

2. For Cause. The Board of Trustees shall have the right to remove any Officer or Trustee for cause, defined as any misconduct in his or her relations to the Association, any misconduct in office, any misconduct in the general practice of law, or any criminal conviction. In the event that a complaint is received by the Board of Trustees, it will be referred to a special committee of five (5) ECBA members, not on the current Board of Trustees, appointed by the president (or if involving the president then the president- elect), with the consent of the Board of Trustees (the Officer or Trustee at issue not being entitled to vote), for review and investigation which shall be completed and reported to the Board of Trustees within 30 days or any reasonable extension granted. Recommendation of this special committee shall be reported by the Board of Trustees at its next scheduled meeting. In the event that this committee recommends removal, a hearing shall take place promptly before the Board of Trustees. A notice of the hearing shall be given to the Officer or Trustee in question at least ten (10) days prior to the hearing by proper means. Removal shall be upon a determination at a meeting of the Board of Trustees in which a super quorum of 2/3 is required to conduct the hearing (besides the Officer or Trustee in question). Removal shall require an affirmative vote of a majority of the entire Board of Trustees (besides the Officer or

Trustee in question). All proceedings shall be confidential unless otherwise required to be open by operation of law. Removal of an Officer or Trustee can be made public.

## ARTICLE VIII

### Delegate to the American Bar Association

The Nominating Committee shall nominate a delegate to the American Bar Association to serve for a period of two years. This delegate shall be elected at the appropriate annual meeting of the Association. Such delegate shall be a voting member of the Association and a member in good standing with the American Bar Association. A vacancy in the position of delegate shall be filled for the unexpired term by the Board of Trustees.

## ARTICLE IX

### Committees

#### Section 1. Committees.

A committee is a body of one or more persons to whom consideration, investigation and/or management of any matter is committed or referred. A Standing Committee is appointed for a definite time. A Special Committee investigates and reports on specific matters and terminates when that function has been completed.

There shall be Standing Committees and such other Special Committees as the Board of Trustees shall establish from time to time. The Standing Committees shall include:

- (a) Bench and Bar
- (b) Professionalism
- (c) Judicial and Prosecutorial Due Diligence Committee
- (d) Long Range Planning

(e) Nominating

(f) Program/ CLE

(g) Such Other Standing Committees as the Board of Trustees establishes

## Section 2. Membership of the Nominating Committee.

(a) The Nominating Committee shall consist of seven members: (i) the immediate past president, who shall serve as chairperson, and (ii) six others from three classes of members, each class consisting of two members of the Association, and each class shall serve for a single term of three years.

(b) A class of members for the Nominating Committee shall be selected as follows. First, the existing Nominating Committee shall nominate one person to be elected at the upcoming annual meeting of the Association to replace one person whose term will expire. Second, the new President shall appoint one voting member of the Association to replace the other person whose term has expired. In the event of a vacancy or resignation, the Board of Trustees shall appoint a voting member to complete the term. In order to accomplish the objects and purposes of Article II, this Association intends that its Nominating Committee be drawn from and reflect the broad and diverse membership of the Essex County legal community.

(c) The membership of the Nominating Committee shall be published on the Association's website.

(d) Members of the Nominating Committee may not be elected as Trustees during their term of service.

## Section 3. Duties of the Nominating Committee.

It is the duty of the Nominating Committee to nominate members of the Association to fill the position of president-elect, vice president, treasurer, secretary, trustees, delegate to the

American Bar Association, and members of the Nominating Committee, all of whom are to be confirmed by the voting members at the annual meeting. A report of the Nominating Committee shall be posted on the Association website at least 30 days before the annual meeting. Any 20 voting members of the Association may nominate officers, trustees, a Delegate to the American Bar Association, or a member of the Nominating Committee by filing a petition in writing or electronically with the secretary of the Association at least 10 days prior to the annual meeting. The secretary shall post the names of such candidates, together with the names of the candidates nominated by the Nominating Committee, on the ballot and on the Association's website.

#### Section 4. Judicial and Prosecutorial Due Diligence Committee.

There shall be a Judicial and Prosecutorial Due Diligence Committee (JPDDC), which shall be governed by the New Jersey State Bar Association's Guidelines for County Judicial and Prosecutorial Due Diligence Committees. The JPDDC shall consist of eleven voting members of the Association. There shall be three classes of committee members, each class holding office for three years, their terms to begin May 1. The members of JPDDC shall be appointed by the president with the advice and consent of the Board of Trustees and the president shall designate the chairperson(s) of JPDDC from among the eleven members. In the event of a vacancy or resignation, the President, upon the advise and consent of the Board of Trustees, shall appoint a member to complete the unexpired term.

Membership on the Committee shall be limited to two consecutive three - year terms.

Each member of this committee shall sign the form of Membership Agreement attached to the Guidelines for County Judicial and Prosecutorial Due Diligence Committees of the New Jersey State Bar Association.

Duties of the Judicial and Prosecutorial Due Diligence Committee: It is the sole role of this committee to participate in meetings called by a designated representative of the New Jersey State Bar Association Judicial and Prosecutorial Appointments Committee (the “state committee”) to provide collective input about prospective judicial and prosecutorial nominees to the state committee, as well as the names of others who may know the nominee. The members of this committee shall not be authorized to undertake independent inquiries, confidential or not, in connection with prospective judicial and prosecutorial nominees. This committee's sole function shall be to provide information based on his or her personal and professional knowledge of a nominee, obtained in the normal course of their practice of law, which may shed light on a nominee's qualifications, to a designated representative of the state committee.

#### Section 5. Professionalism Committee

Pursuant to an order of the New Jersey Supreme Court approving the establishment of Professional Counseling Programs, the ECBA will has established the Committee on Professionalism, to be operated and managed by the Board of the ECBA and administered by the New Jersey Commission on Professionalism.

The purpose of the Committee on Professionalism is first, to educate the bar of the need for professional behavior among lawyers and, second, to implement a procedure whereby the Committee will respond to complaints from attorneys and judges concerning unprofessional behavior. As to the latter purpose, the Committee shall adopt guidelines and procedures for responding to complaints of unprofessional behavior that will be reviewed by the Officers and Trustees of the ECBA.

Membership: Members of the Professionalism Committee should reflect the broad and diverse membership of the Essex legal community, including, but not limited to, diversity

of practice, experience, race, and gender. The Committee shall consist of fourteen (14) members including a Chair and a Vice Chair. and twelve (12) others from three classes of members, each class consisting of four members of the Association, and each class shall serve for a single term of three years and shall include one sitting or retired member of the Judiciary.

Members of the Committee shall be appointed by the Officers and Trustees of the ECBA for terms commencing on May 1 of each year. The Chair and Vice Chair shall be appointed by the President from the members of the Committee and shall serve a one year term. The Chair may serve no more than three (3) consecutive years as Chair.

In the event that a vacancy occurs, the Officers and Trustees shall appoint a member of the ECBA to serve the unexpired term. Section 7. Appointment of Other Committee Chairs.

Section 6. Chairpersons of all other committees shall be appointed by the president within one month after assuming office or within such time as the Board of Trustees by resolution shall direct.

## ARTICLE X

### Vacancies

In the event of a vacancy in the office of president, the president-elect shall perform the duties of the president for the unexpired term without vacating his or her own office. In the event of a vacancy in the office of president-elect, the office shall remain vacant until the next annual meeting, at which time the Nominating Committee will recommend and/or the Association will elect both a president and a president-elect . In the event of a vacancy in any

other office or on the Board of Trustees, the Board of Trustees shall elect a successor for the unexpired term on a majority vote.

## ARTICLE XI

### Meetings of the Association

#### Section 1. Stated Meetings.

The annual meeting of the Association shall be held during the month of April on a date to be fixed by the Board of Trustees. At the annual and Board of Trustee meetings, all powers of the Association may be exercised.

#### Section 2. Special Meetings.

Special Meetings of the Association may be called at any time by the Board of Trustees or the president who shall specify in writing on the website the purpose of such meeting. Special Meetings must also be called by the secretary upon the written request of twenty voting members, specifying the purpose of such a Special Meeting. At such a Special Meeting, no business shall be transacted except such as shall be specified in the notice thereof.

#### Section 3. Notice of Meetings.

Not less than ten days' notice of all Special Meetings shall be given to members of the Association by a website posting unless in the discretion of the president, such notice is impractical, and then as much notice as possible will be given.

#### Section 4. Quorum.

Twenty-five voting members of the Association shall constitute a quorum of the Association at any annual or Special Meeting.

## ARTICLE XII

### Meetings of Board of Trustees

#### Section 1. Regular Meetings.

Regular meetings of the Board of Trustees shall be held at such times, dates and places as the Board shall determine. There may be transacted at a regular meeting any business within the power of the Board of Trustees to transact.

#### Section 2. Other Meetings.

Other Special Meetings of the Board of Trustees may be called at the direction of the president or, in his or her absence, of the president-elect or by the direction of any three of the Officers or Trustees at the time in office and may be held at such places as the Board of Trustees may determine or as stated in the notice of the meeting. In between regular meetings, issues may be addressed via fax and/or email vote with a record to be kept at ECBA offices.

#### Section 3. Notice of Meetings of Trustees.

(a) At least five days' notice of regular meetings of the Trustees shall be given to each Officer and/or Trustee by email notice. However, no action taken at a regular meeting of the Trustees shall be held invalid because of failure to give notice of the meeting.

(b) At least three days' notice by fax or email, addressed in case to the address of the respective trustees as the same appears in 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.

#### Section 4. Quorum.

A majority of the officers and trustees (11) will constitute a quorum at any regular or special meeting of the Board of Trustees.

## ARTICLE XIII

### Amendments

Amendments of this Constitution shall be submitted to the members if approved by resolution of the Board of Trustees or if requested by petition signed by at least 20 voting members. Before action shall be taken thereon, every such amendment shall be submitted in writing to the secretary who shall give 10 days' notice of the meeting at which it is proposed that such amendment shall be acted upon, including with such notice a copy of such proposed amendment. Such notice can be given by a posting on the Association website. If more than one amendment be submitted, they shall be submitted in such manner and form that the members may vote for or against such amendment separately and distinctly. If the proposed amendment or amendments or any of them shall be approved by a two-thirds vote of the voting members present at such meeting, the same shall become part of this Constitution immediately upon such approval, unless otherwise provided in the amendment or amendments.

## ARTICLE XIV

### Miscellaneous

#### Section 1. Fiscal Year.

The fiscal year of the Association shall begin on June 1.

#### Section 2. Effective Date.

The Constitution shall take effect immediately upon adoption.

#### Section 3. Expenditures and Disbursements

No expenditures or disbursements exceeding \$1500 shall be made by the Association unless either (1) approved in the annual budget by the Board of Trustees or (2) approved as a special additional disbursement by the Board of Trustees. Appropriations under \$1500 that are not included in the annual budget approved by the Board of Trustees can be made by the written consent and approval of both the president and any other Officer or by a vote to amend the budget taken by the Board of Trustees at a regularly scheduled Board meeting.

No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its members, trustees, officers, staff or private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered. The Association shall not expend any money nor in any way participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Upon the dissolution of the Association, its assets shall be distributed for one or more of the purposes within the meaning of section 501 (c) (6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to a federal, state or local government entity to be used for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court of the State of New Jersey sitting in Essex County, exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

#### Section 4. Communications

Any electronic message shall be deemed a written submission/communication to the ECBA.

Revised, April 2011