

## MIDDLESEX COUNTY BAR ASSOCIATION BYLAWS

Revised: April 12, 2013

### ARTICLE I – Objectives

The objectives of the Middlesex County Bar Association (“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. All of its activities comply with the charitable, non-profit nature of the Association.

To further these objectives, the Association will not knowingly use the facilities of or patronize any organization or entity whose policies or practices deny any person any membership privileges, access or employment because of race, color, creed, religion, sex, national origin, sexual orientation or physical or mental handicap. This policy will not apply to use of the facilities of a religious organization that limits its membership to persons of its religious affiliation.

### ARTICLE II – Membership

**Section 1.** The Association consists of five classes of membership:

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

**Section 2.** A prospective member must apply in writing to the Secretary of the Association or to the Chairman of the Membership Committee, and be endorsed by a member in good standing. 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 membership** is available to any member in good standing of the Bar of the State of New Jersey.

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

- a. Individuals who work, practice law or reside in Middlesex County and are admitted to practice law in any U.S. jurisdiction.
- b. Individuals who have graduated from law school but have not yet been admitted to practice and are 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. Individuals who are students attending Law School.

All Associate Members pay dues and enjoy active membership privileges but are not entitled to vote.

**Section 5. Affiliate membership** is available to 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:

a. Paralegal/Legal Assistant. A person qualified through education, training or work experience and employed or retained by a law office or governmental agency or other entity in a capacity or function that requires the performance, under the direction and supervision of a lawyer, of specifically delegated substantive legal work, that, for the most part, requires sufficient knowledge of legal concepts, that if there were no Paralegal or Legal Assistant, the lawyer would perform the task.

b. Criminal Justice Associate. A person who holds a degree in criminal justice or criminology and who serves as a Law Enforcement Officer, Criminal Investigator, Parole, Probation, Pre-trial Service or Correction Officer, or other professional employee of the justice system directly involved in the administration of criminal justice.

c. Dispute Resolution Associate. A person who serves as an Arbitrator, Mediator, Negotiator, Conciliator, Neutral Fact Finder or Ombudsman and who has completed a training course or has equivalent experience through local, state or traditional dispute resolution programs; a person employed by a public or private agency whose professional duties directly relate to dispute resolution; a person employed by, or consultant to, a "for profit" dispute resolution organization, whose professional duties directly relate to dispute resolution; a person or volunteer with a dispute resolution center.

d. Law Librarian Associate. A person who provides professional law librarian services to a law firm, corporation, governmental entity or separately maintained law section of a general library.

e. Law Office Administrative Associate. A person with a degree in Law Office Administration, Accounting or Business Administration employed full time helping lawyers deliver legal services; a law firm manager or administrator.

All Affiliate members enjoy all benefits of membership except that they may not vote or hold office in the Association or serve as Chair of an Association Committee. Affiliate members pay dues and assessments as established by the Board of Trustees of the Association ("Board").

**Section 6. Honorary membership** is an honor conferred on individuals found worthy of it by the Board. Honorary members may not vote or hold office in the Association.

**Section 7. Life membership** is available to members of the Association for fifty or more years. Eligibility for life membership will be established by the records of the Association and/or a certification of the member. A written request by the member will be submitted to the Secretary for action by the Board. If the request is granted by the Board, the member will be deemed a life member entitled to the benefits of Section 3 of Article III of these By-laws. A life member enjoys all the benefits of membership in the Association.

**Section 8.** The Board has the right to terminate the membership of any member of the Association for any cause deemed to be in the best interests of the Association.

a. The Board has the authority to suspend or terminate any member for cause, which includes any misconduct of a member in his or her relation (i) to the Association, (ii) to the general practice of law, or (iii) to the community.

b. 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. in the case of affiliate members only, no longer qualifying for such status;

or

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

c. Any complaint about a member received by the Board will be referred to a committee appointed by the President for review and investigation or to the Professionalism Committee, 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.

d. 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 III – Dues**

**Section 1.** Each active member, associate member and affiliate member will be required to pay annual dues established by a two-thirds vote of the Board at a regularly scheduled meeting.

**Section 2.** Dues are payable by April 1 of each year.

a. Notice will be sent to each member in default of dues not later than July 1 of each year, informing him or her that the default may cause membership to be cancelled.

b. The membership of any member whose annual dues remain unpaid as of September 15 of the year in which they are due will be automatically terminated without further action by the Board or notice to the member.

c. A membership terminated for non-payment of dues may be reinstated upon application, subject to conditions as may be imposed by the Board.

**Section 3.** Payment of dues, or any portion will be in the sole discretion of a Life member.

### **ARTICLE IV – Board of Trustees**

**Section 1.** The governing body of the Association is the Board. It will consist of a minimum of twenty-five persons: Fifteen Trustees, six Elective Officers; three immediate Past Presidents; and the New Jersey State Bar Association (“NJSBA”) Trustee for Middlesex County. Other Past Presidents will be deemed members of the Board if they meet the requirements of Section 2. The President of the Association will be Chair of the

Board. The Board will meet at least once a month with a quorum of six voting members being required. Each member of the Board will have one vote. The NJSBA Trustee must be a member of the Association in order to be a member of the Board. There is no prohibition for Any Officer or Board Member to be the NJSBA Trustee for Middlesex County.

**Section 2.** 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.

**Section 3.** 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 and notices of special meetings will be sent at least three days before the meeting. The President may schedule special meetings of the Board or a special meeting will be called by the Secretary at the request of six members of the Board. The Secretary will direct that all members of the Board be notified in writing, by e-mail, regular mail, fax, or by such other methods deemed acceptable by the Board, of every Board meeting at least forty-eight hours prior to the meeting.

**Section 4.** At the discretion of the President, individual Members of the Board of Trustees may participate and vote without physically attending in person a Special Meeting of the Board of Trustees 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 at physical meetings, via conference call or through electronic vote or such other state of the art means as consistent with these By-Laws. All voting shall be initiated by a Motion proposed by one member of the Board of Trustees and seconded by another.

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 submitted requests or actions which cannot abide delay to the next regularly scheduled meeting of the Board of Trustees at which all members are directed to physically appear. However, in the event that any Board member objects to this procedure, then the President shall call a meeting of the Board, at which time procedures as set forth above shall be followed.

**Section 5.** No more than two (2) members of the Board may belong to a single law firm, except that where a law firm has sixteen or more attorneys there may be three (3) Officers/Trustees from that law firm. No more than one member from any law firm shall be an Officer at the same time. For purposes of this Section, all law offices that are public in nature (i.e., County Prosecutor's Office, Office of the Public Defender or Legal Services Office, etc.) shall be defined as law firms.

The foregoing limitations do not apply if a merger occurs after appointment or election resulting in the service of three (3) or more Officers or Trustees from the same law firm or where the Board members from the same firm are Past Presidents. It is specifically understood that for purposes of county Officers, the immediate Past President is not an Officer.

## ARTICLE V – Officers

**Section 1.** The elective officers of the Association are the President; the President-Elect, who, having been elected to that office, will succeed to the office of the President for the following term without another election, or to the office of the President if that office becomes vacant during the term; the First Vice-President; the Second Vice-President; the Treasurer; and the Secretary.

**Section 2.** The term of each Officer elected in accordance with Article VI will be for one year, from the meeting at which the officer is installed until the conclusion of the meeting at which the officer's successor is installed. No President, President-Elect, First Vice-President, or Second Vice-President will serve more than one term in that office, except that a President-Elect who has succeeded to the office of President because that office became vacant during the President's term will continue as President for the following full year without another election.

### **Section 3. Duties of Officers**

a. **The President** will preside at all meetings of the Association and Board, enforce compliance with the By-Laws and appoint all committees. The President will not vote in any matter before the Association or the Board, except in case of a tie, to cast the deciding vote.

b. **The President-Elect** will be a member *ex-officio* of all standing or special committees and will be responsible for the operation and function of all committees. The President-Elect will be the Chair of the Membership Committee. In the absence of the President, the President-Elect will perform the duties of the President.

c. **The First Vice-President** will be responsible for all Association programming. In the absence of the President and President-Elect, the First Vice-President will perform the duties of the President.

d. **The Second Vice-President** will supervise the Association's publications and serve as the Editor of the Newsletter. In the absence of the President, President-Elect and First Vice-President, the Second Vice-President will perform the duties of the President.

e. **The Treasurer**, subject to the direction of the Board, will be responsible for all funds of the Association, including arranging for authorized disbursements and maintenance of regular accounts in the books of the Association. The books and records of the Association will be open to all members in good standing at all reasonable times. The Treasurer will prepare and submit to the Board for approval a budget for the financial operations of the Association at the beginning of each fiscal year, and in no event later than August 1st of each year. The Treasurer will render a report of all receipts and disbursements to the Board at each regular meeting and will arrange for notices to be sent to all members by mail when their annual dues are payable.

f. **The Secretary** will keep the minutes of the meetings and proceedings of the Board and the Association and a record of other matters as the Board directs.

**Section 4.** The officers of the Association, including the immediate past President, will serve as the Executive Committee of the Board. The Executive Committee will meet at least six times per year on dates and at locations designated by the President.

#### **ARTICLE VI – Elections and Vacancies**

**Section 1.** Elective officers described in Article V will be nominated for election by the Nominating Committee. The report of the Nominating Committee will be filed and read by the Chair of that Committee at the February meeting of the Board and the March meeting of the General Membership of the Association. Additional nominations may be made from the floor at the March meeting of the Association.

**Section 2.** If uncontested, the election of Officer(s) and/or Trustee(s) will be by voice vote of those present. If contested, the election will be held by written ballot of the membership present and voting at the April General Membership meeting. A majority of the votes cast will be necessary to elect an Officer or Trustee.

**Section 3.** The newly elected Officers and Trustees will be installed at the May installation meeting of the Association.

**Section 4.** In the case of death, resignation or removal of any of the Officers or Trustees except the President or President-Elect, a successor for the unexpired term will be elected by the Board. The Nominating Committee will meet within ten days of any such death, resignation or removal to recommend one or more members to serve as his or her successor.

**Section 5.** All Trustees must be active members of the Association for not less than two years before their nomination and election. Five Trustees will be elected each year for three year terms.

**Section 6.** No Trustee of the Board, excluding officers, may be elected to serve more than two consecutive full terms.

**Section 7.** If any Officer or Trustee is absent from (i) three consecutive regular General Membership meetings of the Association, (ii) three consecutive regular meetings of the Board, and/or (iii) a combination of five consecutive regular and/or General Membership meetings of the Board and the Association, without good cause, his or her office will be declared vacant by the Board, provided that the Officer or Trustee receives written notice of the proposed action at least ten days before the Board meeting at which the action is to be taken.

#### **ARTICLE VII – Delegates to the NJSBA General Council**

**Section 1.** The number of Delegates from the Association to the General Council of the NJSBA, their qualifications for office and their terms of office will be in accordance

with the NJSBA By-laws. If the NJSBA By-laws do not describe the manner or method for the appointment, the President will appoint the Delegates.

**Section 2.** Unless otherwise required by the By-laws of the NJSBA, any Delegate or Delegates to be appointed to the General Council will be appointed by the President of the Association.

### **ARTICLE VIII – Delegates to the Judicial Conference**

**Section 1.** If the Judicial Conference of the State of New Jersey conducts a meeting, in accordance with the Rules Governing the Courts of the State of New Jersey, Delegates from the Association will be designated by the President.

### **ARTICLE IX – Committees**

**Section 1. Standing Committees:** The following standing Committees, appointed annually by the President, will each consist of at least three members to serve for the ensuing year: Arbitrator Selection; Judicial and Prosecutorial Appointments; Meetings and Programs; Nominating; Membership; and Publications. The President will designate the Chair of each Standing Committee annually and will notify the Committee's Chair and the members of their appointment no later than July 1st of each year.

**Section 2. Nominating Committee:** The Nominating Committee will consist of nine members each to serve for a one year term. The Committee will include the immediate Past President, who will serve as Chair of the Committee, and eight members appointed by the President. The members of the Nominating Committee will sign and file the Committee's reports in accordance with Article VI above. At least three members of the Committee will be Past Presidents of the Association. Five members will constitute a quorum for any meeting of the Committee.

**Section 3. Judicial and Prosecutorial Appointments Committee:** The Judicial and Prosecutorial Appointments Committee will consist of twelve members including the Chair and Secretary. Appointment of its members to a full three year term or an unexpired term will be made by the President. No member will serve more than two consecutive full three year terms. Appointment of the Chair and Secretary will be made annually by the President. The terms of the members will be staggered to provide for the expiration of at least one-third of the membership terms each year. The Committee will reflect a cross-section of the Association membership, with an emphasis on active trial practitioners in Middlesex County. The Committee will operate in accordance with the latest version of the Manual for Judicial and Prosecutorial Appointments Committee members issued by the NJSBA.

**Section 4. Arbitrator Selection Committee:** The Arbitrator Selection Committee will consist of five members or as many members as allowed by Court Rule 4:21A-2(b), including the Chair. The appointment of members to full three year terms or unexpired terms will be made by the President. Members will be limited to two consecutive full three year terms. The appointment of the Chair will be made by the President annually. The terms of office will be staggered to provide for the expiration of at least one-third of

the membership terms each year. The Committee will consist of both plaintiff and defense attorneys experienced in the areas of law subject to mandatory arbitration pursuant to Rule 4:21A-1(a).

**Section 5. Other Committees:** The President may appoint special committees as the President deems advisable, or as directed by the Board.

**Section 6. All Committees:**

a. The President and President-Elect will be *ex-officio* members of every committee, standing and special, but, will have no vote unless also a member of that Committee.

b. Any Committee may take a public position on any subject relevant to its business, with prior approval of the Board.

**Section 7. Parliamentarian:** The President will appoint a Parliamentarian, who will be a member *ex-officio* of the Board, if the Parliamentarian is not already a member. The rules contained in the current edition of Robert's Rules of Order, Newly Revised will govern all deliberations of the Association, unless otherwise provided by the By-Laws.

## ARTICLE X – Sections

**Section 1.** The Board may create, consolidate or discontinue Sections within the Association.

**Section 2.** Each Section may adopt and amend its own by-laws, subject to the approval of the Board.

**Section 3.** Each Section may elect its own Officers. Elections will take place annually no later than October 31st. If a Section fails to elect its own Officers by the October 31st date, the Officers will be appointed by the President, on or before November 30th of that year, to serve until the next regularly scheduled election.

**Section 4.** Members of any Section must be members of the Association. The Section may, with the approval of the Board, charge its own additional dues or other membership fees.

**Section 5.** Any Section may take a public position on any subject relevant to its business, with prior approval of the Board.

**Section 6.** Each Section may maintain its own segregated bank account, in connection with the Association. Such accounts will be open for inspection by the Board and copies of statements will be sent to the Treasurer at least twice a year. No Section may incur any financial obligation for, or in the name of the Association.

**Section 7.** The existing Sections created by the Board include: the Women Lawyers' Section and the Family Law Section.

## ARTICLE XI – Association Meetings

**Section 1.** The annual Installation Meeting of the Association will be held in May either on the third or fourth Wednesday, at the discretion of the President, or on a date, at an hour and at a place determined by the Board.

**Section 2.** There will be a minimum of six regular meetings of the Association each year and an Annual Installation Meeting; the date, time and place of each will be fixed by the President and Second Vice President and confirmed by the Board.

**Section 3.** The President may call special meetings of the Association at any time upon ten days notice to the membership, and special meetings must be called if requested in writing to the Secretary and Executive Director by six members of the Board or fifteen (15%) percent of the members of the Association.

**Section 4.** The Secretary will direct that all members of the Association be notified in writing, by e-mail, regular mail, fax, or by such other methods deemed acceptable by the Board, of every Association meeting at least ten days prior to the meeting.

**Section 5.** Twelve members of the Association will constitute a quorum at any meeting of the Association.

## **ARTICLE XII – 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) Dollars, without the approval of the Board or as a result of approval of the Annual Budget. Appropriations of Two Hundred (\$200) 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 June 1 to May 31.

## **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 their 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 – Amendments**

These By-Laws may be amended at any regular 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) mailed, faxed, or e-mailed to each member of the Association in good standing, at least ten days before the regular meeting at which the Amendment is to be presented for a vote.

*William P. Isele*

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William P. Isele, Secretary  
Middlesex County Bar Association  
April 12, 2013