

CONSTITUTION and BYLAWS

of

THE HUDSON COUNTY BAR ASSOCIATION

ARTICLE I

NAME

The name of the organization shall be The Hudson County Bar Association (hereinafter, the “Association”).

ARTICLE II

PURPOSE

We, as members of the Bar of the State of New Jersey, in order to maintain the honor and dignity of the profession of the law; to promote civility, ethics, and professionalism among its members and with the greater Bar; to cultivate social relations among its members; to foster good will between the public and the Bar; to provide quality continuing legal education for its members; to organize and encourage *pro bono* and community service involvement by all members of the Bar; and to promote the due administration of justice, do hereby associate together to form the Association.

ARTICLE III

MEMBERSHIP

Section 1. *Classes of Membership.* Membership in the Association shall be divided into two (2) classes: General Members and Associate Members.

Section 2. *General Membership.*

(a) Any member of the Bar of the State of New Jersey in good standing, and practicing or residing in the County of Hudson, New Jersey shall be eligible for General Membership, but no General Member in good standing shall lose his or her right to retain General Membership in the Association by moving his or her office or residence or both out of the County of Hudson, New Jersey.

(b) Subject to the limitations on members of the judiciary holding office in Bar Associations, General Members shall be eligible to serve as an Officer, Trustee, or representative to the General Council to the New Jersey State Bar Association, provided he or she has been a General Member in good standing for not less than three (3) consecutive years immediately preceding his or her election ~~and is not in arrears in the payment of dues.~~

(c) Any General Member in good standing ~~who is not in arrears in the payment of dues~~ shall be entitled to nominate or vote for any candidate for office in this Association, provided he or she has been a General Member in good standing at the time of the submission of the nomination for office or of the annual election of ~~this the~~ Association, and to vote on any issue to be decided at the Annual Meeting or any special membership meeting.

(d) A person who has been ~~a General Member of this Association~~ admitted to the practice of law in the State of New Jersey for fifty (50) years ~~and who qualifies as a General Member~~ shall ~~become be~~ a General Member Emeritus. Such members shall be entitled to all the rights and privileges of membership in the Association without the ~~obligation to pay payment of~~ further ~~membership dues, assessments, or levies~~.

Section 3. *Associate Membership.* Any person not qualifying for General Membership in the Association shall be eligible for Associate Membership provided the person shall be:

(a) A member in good standing of the Bar of the State of New Jersey, who neither maintains an office, nor resides in the County of Hudson, New Jersey; or

(b) Any student who is enrolled in any law school accredited by the American Bar Association, and who resides in the County of Hudson, New Jersey; or

(c) A judicial law clerk for a Judge of the Superior Court of New Jersey, ~~or~~ a Justice of the Supreme Court of New Jersey, ~~a Judge of the United States District Court for the District of New Jersey, or a Judge of the United States Circuit Court of Appeals for the Third Circuit, provided that either the Judge or Justice sits sitting~~ in the County of Hudson, New Jersey, ~~or the judicial law clerk resides in the County of Hudson;~~ or

(d) A paralegal or legal assistant who is qualified through education, training, or work experience, and who is employed or retained by a lawyer, law office, governmental agency, or other entity in a capacity or function that involves the performance, under the direction and supervision of a lawyer, of specifically delegated substantive legal work, which work, for the most part, requires sufficient knowledge of legal concepts that, absent that paralegal or legal assistant, the lawyer would perform the task, provided that paralegal or legal assistant either works or resides in the County of Hudson, New Jersey.

Associate ~~M~~members shall not be eligible to vote or hold office in this Association.

Section 4. *Termination of Membership.* Membership shall automatically terminate upon resignation from the practice of law or disbarment, and shall be suspended during any period of any suspension from the practice of law.

ARTICLE IV

OFFICERS AND TRUSTEES

Section 1. *Officers.* The Officers of the Association shall be the President, the President-Elect, the First Vice President, the Second Vice President, ~~the Recording Secretary the Treasurer~~, the Membership Secretary, and ~~the Recording Secretary the Treasurer~~, each of whom shall be elected for a term of one (1) year to begin in January and until their successors shall be elected.

Section 2. *Duties of President.* The President shall preside at all meetings of the Association; supervise and make appointments to all committees; manage, with the input of the Executive Committee, the day-to-day operations of the Association, including the employees; and, except as otherwise provided herein, perform such other duties and acts specified in this Constitution and Bylaws, and perform such other duties as the Association or the Board of Trustees may, from time to time, direct. In the absence of the President, it shall be the duty of the President-Elect and the Vice Presidents, in the order in which they are named, to perform the duties of the President, as the Association or the Board of Trustees shall direct. The President may, from time to time, designate one (1) or more General Members of the Association to attend and represent the Association at any meetings or proceeding of other Bar Associations, societies, or conferences interested in legal affairs, without special authority, and may himself or herself act as such a representative. The President shall chair the Board of Trustees and the Executive Committee.

Section 3. *Duties of the President-Elect.* The President-Elect shall succeed to the office of President for the following term without another election to that office. The President-Elect shall perform the duties of the President in the absence of the President, and shall perform such other duties as proscribed by this Constitution and Bylaws or as may be assigned by the President or the Board of Trustees.

Section 4. *Duties of the First Vice President.* The First Vice President shall perform the duties of the President in the absence of the President and the President-Elect, and shall perform such other duties as proscribed by this Constitution and Bylaws or as may be assigned by the President or the Board of Trustees.

Section 5. *Duties of the Second Vice President.* The Second Vice President shall perform the duties of the President in the absence of the President, the President-Elect, and the First Vice President. The Second Vice President shall act as Advisor to the Young Lawyers Division of the Association, and shall perform such other duties as proscribed by this Constitution and Bylaws or as may be assigned by the President or the Board of Trustees.

Section 6. *Duties of the Treasurer.* ~~The Treasurer shall, under the direction of the Board of Trustees, oversee the disbursement, deposit, or investment of the funds of the Association; oversee books of account, showing the account of each member, which shall be open to inspection of any member at proper times; and report in writing to the Board of Trustees, on a current basis, on the financial condition of the Association and the receipts and disbursements and its outstanding obligations, resources, and budgets. The Treasurer's accounts may be audited at any time by the Board of Trustees or a special committee thereof appointed for that purpose. The Association may engage a Certified Public Accountant to aid in managing its financial affairs and~~

to meet its tax filing obligations. The Treasurer shall perform such other duties as proscribed by this Constitution and Bylaws or as may be assigned by the President or the Board of Trustees.

~~Section 6. *Duties of the Recording Secretary.* The Recording Secretary shall keep the minutes of the meetings of the Association and the Board of Trustees, and shall perform such other duties as proscribed by this Constitution and Bylaws or as may be assigned by the President or the Board of Trustees.~~

Section 7. *Duties of the Membership Secretary.* The Membership Secretary shall keep a list of all members of the Association, notify each member of the meetings of the Association, solicit new members, encourage payment of dues in arrears, and shall perform such other duties as proscribed by this Constitution and Bylaws or as may be assigned by the President or the Board of Trustees.

~~Section 8. *Duties of the Recording Secretary.* The Recording Secretary shall keep the minutes of the meetings of the Association and the Board of Trustees, and shall perform such other duties as proscribed by this Constitution and Bylaws or as may be assigned by the President or the Board of Trustees.~~

~~Section 8. *Duties of the Treasurer.* The Treasurer shall, under the direction of the Board of Trustees, oversee the disbursement, deposit, or investment of the funds of the Association; oversee books of account, showing the account of each member, which shall be open to inspection of any member at proper times; and report in writing to the Board of Trustees, on a current basis, on the financial condition of the Association and the receipts and disbursements and its outstanding obligations, resources, and budgets. The Treasurer's accounts may be audited at any time by the Board of Trustees or a special committee thereof appointed for that purpose. The Association may engage a Certified Public Accountant to aid in managing its financial affairs and to meet its tax filing obligations. The Treasurer shall perform such other duties as proscribed by this Constitution and Bylaws or as may be assigned by the President or the Board of Trustees.~~

Section 9. *Composition of Board of Trustees.* The Board of Trustees shall consist of the Officers and thirty-two (32) Trustees. The Trustees shall include the Immediate Past President of the Association, the President of the Young Lawyers Division of the Association, the President of the Hudson County Bar Foundation, the Treasurer of the Hudson County Bar Foundation, the New Jersey State Bar Association trustee for the County of Hudson, each of whom shall be a Trustee *ex officio*, and twenty-seven (27) elected Trustees.

Section 10. *Term.* The term of office for the Officers, the Immediate Past President, and the President of the Young Lawyers Division the five (5) specified Trustees shall be for a term of one (1) year. The term of office for Trustees serving *ex officio* as the President of the Hudson County Bar Foundation, the Treasurer of the Hudson County Bar Foundation, and the New Jersey State Bar Association trustee for the County of Hudson shall be for so long as the person holds those respective positions. The remaining Trustees shall each serve for a term of three (3) years. The terms of Officers and Trustees shall commence as of the adjournment of the

final business session of the Annual Meeting and shall continue until a successor shall have been elected and qualified.

Section 11. *Executive Director and Administrative Staff.* The Board of Trustees may employ an Executive Director and such administrative staff as it may deem advisable.

Section 12. *Duties of Board of Trustees.* The Board of Trustees shall oversee the affairs and property of the Association, and shall perform all other duties required by this Constitution and Bylaws.

Section 13. *Meetings of the Board of Trustees.*

(a) The Board of Trustees shall hold regular monthly meetings for each month, except the month of August. The President shall set a regular meeting schedule at the January meeting, which schedule shall be ~~mailed-delivered~~ to each member of the Board of Trustees by regular mail or by electronic mail or such other technical means available and in general use at the time that is the functional equivalent and posted for the membership. Special meetings of the Board of Trustees may be called by the President or by the written request of seven (7) members of the Board of Trustees. Notice of any special meeting of the Board of Trustees shall be given in writing by the Recording Secretary to each member of the Board of Trustees at least seven (7) days in advance of a special meeting, which written notice may be ~~delivered~~~~served~~ by regular mail or by electronic mail or such other technical means available and in general use at the time that is the functional equivalent. At such special meetings, only such business as shall have been specified in the call for such special meeting shall be transacted.

(b) ~~Seven (7)~~Nine (9) members of the Board of Trustees shall constitute a quorum.

(c) 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 members of the Board of 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 as consistent with the intent of this Constitution and Bylaws. All voting shall be initiated by a motion proposed by one (1) member of the Board of Trustees and seconded by another.

(d) 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 abide delay to the next regularly scheduled meeting of the Board of Trustees and which are of such a nature that it is not deemed necessary or economical to call for a special meeting of the Board of Trustees at which all members are directed to physically appear. The President shall include in any request for action by the Board of Trustees pursuant to this subsection a time for members of the Board of Trustees to vote on the proposed action, which time period shall not be less than twenty-four (24) hours from the time the request to take action was made. However, in the event any Board member objects to this procedure, then the President ~~shall~~

may call for a special meeting of the Board, at which time the procedure of Section 13(c) of this Article shall be followed, except that the time period for notice may be shortened if the reason for the meeting requires emergency action.

Section 14. Executive Committee. The Officers and the Immediate Past President shall constitute the Executive Committee of the Board of Trustees. The Executive Committee shall perform such functions as proscribed by this Constitution and Bylaws or as may be assigned by the President as shall be delegated to it by or the Board of Trustees.

Section 15. Budget and Limitation on Debts. The Board of Trustees shall approve a budget for every fiscal year. No debt or obligation shall be incurred, no contract made, and no funds appropriated or disbursed without the approval of the Board of Trustees if the amount in issue is greater than Five Thousand Dollars (\$5,000.00), unless the expense has been included in the budget for the current fiscal year. The President may approve an extraordinary expense in excess of Five Thousand Dollars (\$5,000.00) in the event of an emergency, and shall promptly report to the Board of Trustees the nature and amount of the expenditure.

Section 16. Vacancies. In case of the death, resignation, suspension from the practice of law, disbarment, or removal of any Officer or Trustee during his or her term, the position shall be declared vacant and a successor for the unexpired term shall be elected by a majority vote of the Board of Trustees.

Section 17. Membership in the Association. All Officers and Trustees shall be members in good standing of the Association during the full term of their office. Any Officer or Trustee who remains in arrears in payment of membership dues after thirty (30) days from service of notice by the Treasurer in accordance with the provisions of Article VIII, Section 3 may be removed as a member of the Board of Trustees by a majority vote of the Board of Trustees, and the seat shall be declared vacant and filled in accordance with Section 16 of this Article.

Section 187. Membership in New Jersey State Bar Association. To fulfill the duty to serve as a delegate to the New Jersey State Bar Association General Council, each Officer shall be a member in good standing of the New Jersey State Bar Association during his or /her term of office.

ARTICLE V

ELECTIONS

Section 1. Positions to be Elected Annually. Each year the Association shall elect from among the General Members the President-Elect, the First Vice President, the Second Vice President, the Treasurer, the Recording Secretary, the Membership Secretary, the Treasurer, the Recording Secretary, each of whom shall serve a term of one (1) year and until their successors are elected, and nine (9) Trustees for a term of three (3) years and until their successors are elected.

Section 2. Nomination Committee. The President shall, on or before the October meeting of the Board of Trustees in each year, appoint a Nomination Committee, consisting of the

President, the President-Elect, and five (5) General Members, to nominate for election at the next Annual Meeting all Officers and Trustees to be elected at that time. The members of the Association shall be notified of the appointment of the Nomination Committee and invited to suggest names of nominees for the Officers and Trustees to the Nomination Committee. The report of the Nomination Committee shall be read and filed at the November meeting of the Board of Trustees, and shall be available for inspection by any member of the Association.

Section 3. *Nomination by General Members.* Any ten (10) General Members of the Association, in good standing, may make nominations for any or all the positions to be filled by a petition in writing delivered to the Recording Secretary at or before the November meeting of the Board of Trustees.

Section 4. *Election of Officers and Trustees.*

(a) Any Officer or Trustee position that is uncontested shall be elected by acclamation.

(b) When there is a contest for any office, the Nomination Committee shall cause written ballots to be prepared. The ballot shall identify whether the candidate is nominated by the Nomination Committee or by petition and shall be accompanied by a biographical statement provided by the candidates. The mailing of ballots shall take place at least thirty (30) days prior to the prior to the Annual Meeting, and ballots shall be returned so as to be received at Association office not later than ten (10) days before the Annual Meeting. Ballots may be sent to eligible General Members by electronic mail or, in the event an eligible member's electronic mail address is unknown, by regular mail. Ballots may be returned by eligible General Members by regular mail, electronic mail, facsimile, or by the eligible General Member personally delivering the ballot to the office of the Association. Only one (1) ballot shall be returned by each eligible General Member, and as ballots are returned, the Nomination Committee shall ensure the eligible General Member's casting a ballot, but not the vote of the eligible General Member, are duly recorded. To permit the Nomination Committee to record the eligible General Members who vote, all ballots returned by means other than personal delivery by the eligible General Member shall be accompanied by the name of the eligible General Member casting the ballot, through either identifiable e-mail address (eligible General Member's name used as e-mail address or e-mail address on file with the Association), return address on the envelope, or facsimile cover sheet. The Nomination Committee may develop additional means of confirming the identity of eligible members voting in elections, but any means must ensure the secrecy of the ballots cast by the eligible General Member. The ballots, containing voting instructions, shall be transmitted by regular mail, to each General Member entitled to vote. The transmission shall take place at least thirty (30) days prior to the Annual Meeting and shall be returned by regular mail so as to be received at Association office not later than ten (10) days before the Annual Meeting.

(c) Officers shall be elected by majority vote of the votes cast. Candidates for Trustee receiving the ~~eight (8)~~nine (9) largest tally of votes cast shall be elected.

Section 5. *Installation of Officers.* The incoming President and all Officers and Trustees elected pursuant hereto shall take the oath of office at the Annual Meeting, at which time their respective terms of office shall immediately begin.

ARTICLE VI

COMMITTEES AND DIVISIONS

Section 1. *Standing Committees.* ~~The standing committees of the Association shall consist of the Executive Committee, the Nomination Committee, and such other standing committees of the Association as are established by resolution of the Board of Trustees. The Executive Committee shall exercise those functions set forth in Article IV, Section 13 hereof. The Nomination Committee shall exercise those functions contained in Article V hereof. The duties of standing committees established by the Board of Trustees shall be set forth in the resolution creating the standing committee. Except as otherwise provided in this Constitution and Bylaws, standing committees of the Association shall consist of a chairperson and such additional number of members provided by the resolution creating the standing committee. The standing committees of the Association shall consist of:~~

- ~~(a) — Executive Committee~~
- ~~(b) — Nomination Committee~~
- ~~(c) — Continuing Legal Education Committee~~
- ~~(d) — Judicial and Prosecutorial Due Diligence Committee~~
- ~~(e) — Bylaws and Historical Committee~~
- ~~(f) — Budget Committee~~
- ~~(g) — Civil Practice Committee~~
- ~~(h) — Criminal Practice Committee~~
- ~~(i) — Diversity Committee~~
- ~~(j) — Family Law Committee~~
- ~~(k) — Municipal Court Committee~~
- ~~(l) — Professionalism Committee~~
- ~~(m) — Real Estate and Banking Committee~~
- ~~(n) — Workers Compensation Committee~~

~~(o) — General Equity and Probate Practice Committee~~

~~(p) — Alternative Dispute Resolution Committee~~

~~In addition, there shall be such other standing committees of the Association as are established by resolution of the Board of Trustees. The duties of standing committees established by the Board of Trustees shall be set forth in the resolution creating the standing committee.~~

~~Section 2. — Number of Committee Members. — Unless otherwise provided in this Constitution and Bylaws, standing committees of the Association shall consist of a chairperson and six (6) to eleven (11) members, as determined by the President, unless otherwise provided by the resolution creating the standing committee. — The Board of Trustees may, by resolution, increase the number of members of any standing committee established in this Constitution and Bylaws.~~

Section 23. *Special Committees.* Special committees may be created from time to time by (a) a resolution of the membership; (b) a resolution of the Board of Trustees; or (c) by order of the President. All special committees shall consist of a chairperson and six (6) members, unless otherwise provided by the resolution or order creating the special committee. The duties of special committees shall be set forth in the resolution or order creating the special committee. All special committees shall terminate at the Annual Meeting of the Association.

Section 34. *Committee Membership Term and Eligibility.* The chairperson and members of all committees shall be appointed by the President and shall serve for the term of one (1) year and until their successors are appointed unless otherwise provided in this Constitution and Bylaws or in the resolution creating the committee. All chairpersons and all members of committees shall be members of the Association, unless otherwise provided in the resolution creating the committee. Vacancies in the membership of any committee resulting from resignation, death, suspension from the practice of law, disbarment, or other cause shall be filled by the President for the un-expired term.

~~Section 5. — Executive Committee. The Executive Committee shall exercise those functions set forth in Article IV, Section 13 hereof.~~

~~Section 6. — Nomination Committee. — The Nomination Committee shall exercise those functions contained in Article V hereof.~~

~~Section 7. — Continuing Legal Education Committee. — The Continuing Legal Education Committee shall organize, plan, and host seminars that qualify for continuing legal education credits in satisfaction of requirements of the Court Rules and other applicable orders of the Supreme Court of New Jersey. The Continuing Legal Education Committee shall be responsible for maintaining the qualifications of the Association to provide continuing legal education credits pursuant to the Court Rules and other applicable orders of the Supreme Court of New Jersey.~~

~~Section 8. — Judicial and Prosecutorial Due Diligence Committee. — The Board of Trustees shall adopt by resolution rules governing the membership and procedures for the Judicial and Prosecutorial Due Diligence Committee in conformance with procedures set forth by the New Jersey State Bar Association.~~

~~Section 9. — Budget Committee. — The Budget Committee shall consist of seven (7) members, including the President, the President Elect, the First Vice President, the Second Vice President, the Treasurer, and two (2) General Members appointed by the President. The President shall appoint the chair of the Budget Committee. The Budget Committee shall be responsible for preparing an annual budget for the Association to be presented to the Board of Trustees for consideration and approval.~~

Section 410. *President as Ex Officio Member.* The President shall be an *ex officio* member of every Committee of the Association. The President may designate another Member to serve in the President's place on any Committee. Neither the President nor the President's designee shall be entitled to a vote on any Committee.

Section 511. *Committee Meetings.* Meetings of each committee shall be held upon call of its chairperson or upon call of the President.

Section 612. *Committee Reports.* Except as otherwise specified in this Constitution and Bylaws, the reports of all committees shall be in writing and contain the views of the majority of the committee members and the views of the minority thereof, if any. The reports shall be submitted to the Executive Committee by the committee members for a vote thereon and shall indicate the number adopting each view.

Section 713. *Young Lawyers Division.* There is hereby established a Young Lawyers Division. Membership in the Young Lawyers Division shall be open to (i) all General Members who have been admitted to the practice of law in the State of New Jersey within the past seven (7) years, and (ii) Associate Members qualifying under Article III, Section 3(a) who have been admitted to the practice of law in the State of New Jersey or any other jurisdiction within the past seven (7) years, and (iii) Associate Members qualifying under Article III, Section 3(b), and (c). The Young Lawyers Division shall adopt and amend its own bylaws, subject to the approval of the Board of Trustees of the Association. In the event of any inconsistency between the bylaws of the Young Lawyers Division and this Constitution and Bylaws, this Constitution and Bylaws shall control.

ARTICLE VII

GENERAL COUNCIL OF THE NEW JERSEY STATE BAR ASSOCIATION

~~Section 1. — Association Representation. — This Association shall be represented in the General Council of the New Jersey State Bar Association. The delegates of the Association to the General Council shall include the Officers and such other number of delegates as the Association is entitled to elect. The President shall appoint members of the Association to be delegates of the General Council in addition to the Officers. The Board of Trustees shall elect the number of~~

~~delegates as the Association is entitled, who shall serve as delegates for the then current year or until their successors shall be chosen.~~ General Members of the Association shall be eligible to election as a delegate to the General Council, provided they are also members of the New Jersey State Bar Association.

ARTICLE VIII

DUES

Section 1. *Establishment of Dues.* Annual membership dues shall be established by the Board of Trustees. Dues may be set based on membership classification, including General Members, members qualifying for membership in the Young Lawyers Division, Associate Members, members working in the field of public interest law or employed in public service, and members of the Judiciary. General Members Emeritus shall be exempt from payment of dues.

Section 2. *Pro Ration of Dues.* Persons who join the Association prior to July 1 shall pay dues for the full calendar year. New members joining the Association after July 1 shall pay dues for one-half (½) the calendar year. Returning members shall pay the full membership dues, regardless of when membership renewal dues are paid.

Section 3. *Arrearage of Dues.* If dues are not paid by a member within three (3) months after the bill is rendered, the Treasurer shall send to such defaulting member a written notice that he or she is in default, which written notice may be served by regular mail or by electronic mail or such other technical means available and in general use at the time that is the functional equivalent, and if dues are not paid within thirty (30) days, such member shall be considered suspended from membership and all the privileges thereof, until said dues are paid.

Section 4. *Non-Payment of Dues.* The membership of any member who remains delinquent in dues on the last day of the year ~~shall~~ may be liable to be struck from the rolls as a member by a majority vote ~~of those present at a meeting of~~ the Board of Trustees. The Treasurer shall, at least thirty (30) days before the meeting of the Board of Trustees, send the member so in a default, a written notice that he or she will be reported to the Board of Trustees as in default and may, for that reason, be struck from the rolls as a member, which written notice may be served by regular mail or by electronic mail or such other technical means available and in general use at the time that is the functional equivalent. A member so struck from the membership roll of the Association may apply again for membership, but only as a new member provided his or her application is accompanied by the amount of his or her arrearage as well as the current dues.

Section 5. *Satisfaction of Arrearage.* Arrearages of dues may be remitted in whole or in part in the discretion of a majority of the Board of Trustees. A member whose name has been struck from the rolls pursuant to Section 4 of this Article may at any time apply again for membership but only as a new member and provided that his or her application is accompanied by one-half (½) of the amount of his or her arrearage, but in no case less than Twenty-five Dollars (\$25.00), together with dues for the year of application. The Treasurer, annually, shall notify all members in arrears of the amount due the Association as the same appear on his or her records and forward a copy of this Article to each such member by regular mail at his or her last known address.

Section 6. *Exemption for Military Service.* A member shall not be suspended or struck from membership while on active duty in the Armed Services of the United States, nor shall he or she be liable for the payment of dues while so serving.

ARTICLE IX

ANNUAL MEETINGS OF THE MEMBERS

Section 1. *Annual Meeting.*

(a) *Scheduling.* The Annual Meeting of the Association and the election of Officers and Trustees shall be held each year in January, at such time and place as shall be fixed by the President in the call for such meeting. Written notice of the date, time, and place of the Annual Meeting shall be provided to the membership of the Association at least ten (10) days in advance of the Annual Meeting, said written notice may be ~~serve~~delivered by regular mail or by electronic mail or such other technical means available and in general use at the time that is the functional equivalent.

~~Section 2.~~ (b) *Order of Business.* At each Annual Meeting of the Association, the order of business shall be as follows:

- (a) Reading of and approval of Minutes of preceding meeting
- (b) Reports of Officers
- (c) Report of Committees
- (d) Unfinished Business
- (e) *Consent Agenda*
- ~~(e)~~ New Business
- (f) Election of Officers and Trustees
- (g) Installation of Officers and Trustees
- (h) Adjournment

The foregoing order of business may be changed by a majority of the members present.

Section 2. Special Meetings. A special meeting of the membership of the Association may be called by the President, the Board of Trustees, or by petition of ten percent (10%) of the General Members of the Association. Notice of any special meeting shall be delivered by the Recording Secretary to the members of the Association by either regular mail or

by electronic mail or such other technical means available and in general use at the time that is the functional equivalent at least thirty (30) days prior to the special meeting. At such special meetings, only such business as shall have been specified in the call for such special meeting shall be transacted.

ARTICLE X

AMENDMENTS

Section 1. The Board of Trustees may propose, by majority vote, ~~proposed~~ amendments to this Constitution and Bylaws. A proposal to amend this Constitution and Bylaws may also be made by a petition of ten percent (10%) of the General Members of the Association.

Section 2. –Any proposed amendment shall be submitted to the ~~membership-General~~ Members of the Association in good standing by the Recording Secretary at least thirty (30) days prior to the Annual Meeting, or prior to any special membership meeting called by the President for the purpose of amending this Constitution and ~~Bylaws, together~~ Bylaws, together with ballots, ~~and~~ and voting instructions, ~~and the notice of the meeting. and transmit them by regular mail.~~ General members shall be entitled to vote on proposed amendments to the Constitution and Bylaws. The Board of Trustees shall adopt procedures for the mailing and return of ballots that ensures the fairness and integrity of the voting process and the secrecy of the ballot. All ballots shall be returned to the office of the Association not less than ten (10) days prior to meeting by regular mail.

Section 3. –The President shall appoint a special committee to receive and count the ballots, and ~~shall to~~ decide any controversy relating thereto. The results of the balloting shall be announced at the meeting. A proposed amendment shall be adopted if two-thirds (2/3) of the ballots received vote favorably thereon. Amendments approved by the membership shall take effect immediately.

ARTICLE XI

INDEMNIFICATION OF OFFICERS, TRUSTEES, AND EMPLOYEES AGAINST LIABILITIES AND EXPENSES

Section 1. The Association shall indemnify all corporate agents against all expenses and liabilities in connection with any proceeding involving the corporate agent by reason of his or her being or having been such a corporate agent other than a proceeding by or in the right of the Association if: (a) such corporate agent acted in good faith in a manner he or she reasonably believed to be not opposed to the best interest of the Association; and (b) with respect to any criminal proceeding, such corporate agent had no reasonable cause to believe his or her conduct was unlawful.

Section 2. All terms used herein shall have the meanings attributed to such terms as set forth in N.J.S.A. 15A:3-4(a).

Section 3. It is intended that the rights of indemnification provided hereunder shall be as broad as permitted under the laws of the State of New Jersey. Without limiting the foregoing, the Association herewith adopts the provision of N.J.S.A. 15A:3-4 as though fully herein set forth; wherever said statute permits the Association to provide indemnification, this Constitution and Bylaws shall be deemed to require such indemnification to be provided by the Association.

ARTICLE XII

AUTHORITY

Section 1. *Rules of Order.* The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with this Constitution and Bylaws, or any special rules of order the Association may adopt.

Section 2. *Interpretation.* Any question involving the interpretation of these Bylaws shall be decided by the Trustees after recommendation of the Bylaws Committee, and if such question arises in the course of any meeting, by the President of the Association. Decisions by the President shall be effective only for the purpose of the meeting.

Section 3. *Parliamentarian.* The President may appoint a member of this Association as Parliamentarian to serve at any meeting.

ARTICLE XIII

FISCAL YEAR AND SEAL

Section 1. *Fiscal Year.* The fiscal year of the Association shall begin on January 1.

Section 2. *Seal.* The seal of the Association shall be "Hudson County Bar Association Established 1877."