

THE SALEM COUNTY BAR ASSOCIATION BYLAWS

Table of Contents

Article I – Name, Office and Purpose

Article II – Mission Statement

Article III – Membership

Article IV – Dues

Article V – Board of Officers

Article VI – Election of Secretary and Advancement of Officers

Article VII – Individual Officers' Duties

Article VIII – Duties of the Board of Officers

Article IX – Assumption of President's Duties at Meetings; Officer Absences from Meetings

Article X – Committees

Article XI – Representation of the Association

Article XII – Meetings and Order of Business

Article XIII – Fiscal Year and Budget

Article XIV – Indemnification of Officers, Members and Employees

Article XV – Amendment of Bylaws

Article XVI – Replacement of Prior Bylaws; Website Posting; Certification of Adoption

Article I

Name, Office and Purpose

1. The name of the Association is **THE SALEM COUNTY BAR ASSOCIATION** (the "Association").
2. The mailing address of the Association is the registered office specified in **Article I, Section 3**, below. Following the adoption of these bylaws the mailing address of the Association will be a post office box in the U.S. Post Office located at 120 West Broadway, Salem, New Jersey 08079. The Association may have such other offices within the State of New Jersey as the Board of Officers may designate from time to time.
3. The registered agent and registered office of the Association are Frank J. Hoerst, III, Esq., 13 West Avenue, P.O. Box 217, Woodstown, New Jersey 08098.
4. Nonprofit Corporation; Federal Tax Exemption.
 - (a) The Association was organized pursuant *N.J.S.A. 15:1-1, et seq.* ("Corporations and Associations Not for Profit" – repealed by L.1983, c. 127, § 15A:16-2, eff. October 1, 1983) by a Certificate of Incorporation dated May 1, 1970, which Certificate of Incorporation was recorded in the Office of the Salem County Clerk on May 3, 1970 in Incorporations Book H, page 46, and filed and recorded with

the New Jersey Secretary of State on May 11, 1970, under Certificate of Incorporation Number S136259. The Association is now subject to the New Jersey Nonprofit Corporation Act, *N.J.S.A.* 15A:1-1, *et seq.* (the “Act”), which became effective on October 1, 1983. The Association is not required to reincorporate under the Act, as confirmed by *N.J.S.A.* 15A:1-3.a.(2) and *N.J.S.A.* 15A:1-4.a. The Association is organized and operated exclusively as a “business league” of persons having a common interest in the condition of the law and the legal profession in the County of Salem and State of New Jersey by virtue of their status as licensed attorneys, law school graduates, or law students who meet the membership eligibility requirements that are set forth in **Article III, Section 1**, below. The Association is not organized for profit or to engage in any activity ordinarily carried on for profit, and no part of the net earnings of the Association inure to the benefit of any private shareholder or individual. The Association thus qualifies as an exempt organization from federal income tax under section 501(c)(6) of the Internal Revenue Code, and corresponding sections of any future Federal tax code. The Association is primarily engaged in activities or functions that are the basis for the aforesaid exemption, and is primarily supported by membership dues and other income from activities substantially related to its exempt purpose. The Association does not contemplate pecuniary gain or profit, incidental or otherwise.

- (b) The Association is devoted to advancing the interests of its members and all New Jersey citizens, and to improving the condition of the law and the legal profession in the County of Salem and the State of New Jersey, by upholding and promoting the purposes of the Association as set forth in the **Article II** Mission Statement, below. The Association does not perform particular services for individual persons.
- (c) The Association has not and shall not issue capital stock or shares. No part of the earnings of the Association shall inure to the benefit of, or be distributed to its members, officers, or other private persons, except the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. Notwithstanding any other provisions of this document, the Association shall not carry on any other purpose not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code, or corresponding sections of any future Federal tax code.
- (d) Upon the dissolution of the Association, assets shall be distributed only to organizations which enjoy exempt status in accordance with the provisions of Section 501(c)(6) of the Internal Revenue Code, or for one or more exempt purpose within the meaning of Section 501(c)(6) of the Internal Revenue Code, or corresponding sections of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court having proper

jurisdiction in the county in which the principle office of the Association is then located, exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article II

Mission Statement

- To serve as the voice of Salem County attorneys with regard to the law, the legal profession, and the legal system.
- To provide educational opportunities to attorneys to enhance the quality of legal services and the practice of law.
- To provide education to the public that enhances awareness of the law, the legal profession, and the legal system.
- To promote access to the legal system and fairness in the administration of justice.
- To foster professionalism and pride in the legal profession.
- To encourage participation in voluntary pro bono activities.
- To promote and participate in charitable and civic endeavors.
- To promote collegiality and social relations among its members.

Article III

Membership

1. Any person who meets the following requirements shall be eligible for membership in this Association:
 - (a) Any person who holds a plenary or limited license in good standing to practice law in New Jersey;
 - (b) Any person who does not hold a license to practice law in New Jersey but (i) has been awarded a Juris Doctor degree or its equivalent from an ABA-accredited law school, and (ii) is not disbarred or suspended from the practice of law in New Jersey or any other jurisdiction; or
 - (c) Any person who is enrolled as a part-time or full-time student at an ABA-accredited law school.
2. By applying for membership each applicant shall be deemed to have agreed that he or she (i) meets one of the requirements specified in **Section 1**, above; (ii) has read and will comply with the Bylaws; and (iii) has read and will uphold and promote the purposes of the Association as set forth in the above **Article II** Mission Statement.

3. Each membership term shall be one calendar year commencing on the later of January 1 or the date the membership application is approved, and terminating on December 31.
4. On or before December 1 of each year the Board of Officers shall issue to all members and such other persons as the Board of Officers may deem appropriate, the membership application forms for the next year's term, together with information as to how the Bylaws can be obtained or otherwise reviewed.
5. To be approved for membership for an entire one-year term, the application form for the term for which membership is being sought must be completed and submitted to the Secretary with full payment of dues on or before January 1 of that term.
6. Between January 1 and the issuance of notices for the January meeting the Board of Officers will review all applications and fix the initial membership roll for the term. The membership roll will include as members only persons whose dues have been paid in full and whose membership applications for the term have been approved. No privileges of membership will be extended to persons not included in the membership roll for the term.
7. Any membership application that is submitted and approved after January 1 will result in the commencement of a reduced membership term, with the member's inclusion on the membership roll beginning on the date of approval and ending on December 31 of that year, without retroactive status or any proration or other reduction, credit, or adjustment of the dues amount for the term.
8. A member's term of membership and eligibility for membership shall terminate automatically upon suspension or disbarment from the practice of law in New Jersey and shall cease during the period of any such suspension or disbarment.
9. Expulsion; Suspension; Censure.
 - (a) A member may be expelled, suspended, censured and/or deemed ineligible for membership for conduct which violates these Bylaws and/or brings discredit to the Association. The power shall rest exclusively in the Board of Officers.
 - (b) Expulsion, suspension or censure of a member shall require a two-third (2/3) vote of the Board of Officers. Any suspension decision of the Board of Officers shall also include terms of reinstatement of the member's term of and/or eligibility for membership, which shall then be conveyed to the member in writing. A suspended member may apply to the Board of Officers for reinstatement of membership and/or eligibility for membership following the period of suspension and upon meeting the terms of reinstatement. A suspended member may be reinstated as to term and/or membership eligibility upon a two-third (2/3) vote of the Board of Officers.

10. Within ten (10) days following the Secretary's receipt of the written request of any Association member, the Secretary, in consultation with the Treasurer, shall provide a list of the names of all Association members as of the date the list is prepared. The date of preparation of the list shall be included upon each list.

Article IV

Dues

1. Dues amounts shall be approved each year as part of the budget for the following year.
2. Members who meet the eligibility requirements of **Article III, Section 1.(a)**, above, as licensed attorneys shall be exempt from paying Association dues during the remainder of the calendar year in which they are first licensed to practice law in New Jersey, and during the full calendar year next following the year of such licensure, provided that there will be no proration, reimbursement, or credit for dues that have been paid prior to licensure.
3. Any member who meets the eligibility requirements of **Article III, Section 1.(c)**, above, as a law student shall be exempt from paying Association dues during all calendar years in which he or she is enrolled as a part-time or full-time student at an ABA-accredited law school, provided that there will be no proration, reimbursement, or credit for any dues that have been paid prior to enrollment.
4. Members who serve as law one-year clerks for New Jersey state or federal judges shall be exempt from paying Association dues during the remainder of the calendar year in which they are hired, and during the full calendar year next following the year of hiring, provided that there will be no proration, reimbursement, or credit for dues that have been paid prior to hiring.
5. A member who is the Vicinage 15 Assignment Judge shall be exempt from paying Association dues during each year in which he or she serves in that capacity, provided that there will be no proration, reimbursement, or credit for dues that have been paid prior to being designated to serve in that capacity.
6. No application for membership will be approved unless and until all required dues have been paid in full.

Article V

Board of Officers

1. The Officers of the Association shall be members of the Association except that members who do not meet the membership requirement of **Article III, Section 1.(a)**, above, and members holding judicial positions other than municipal judges, shall not

be eligible to be Officers in the Association. The Officers of the Association shall be referred to collectively as the Board of Officers.

2. The Officers of the Association shall be six (6) in number, and shall consist of a Secretary, a Treasurer, a Vice President, a President, an Immediate Past President, and a member of the Association who serves as the Salem County Trustee to the New Jersey State Bar Association (“NJSBA”). As of the adoption of these Bylaws the Officers are:

Immediate Past President – Richard F. Klineburger, III

President – Bruce H. Sherman

Vice President – David A. Avedissian

Treasurer – Tina M. DiNicola

Secretary – Michelle E. Roberson

NJSBA Salem County Trustee – D. Ryan Nussey

3. Each year the terms of the members who are to serve as Secretary, Treasurer, Vice President, President and Immediate Past President shall commence immediately upon election of the Secretary as provided in **Article VI**, below.
4. The member of the Association who serves as the NJSBA Salem County Trustee shall serve as an Officer of the Association for the duration of his or her term as such Trustee. Whenever no member of the Association serves as the NJSBA Salem County Trustee the Board of Officers will consist of only the first five Officers listed in **Section 2**, above, or four in the event of a vacancy in the office of Immediate Past President (see **Article VI, Section 8**, below).
5. Officers must be members of the Association. An Officer’s office shall be deemed vacant immediately upon termination of his or her membership in the Association.

Article VI

Election of Secretary and Advancement of Officers

1. It shall be the duty of the Board of Officers annually to nominate from among the membership of the Association a candidate for the office of Secretary. Before nominating a candidate, the Board of Officers, or an Officer or Officers designated by the Board of Officers, shall consult with those members of the Association who have shown interest in serving as an Officer of the Association, or who have been suggested or recommended by other members to serve as an Officer of the Association, and with other members of the Association as to the qualifications of such potential nominees. The Board of Officers shall then select a nominee to recommend to the membership as a candidate for such position with due consideration for the information and advice so received.

2. The Board of Officers shall, in its selection of its nominee for Secretary, consider all appropriate factors, including but not limited to, service to the Association and its constituent parts, the extent of practice in the State of New Jersey, and the goal of upholding and promoting the purposes set forth in the Mission Statement.
3. The Board of Officers shall complete and distribute its annual nomination for Secretary to the membership at least 30 days prior to the next following January Association meeting at which the election of Secretary will occur. The nomination shall thereafter be available to any member of the Association by request and shall be published as soon as practicable upon the Association's website, if any.
4. The Board of Officers shall also maintain a list of no fewer than three (3) potential candidates for the office of Secretary to be considered and recommended for future elections, or in an expedited manner in the event of a vacancy of office. In the event of an office vacancy the Board of Officers shall complete and distribute its nomination for Secretary to the membership as soon as possible prior to the next month's regular meeting at which the election of Secretary will occur. The nomination shall thereafter be available to any member of the Association by request and shall be published as soon as practicable upon the Association's website, if any.
5. Any member of the Association may also nominate him or herself or any other member at or prior to a meeting at which the election for Secretary will occur. Such nominations will be distributed to the membership and posted on the Association's website, if any, if received no less than one week prior to the meeting at which the election for Secretary will occur, although the Board of Officers should endeavor to distribute and post later submissions as soon as may be practicable. All later nominations will be announced at such meeting.
6. Voting shall be accomplished by paper ballots which are distributed one each to the Association members who are present at a meeting at which the election of Secretary will occur. Each voting member shall write on the ballot the name of the candidate for whom he or she is voting, and the President shall thereafter collect and count the ballots, and tabulate and announce the result, with the winner being the nominee who receives the most votes. The Secretary's term of office commences immediately upon completion of the election.
7. Upon the election of a Secretary as set forth in the preceding subsection:
 - (a) the Secretary whose term as such has ended upon the election of the successor Secretary shall automatically replace and assume the office of the Treasurer;
 - (b) the Treasurer shall automatically replace and assume the office of the Vice President;
 - (c) the Vice President shall automatically replace and assume the office of the President;

- (d) the President shall automatically replace and assume the office of the Immediate Past President; and
 - (e) the Immediate Past President shall automatically be restored to non-Officer status.
8. A Secretary shall also be elected in the aforesaid manner whenever the position of any Officer other than Immediate Past President or NJSBA Salem County Trustee becomes vacant prior to completion of such Officer's term, with such election taking place at a meeting of the membership to be held during the month following such vacancy. In such event, upon the election of the Secretary, the offices of those Officers up to and including the vacated office shall be filled by replacement as provided in **Section 7**, above. There shall be no such election of a successor Secretary in the event the office of Immediate Past President should become vacant prior to the completion of the Immediate Past President's term, nor shall any other action be taken to fill that vacancy. A vacancy in the Office of NJSBA Salem County Trustee may only be filled by a member who has been elected or appointed in such capacity by the NJSBA in accordance with the NJSBA's rules and procedures.
9. The Board of Officers shall decide any controversy relating to elections. A tie vote shall be decided immediately at the same meeting by a second vote of the members in the manner prescribed in **Section 6**, above, with votes to be cast only for the tied candidates. Any attempt to vote for a person other than one of the tied candidates in a tie-breaker second vote will not be counted. If a tie-breaker vote results in a tie the President will decide the election by decree.

Article VII

Individual Officers' Duties

1. The President shall preside at all meetings of the Association when present and all meetings of the Board of Officers when present; appoint the members of all Committees except as otherwise provided in these bylaws; be an ex officio member of all Standing and Special Committees; and perform such other duties as the Association or the Board of Officers may direct. The President may participate as an Officer in all votes of the Board of Officers, and as a member in all votes of the members, and in the case of a tie vote in either context (except as otherwise provided for tied elections in **Article VI**, above) the President's vote shall be the deciding vote.
2. The Vice President shall perform such duties as are delegated to him or her by the President and otherwise assist the President in the President's performance of the President's duties.
3. The Treasurer shall be responsible for the receipt of all monies of the Association, shall make disbursements as authorized by the budget, the Board of Officers, or the membership, as the case may be; shall report to the membership at monthly meetings

as provided in Article XII, Section 2.(e); and shall coordinate budget preparation. The Treasurer shall select the Association's bank account(s) in consultation with the Board of Officers. The Treasurer and the President shall each be authorized to act as individual signatories with respect to Association accounts. The Treasurer shall maintain the membership roll.

4. The Secretary shall be responsible for the taking and keeping of accurate minutes of all meetings of the Association and the Board of Officers. The Secretary shall issue notices and correspondence as directed by the President or Board of Officers.
5. The Immediate Past President shall attend and participate in Board of Officer and Association meetings and serve at those meetings, and at other times upon the President's request, as a consultant to the President.
6. The member of the Association who serves as an Officer of the Association by virtue of his or her status as the Salem County Trustee to the NJSBA shall perform his or her duties as such Trustee and shall report to the Board of Officers and the membership of the Association each month on NJSBA matters, and otherwise as and when directed by the President or by the Board of Officers.
7. In the event of the death, resignation, disbarment, or suspension from the practice of law of any Officer during his/her term, the position shall be declared vacant and shall be filled in accordance with the provisions of **Article VI**, above.
8. During a vacancy in the office of Vice President, the Treasurer shall perform the duties of the Vice President in addition to the duties of Treasurer until a new Secretary is elected, at which time the Treasurer will assume the office of Vice President. During a vacancy in the office of any Officer other than the Vice President, the Vice President shall perform the duties of that office in addition to the duties of Vice President until a new Secretary is elected and the vacant office is filled.

Article VIII

Duties of the Board of Officers

1. The Board of Officers shall manage the affairs and property of the Association and perform all other duties required by these Bylaws.
2. The Board of Officers shall hold twelve (12) regular monthly Board meetings each year at such times and places as shall be fixed by the Board of Officers. The schedule of locations, dates and times of regular Board meetings will be established each year at the Board of Officer's January meeting, and posted thereafter on the Association's website, if any. The schedule will include the location, date and time of the next year's January Board meeting. The President in consultation with the other Officers may cancel or change the location, date or time of any regular meeting, in which case the Secretary shall issue notice of any cancellation or change in the location, date or

time to all Officers, and to any other Association member who so requests, by regular mail, fax or email, and post the changed location, date and time on the Association website, if any.

3. Special meetings of the Board of Officers may be called by the President at any time, to be held at such time and place as may be designated in the call. The Secretary shall issue notice of the location, date and time of each special meeting, as well as the purposes of any special meeting, to all Officers, and to any other Association member who so requests, by regular mail, fax or email, and shall post the notice information on the Association website, if any.
4. Association members who are not Officers may attend Board of Officers meetings but may not participate except as permitted by the Board of Officers.
5. Persons who are not members of the Association may not attend Board of Officers meetings unless invited or authorized by the President in consultation with the Board of Officers.
6. Three (3) or more Officers shall constitute a quorum at any regular or special Board meeting. During the vacancy of any Officer's office, only the non-vacant offices will be counted for purposes of establishing a quorum.
7. The Board of Officers shall exercise its powers as follows:
 - (a) The Board of Officers shall have full power and authority in the interval between meetings of the Association to do all acts and to perform all functions which the Association itself might do or perform as provided in the Bylaws or as authorized by duly adopted resolutions of the Association, and may also complete and file such documents from time to time as may be necessary in the discretion of the Board of Officers to maintain the Association's non-profit, tax exempt status or otherwise comply with applicable legal requirements, including but not limited to any amendments of the Association's certificate of incorporation.
 - (b) At the discretion of the President, individual members of the Board of Officers may participate and vote in any regular or special meeting of the Board of Officers without physically attending in person, by means of a telephone conference call or any other means of communication by which all Officers 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 this bylaw. All voting shall be initiated by a motion proposed by one member of the Board of Officers and seconded by another.
 - (c) At the discretion of the President, and unless objected to by a member of the Board of Officers, the Board of Officers may act upon electronically transmitted requests for action which cannot abide delay to the next regularly scheduled

meeting of the Board of Officers 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 Officers at which all Officers are directed to physically appear. However, in the event any Officer objects to this procedure, then the President shall call for a meeting of the Board of Officers, at which time the procedure of **Section 2.(b)**, above, shall be followed.

8. Except as anticipated or authorized by an approved budget, no debts shall be incurred, no contract made, and no funds appropriated or disbursed, without the approval of the Board of Officers. The budget must also contain a cap amount for unbudgeted expenses above which membership approval is required by majority vote at a regular or special Association meeting.
9. The Board of Officers shall:
 - (a) Attend to all matters relating to the Association's state and federal corporation and tax compliance in consultation with a New Jersey licensed certified public accountant, and report to the membership periodically on requirements and status.
 - (b) Oversee and manage the ongoing storage and maintenance of Association records.
 - (c) Prepare and present each year's proposed budget to the membership and provide for the adoption of same, as provided in **Article XIII**.
 - (d) Interpret the Bylaws and formulate and review recommendations for revision or amendment of the Bylaws.
 - (e) Formulate and review recommendations for the Association's official positions and statements on existing and proposed legislation and regulations.
 - (f) Formulate and review recommendations for the Association's official positions and statements on existing and proposed court rules, policies, practices, procedures, operations, and conduct.
 - (g) Prepare and review proposed resolutions as may be submitted pursuant to **Article XII, Section 6**, below, and make recommendations as to the adoption same.
 - (h) Promote and coordinate programs for continuing legal education.

Article IX

Assumption of President's Duties at Meetings; Officer Absence from Meetings

1. Assumption of the President's duties during the President's absence from meetings of the Board of Officers, not including absence due to office vacancy:

- (a) in the event of the absence of the President at a meeting of the Board of Officers, the Vice President shall perform the duties of the President;
 - (b) in the absence of both the President and the Vice President, the Immediate Past President shall perform the duties of the President;
 - (c) in the absence of the President, the Vice President, and the Immediate Past President, the Officer who has served for greater number of successive terms on the on the Board of Officers shall perform the duties of the President;
2. Assumption of the President's duties during the President's absence from meetings of the Association members, not including absence due to office vacancy:
- (a) in the event of the absence of the President at a meeting of the Association members, the Vice President shall perform the duties of the President;
 - (b) in the absence of both the President and the Vice President, the Immediate Past President shall perform the duties of the President;
 - (c) in the absence of the President, the Vice President, and the Immediate Past President, the Treasurer shall perform the duties of the President;
 - (d) in the absence of the President, the Vice President, the Immediate Past President, and the Treasurer, the Secretary shall perform the duties of the President;
 - (e) in the absence of all other Officers, the member of the Association who serves as an Officer of the Association by virtue of his or her status as the Salem County Trustee to the NJSBA shall perform the duties of the President; and
 - (f) no Association meeting may take place unless at least one Officer is present and performs the duties of President.
3. Officer resignation deemed due to absences from meetings:
- (a) Any Officer who fails to attend (i) three consecutive Board meetings or four Board meetings in any twelve-month period, either in person or via alternate means as authorized and approved by the President pursuant to **Article VIII, Section 7.(b)**, above; or (ii) three consecutive Association member meetings or four Association member meetings in any twelve-month period shall be deemed to have resigned as an Officer of the Association unless, at the a regularly scheduled Board meeting following the last such absence, this provision is waived by a majority vote of the other Officers present (the Officer who is subject to the vote may not vote). Failure to participate in communications pursuant to **Article VIII, Section 7.(b)**, above, shall not be counted as absences for purposes of this **Section 3**.

- (b) The Secretary of the Association shall give written notice of these Bylaw provisions to any Officer who misses (i) two consecutive Board meetings or three Board meetings in any twelve-month period, or (ii) two consecutive Association member meetings or three Association member meetings in any twelve-month period.

Article X
Committees

1. The classes of Committees of the Association shall be:
 - (a) Standing Committees, for long-term or ongoing matters and purposes.
 - (b) Special Committees, for short-term or limited matters and purposes.
2. Standing Committees:
 - (a) Standing Committees may be formed by resolution of the Board of Officers when necessary and appropriate in the Board's opinion to carry out the duties set forth in these Bylaws or otherwise to enhance the functioning of the Association.
 - (b) Standing Committees created by the Board of Officers may be terminated by resolution of the Board of Officers.
3. The Board of Officers may establish such Special Committees as will enhance the functioning of the Association. Every Special Committee created by the Board of Officers shall terminate at the end of the next January meeting following its creation unless such Special Committee is continued by the Board of Officers at or after such January meeting. There shall be a presumption against continuation of any Special Committee for which no meeting has been held during the previous year of the Association.
4. Standing or Special Committees may include, but are not limited to, the following:
 - (a) Bylaws
 - (b) Corporate and Tax Matters
 - (c) Website
 - (d) Law Practice Sections (civil, criminal, municipal, family, etc.)
 - (e) Lawyer Referral
 - (f) Mock Trial

- (g) Law Day
- (h) Social/Fundraising
- (i) Civic/Charitable Endeavors

5. Appointments; Designation of Chairpersons:

- (a) At the January meeting the newly seated President shall appoint members to serve on Committees of the Association for terms provided by these Bylaws and, in doing so, shall consider the goal of broad diverse representation of all segments of the Bar;
- (b) except as otherwise specified in the Bylaws, the Chairperson of every Committee shall be designated annually by the President for a term to begin upon adjournment of the January meeting at which such designation is made;
- (c) no Chairperson of any Committee shall serve more than two consecutive years in such position except for special reasons with the approval of the Board of Officers;
- (d) in the event of resignation, actual physical or mental incapacity to serve, death or other termination of membership of any member of any Committee, the President shall appoint a successor to complete the unexpired term.

6. Standing Committee Membership and Terms:

- (a) Committee members shall be selected from among the members of the Association which may be canvassed from time to time for the purpose of appointing Committee members.
- (b) All Standing Committees shall consist of a number of members that is equally divisible by three (3) and therefore each Standing Committee shall have no fewer than three (3) members, each of whom shall serve from adjournment of the January meeting at which the appointment is made until the adjournment of the third January meeting following the appointment and until a successor is appointed or as otherwise specified in the Bylaws.
- (c) In appointing the initial members of the Standing Committees that are established by the Bylaws or any additional Standing Committees that are created by the Board of Officers, the President shall designate a third (1/3) of the members to serve from adjournment of the January meeting at which the appointment is made until adjournment of the first January meeting following their appointment; a third (1/3) of the members to serve from adjournment of the January meeting at which the appointment is made until the adjournment of the second January meeting

following their appointment; and a third (1/3) of the members to serve from adjournment of the January meeting at which the appointment is made until adjournment of the third January meeting following their appointment, but thereafter successors shall be appointed for three-year terms.

- (d) Each Special Committee shall consist of a Chairperson and such members as are appointed by the President. Each member and Chairperson shall serve from adjournment of the January meeting at which the appointment is made until the adjournment of the next January meeting following their appointment. In the event that the Board of Officers continues the Special Committee, it shall be necessary for the President to appoint a Chairperson and members. There shall be a presumption against reappointment to a Special Committee of any member who had previously been appointed to such Special Committee and who had not attended any meetings of such Special Committee during the previous year.
 - (e) The President shall have the authority to appoint additional members to serve on any Standing Committee only during the President's term of office, provided that the total number of members is equally divisible by three as required by **Section 5.(b)**, above, and subject to staggered terms in equal numbers consistent with **Section 5.(c)**, above.
 - (f) The President of the Association shall be an ex officio member of every Committee of the Association on every Committee on which he or she does not serve as a member, and as an ex officio member shall not be counted toward the number of members of any Committee or in connection with any applicable term-staggering requirements. The President may designate another individual to serve in the President's place on any Committee as ex officio member. Neither the President nor the President's designee shall be entitled to a vote on any Committee as an ex officio member.
7. Meetings of each Committee shall be held upon call of its Chairperson. Each Committee shall, subject to the determination of the Board of Officers, determine its own meeting procedures. Each Committee shall meet at least twice annually.
8. Committee members must be members of the Association, and Officers may be committee members. A committee member's office shall be deemed vacant immediately upon termination of his or her membership in the Association.

Article XI

Representation of the Association

1. The President, or a person designated by the President, shall express the policy of the Association as determined by the Association or by the Board of Officers and shall make no statements nor take any public positions or actions in conflict with those of the Association. No other Officer, member, or non-member may represent the

Association or any of its Officers or Committees before any legislative body, court, governmental agency, or other tribunal, or communicate with any news media or the general public on behalf of the Association or any Officer or Committee thereof, unless authorized to do so by the Board of Officers. No other Officer, member or non-member shall communicate any view or position on behalf of the Association or any of its Officers or Committees before any legislative body, court, governmental agency or other tribunal, or to any news media or the general public, except in accordance with **Section 3** of this Article. Whenever representation requires the filing of any report or brief, no such report or brief shall be filed until a copy thereof has been submitted to and approved by the Board of Officers, or such of its members as the Board of Officers may designate to act for it.

2. No report, recommendation or other action of any Committee, Officer, member or non-member shall be considered as the action of the Association until it shall have been approved by the membership or the Board of Officers pursuant to **Section 3** of this Article. No Committee, Officer, member or non-member shall release any report pertaining to the Association or any of its Committees, Officers or membership to the public without such approval by the membership or the Board of Officers.
3. A Committee, Officer or member may communicate its view or position before a legislative body, governmental agency, court, or other tribunal, or to the news media in the following circumstances:
 - (a) The particular communication is approved by majority vote of a quorum of members at an Association meeting; or
 - (b) If in the opinion of the President the matter giving rise to the need for the communication is sufficiently urgent that it cannot await a meeting of the members, and the particular communication is approved by at least a majority of the Board of Officers, provided that for the determination thereof, the Board of Officers may meet by email or conference call or be assembled in a meeting, and further provided that the matter shall be reported to the members and subjected to a vote for ratification at its next meeting. The Board of Officers shall in such communication specifically state that the view or position being communicated has been approved only by the Board of Officers as set forth in this subparagraph, and that it has not yet been, and may not be, approved by the membership. The members may, following ratification or non-ratification of such a communication, conduct a further vote to determine whether and how a further communication should be issued.
4. A member who, when making a public statement or utterance, permits himself or herself to be identified as having an official connection with the Association or one of its Committees, shall, if the Association has determined a policy on the subject matter of the utterance, fairly state that policy and, if expressing a view at variance with it, clearly identify the variance as the member's personal views only. If there has not

been, or the member has no knowledge of, any such policy determination, the member shall nevertheless identify the utterance as personal views.

Article XII

Meetings and Order of Business

1. Meetings:
 - (a) There shall be twelve (12) regular monthly meetings of the members of the Association each year at such times and places as shall be fixed by the Board of Officers. The schedule of locations, dates and times of regular meetings of Association members shall be announced each year at the January meeting and posted thereafter on the Association's website, if any. The schedule will include the location, date and time of the next year's January meeting. The Secretary shall give no less than fifteen (15) days' notice of any change in the location, date or time of a regular meeting to all members by regular mail, fax or email, and post the changed location, date and time on the Association's website, if any.
 - (b) Special meetings of the Association may be called by the President at any time, to be held at such time and place as may be designated in the call. The Secretary shall issue notice of the location, date and time of any special meeting, as well as the purposes of any special meeting, to all members by regular mail, fax or email, and shall post the notice information on the Association's website, if any.
 - (c) Ten (10) or more members, including at least one member who is also an Officer, shall constitute a quorum at any regular or special meeting. The term "members" includes members who are Officers. At least one Officer must be in attendance throughout every Association members' meeting. All persons' attendance at Association members' must be in-person and not via alternate means.
 - (d) Only members of the Association who are registered as having timely paid dues and satisfied all other membership requirements prior to a meeting shall be entitled to vote at that meeting.
 - (e) Regular monthly meetings may be organized to include an opportunity for each attending member to purchase a meal at the meeting, provided that purchasing a meal is not to be imposed as a requirement or condition of attendance.
2. The Order of Business at the meetings of the Association shall be as follows except when changed by the Board of Officers:
 - (a) Roll call and review of member/non-member attendance
 - (b) Confirmation of compliance with quorum and Officer attendance requirements

- (c) Review and adoption of minutes from prior meeting
 - (d) Discussion and voting on proposed resolutions; reading and votes for adoption of resolutions memorializing prior Association actions
 - (e) Report of Treasurer and vote to accept
 - (f) Report of Salem County Trustee to NJSBA
 - (g) Reports of other Committees
 - (h) Miscellaneous Business
3. All voting at Association meetings shall be initiated by a motion proposed by one Association member and seconded by another. All votes shall be by simultaneous aye/nay (if unanimous), show of hands, roll-call, or, if required by the Bylaws or so determined by the President, by anonymous paper ballots.
 4. There shall be no vote by proxy at any meeting of the Association, the Board of Officers, or any Committee.
 5. Resolutions:
 - (a) Any written resolution proposed for adoption by the Association may be provided by any member to the President for review and consideration. If deemed appropriate by the President in consultation with the Board of Officers, the President or the President's designee shall, at a regular or special meeting of Association members, distribute copies of the resolution for review by those in attendance, whereupon those in attendance may vote to adopt or reject the resolution, or to table it for further consideration.
 - (b) In the event the President determines that immediate action is required on a proposed resolution the President may authorized distribution of the resolution to all members for consideration via email and/or fax without a meeting and request a written response from the members via email and fax within a specified deadline as to whether or not it should be adopted by the Association as written. If 10 or more members respond with an aye or nay vote within the deadline and the ayes outnumber the nays, then the resolution will be deemed to have been adopted by the Association; if fewer than 10 members respond with an aye or nay vote within the deadline or the nays outnumber the ayes, then the resolution will be deemed to have been rejected by the Association.
 - (c) Any action or position taken by vote at an Association members' meeting may be memorialized by a resolution that is later prepared and adopted at a subsequent meeting.

6. The Salem County Trustee to the NJSBA shall report to the members at each regular meeting on issues that are or may be relevant to the purposes and objectives expressed in the Mission Statement, or that are otherwise of interest to the Association and its members.
7. Any question involving the interpretation of these Bylaws shall be decided by the Board of Officers, 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.
8. Persons who are not members of the Association may not attend Association meetings unless invited or authorized by the President in consultation with the Board of Officers.

Article XIII

Fiscal Year and Budget

1. The fiscal year of the Association shall begin January 1 and end on December 31.
2. The Board of Officers shall prepare and present a proposed budget for the following budget year to the Secretary on or before October 1 of each year which shall include and be based upon the membership dues amount determined for such year. The proposed budget shall also specify the cap on amounts that the Board of Officers can approve for non-budgeted expenditures during the budget year without the need for advance approval by the members.
3. The Secretary shall distribute copies of the proposed budget to the membership and/or publish same on the Association website, if any, no later than October 15. A budget hearing shall be held at the November meeting at which the members shall vote to adopt the budget as presented or as amended at the meeting.
4. If no budget is adopted by the members at the November meeting the Board of Officers must approve a budget before December 1.

Article XIV

Indemnification of Officers, Members and Employees

1. The Association shall indemnify, defend, release, and hold harmless 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.

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).
3. It is intended that the rights provided in this Article XIV 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 the indemnification and other protections of this Article XIV, these Bylaws shall be deemed to require such indemnification and other protections to be provided by the Association.
4. The Association may obtain and keep in effect such policies of insurance as may be necessary in the discretion of the Board of Officers to indemnify, defend, release and hold harmless all corporate agents as set forth herein.

Article XV

Amendment of Bylaws

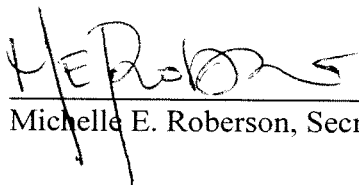
1. Amendments to the Bylaws may be proposed:
 - (a) By a majority vote at a meeting of the Board of Officers at which a quorum is present at the time of the vote; or
 - (b) By a petition signed by ninety percent (90%) of the members of the Association.
2. An amendment proposed pursuant to **Section 1.(a) or (b)**, above, shall be submitted to the Secretary of the Association at least sixty (30) days prior to the regular or special Association or Board of Officer meeting at which the amendment is to be considered for adoption, and no later than September 1. The Secretary shall distribute copies of same and/or publish same on the Association website, if any, as soon as practicable after receipt.
3. Amendments to the Bylaws may only be adopted during the same calendar year in which the amendment is submitted to the Secretary pursuant to the forgoing subparagraph.
4. Amendments to the Bylaws may only be adopted upon the affirmative vote of no less than two-thirds (2/3) of the members present at an Association meeting for which quorum requirements have been satisfied.

Article XVI

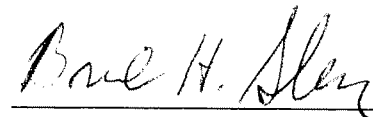
Replacement of Prior Bylaws; Website Posting; Certification of Adoption

1. These Bylaws shall be effective immediately upon adoption and shall replace all prior bylaws of the Association.
2. These Bylaws shall be posted on the Association website, if any.
3. The undersigned President of the Association hereby certifies that these Bylaws were duly adopted on **March 8, 2011** by the affirmative vote of no less than two-thirds (2/3) of the members who were present at the Association's regular meeting on that date, following no less than two (2) weeks advance written notice by the Secretary to all members.

Attest:

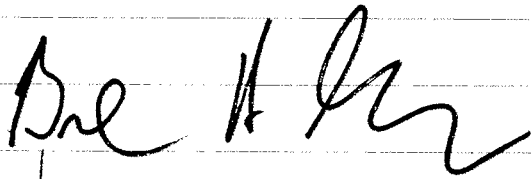


Michelle E. Roberson, Secretary



Bruce H. Sherman, President

Sign In (Pls Print)

 - Bruce Sherman

William L. Horner

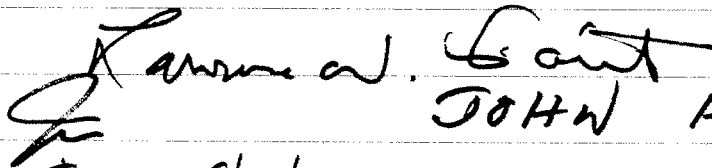
Tracey Oandasan

Scott Miller

Kenneth Miller



Paul H. Sewell

 Lawrence W. Gault
LAWRENCE W. GAULT
JOHN HOZIER

Jean Chetney

G. PHILIP LEWIS

Daniel H. Zehner

David Avedissian

Tina DiNicola

Michelle E. Roberson

March 8, 2011 - Bylaws Passed by
unanimous vote