

**Amended and Restated By-Laws
of the
New Jersey Women Lawyers Association**

Adopted January 23, 2017

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ARTICLE I - NAME AND PURPOSE

Section 1. Name. The name of this Association is the New Jersey Women Lawyers Association ("NJWLA"). NJWLA will also be referred to herein as the "Association."

Section 2. Purpose/Mission. The purpose and mission of NJWLA is to engage in statewide efforts to support and promote its members to the highest levels of law firms, government, academia, community and corporate positions and the judiciary, to endorse qualified female attorneys for appointments to the state and federal judiciary, and to foster leadership and inclusion among its membership. It is also NJWLA's purpose and mission to engage in efforts designed to retain and advance women in the legal profession, particularly in New Jersey, through collaborations, research support, and/or other activities, including education of its membership, corporations, government, the judiciary, law firms, other memberships, associations and/or other organizations, and law school students.

The purpose and mission of the Association includes providing a voice for its members concerning issues of importance to women and to maintain a close liaison with other Bar Associations, the judiciary and other statewide and national organizations that address or promote issues important to NJWLA. The Association may also play a mentoring role by encouraging young women to attend law school and fostering early leadership skills in women by having members serve as mentors to female law students and college students considering entering the practice of law. NJWLA also engages in efforts to educate the community about gender equity concerns and issues that fall within the scope of NJWLA's mission. The Association carries out its mission through promoting professional activities, mentoring, educational programs, networking functions and to generally promote visibility of its membership.

ARTICLE II - MEMBERSHIP

Section 1. Membership. The membership of the Association will consist of those persons who meet the requirements for membership as provided by these By-laws.

Section 2. Standing Membership Classes. There will be four (4) standing classes of regular membership as follows:

(A) **Full Attorney Member.** Any licensed attorney, considered active or inactive by their state licensing board, who supports the purpose and mission of NJWLA, and either regularly practices law in the State of New Jersey or resides in the State of New Jersey will be eligible for Full Attorney Membership in the Association. A Full Attorney Member will be enrolled at either the official address of their New Jersey practice or their New Jersey home address, as the member may request. A Full Attorney Member will have the right to vote and hold office as permitted by the By-laws.

(B) **Law Student Associate Member.** Any person who supports the purpose and mission of NJWLA, and is enrolled in an accredited school of law in the United States, Puerto Rico, the District of Columbia, or any territory in the United States, or any graduate of an accredited school of law who is an applicant for admission to practice law, either in the State of New Jersey or in another state while residing in the State of New Jersey, will be eligible for Law Student Associate Membership in the Association.

(C) **Law Administrator Associate Member.** Any paralegal, legal office manager or legal librarian, who supports the purpose and mission of NJWLA, and either works in a law firm, corporation or government office in New Jersey, or resides in the State of New Jersey, will be eligible for Associate Membership in the Association.

(D) Honorary Members, (i.e., Retirees, and Founding Members). Any attorney that is appointed by the Board as an honorary member, such as an individual who has permanently retired from the practice of law, or a founding member will be eligible for membership in the Association. An honorary member will have the right to vote as permitted by the By-laws.

Section 3. Applications for Membership. Applications for new membership in a standing class of the Association will be in the form and manner prescribed by the Board of Trustees and will be accompanied by the full amount of membership dues. Such applicants will be enrolled as a member of the appropriate class and will thereafter be entitled to all the privileges of that membership so long as he or she maintains good standing, as described in Section 5 of this Article. A willful and/or material misstatement by the applicant on the membership application may be cause for rejection.

Section 4. Notice, Participation and Voting Rights; Eligibility to Hold Office. A member in good standing will be entitled to have notice of, to attend and to participate in all Member Meetings and activities of the Association established as membership activities by the Board of Trustees; provided, however, that only Full Attorney Members and Honorary Members, in good standing, will have the right to vote at any Member Meeting or to vote in any election mandated by these By-laws. Only Full Attorney Members in good standing will have the right to be nominated for, to stand for election, or to serve on the Board of Trustees, provided that if an individual's membership status changes from Full Attorney Member to Honorary Member while serving on the Board of Trustees, for the remainder of his or her term on the Board, he or she shall be a Trustee-At-Large. Additional eligibility requirements apply for Directors of the Young Lawyers Committee, the Solo/Small Firm Committee, and the In-house Committee. In order to be nominated, stand for election, or serve as a Director of one of such Committees, the Full Attorney Member must satisfy the applicable membership restriction identified in Article VI, Sections 8, 9 or 13, provided that if he or she ceases to satisfy such restriction while serving as Director of the Committee, for the remainder of his or her term on the Board, he or she shall be a Trustee-At-Large. Finally, only Full Attorney Members who are in good standing and in active practice shall be eligible to serve as Officers of the Association.

Section 5. Maintenance of Good Standing. A member will be deemed to be in good standing so long as he or she continuously meets all eligibility requirements for the class of membership and has paid all dues on a current basis.

Section 6. Suspension and Expulsion. A member may be suspended or expelled if he or she fails to meet eligibility requirements for membership, becomes deficient in the payment of Association dues or assessments, makes a willful and/or material misstatement on the membership application or for other cause as determined by the Board. Suspension or expulsion will occur only upon a vote of the Board of Trustees and after the member has been given notice and the opportunity to be heard. In emergent circumstances, the Board may temporarily suspend a member upon its ex parte finding of cause to do so, provided that notice is given, in a reasonable time thereafter, and an opportunity to be heard on the suspension is promptly afforded to the member. Should the Association fail to provide notification or an opportunity to be heard after a temporary suspension, the suspension will be void. Neither notification nor an opportunity to be heard will be required for a suspension arising from non-payment of dues and the Association thereafter may take whatever action against the member as necessary.

Section 7. Reinstatement. A member may be reinstated after a period of suspension or expulsion upon application and a finding by the Board of Trustees that the cause of the expulsion or suspension has been corrected or eliminated and that the applicant then meets all eligibility requirements for membership, unless the Board deems reinstatement is not appropriate for other cause.

Section 8. Membership Dues. The Board of Trustees will fix the amount of dues to be paid by members and will establish such dues, notes and classifications as it, in its sole discretion, may deem

necessary and appropriate to fund the activities of the Association. The Board of Trustees will fix the amount of dues and establish classifications for each calendar year and, if it fails to do so, the schedule of dues and classifications of the preceding year will remain in effect.

Section 9. Meetings of Membership. There may be, as appropriate, meetings called of the General membership at the direction of the President or based upon a majority vote of the Board of Trustees. Quorum at a Members Meeting shall be the lesser of 20 members or 5% of the membership.

ARTICLE III - GOVERNING BODY

Section 1. General Responsibilities for Governance. The Association will be governed by its Board of Trustees and its membership in accordance with the provisions of these By-laws and the Association's Certificate of Incorporation. The business activities of the Association on a day-to-day basis will be conducted by the Association's Executive Board. The business activities and policies and procedures of the Association will be developed, decided, managed and supervised, except as otherwise required by law or these By-laws, by the Board of Trustees. The Executive Board will create Policies and Procedures on its operations and these Policies and Procedures may be amended by the Board of Trustees as its discretion. The President Elect, in consultation with the Nominations Committee, will appoint General Counsel(s) and Gala Director(s).

Section 2. Board of Trustees. The Certificate of Incorporation had provided for an initial Board comprised of five (5) trustees. These By-laws shall control as to the composition of the successor Board of Trustees, which shall consist of the Officers, the Directors, the Trustees-At-Large, General Counsel, and Past Presidents. The business, activities, and policies and procedures of the Association will be developed, decided, managed and supervised by the Board of Trustees, except as otherwise required by these By-laws. Meetings of the Board shall be conducted in accordance with Article VII of these By-laws.

Section 3. Officers. The following Officers of the Association will be elected by the voting membership: the President, President Elect, Vice President, Chief Financial Officer, Chief Operating Officer, Chief Diversity Officer, and Secretary. The Immediate Past President will also serve as an Officer of the Association during the term immediately following the person's presidency. These positions may be shared. The duties and responsibilities of each position are set forth in Article IV.

Section 4. Directors. The following Directors of the Association will be elected by the voting membership: Director of Marketing, Director of Programming/Sponsorship, Director of Best Practices, Director of Endorsements, Director of Judicial Outreach, Director of Women's Leadership, Director of Young Lawyers, Director of Solo/Small Firm, Director of Diversity, Director of Grant/Charitable Giving, Director of Public Policy, and Director of In-House. The Nominations Director and the Gala Director will also serve as Directors of the Association but shall be designated as set forth in Sections 7 and 9 of this Article. All Director positions may be shared. The Directors shall chair their corresponding Committees as set forth in Article VI.

Section 5. Trustees-At-Large. Four (4) Trustees-At-Large will be elected by the voting membership, which number may be changed by the Executive Board, upon recommendation of the Nominations Committee. From time to time, there may be additional Trustees-At-Large serving as set forth in Article II, Section 4.

Section 6. General Counsel. General Counsel will be appointed by the President Elect in consultation with the Nominations Committee. This position may be shared. The General Counsel will provide advice and counsel to the Association as needed.

Section 7. Nominations Directors. The Nominations Directors are the individuals who had served in the position of Immediate Past President in the preceding two (2) years. The Nominations Directors may not be nominated for elected office. The Nominations Directors will oversee the Association's nominations and elections, propose policy for elections/nominations, develop and maintain adequate measures to preclude ballot improprieties, and will be the Executive Board liaisons with the Nominations Committee.

Section 8. Past Presidents. Any individual who has served as the President of the Association shall have Emeritus status on the Board, entitling them to attend Board meetings without the right to vote or to serve on any committees designated as Board members only. Notwithstanding the foregoing, such individuals may affirmatively change their status from Emeritus to Ex-Officio members of the Board. Ex-Officio membership is conferred by virtue of status as a Past President of the Association. Those Past Presidents who have changed their status to Ex-Officio have the right to vote and to serve on any committees designated as Board members only. Calculation of quorum shall not include those Past Presidents serving in Emeritus status.

Section 9. Gala Director. The Gala Director will be appointed by the President Elect in consultation with the Nominations Committee. This position may be shared. The Gala Director will be the Executive Board liaison with the Gala Committee.

Section 10. Executive Board. The Executive Board will consist of the following all of whom will serve with a vote: President, President Elect, Immediate Past President, Vice President, Chief Financial Officer, Chief Operating Officer, Chief Diversity Officer, Secretary, General Counsel and the Nominations Directors.

The Executive Board has the authority to:

- (a) Transact the day-to-day business of the Association.
- (b) Provide reports to the Board of Trustees on the business of the Association.
- (c) Create, maintain and propose revisions to the policies and procedures of the Association.
- (d) Make minutes of these meetings available to the Board of Trustees at their next meeting.
- (e) Hire professional and support personnel, as needed.
- (f) Ratify appointments where approval is required.
- (g) And conduct all other business deemed necessary to accomplish the goals and mission of the Association.

Meetings of the Executive Board will be held when called by the President or when called by a majority of the Executive Board. A majority of the members of the Executive Board will constitute a quorum. Proxy voting is not permitted.

Section 11. Terms of Office. Each term of office specified herein shall commence on July 1. Each Officer will take and hold office for one (1) year. Except as set forth in this Section, each Director and Trustee-At-Large will take and hold office for a term of two (2) years. General Counsel and the Nominations Directors will take and hold office for a term of one (1) year. The Gala Director will serve for a term of two (2) years, provided however, that if there are two (2) Gala Directors, their terms shall be staggered. Each office holder will serve for the stated term and until his or her successor is elected or appointed and qualified. It is recommended that no Officer, Director, or Trustee-At-Large serve in the same position for more than three terms. On or before the expiration or termination of a term of office, all documents or records in the possession of that individual shall be provided to the respective successor to that position.

Section 12. Removal. The Board of Trustees may remove any Officer, Director, Trustee-At-Large, General Counsel, or Past President at any time for cause or suspend such person pending a final

determination that cause exists for removal. For purposes of this provision, cause shall include, without limitation, suspension or expulsion as a member of the Association.

Section 13. Vacancies. Other than the position of President, in the event of any vacancies on the Board of Trustees occurring for any reason (including vacancies caused by a conversion of a Director to a Trustee-At-Large in accordance with Article II, Section 4) an acting successor will be appointed from among the membership by the President, in consultation with the Nominations Committee, and will serve until the position can be filled, for the unexpired term, at a regular election. In the case of the President, the President Elect will serve as Acting President until the next election. No special election will be held to fill a vacancy in office.

ARTICLE IV - DUTIES AND RESPONSIBILITIES OF OFFICERS

Section 1. President. The President will be the principal officer of the Association and will set the vision, strategy and initiatives of the Association. He or she will: preside at all meetings of the Executive Board, of the Board of Trustees, and of members; serve as ex-officio member of all committees, without vote except serving with a vote on the Nominations Committee; ensure that a coordinated program, including projects and activities, is developed for the ensuing year in accordance with the objectives of the Association; with the approval of the Executive Board, may authorize the appointment of professional and/or support personnel; appoint all representatives or delegates to act on behalf of the Association in connection with activities conducted by other bar associations or organizations; serve as the spokesperson for the Association on significant issues affecting the Association; review and approve press releases and marketing materials, and perform all other business deemed necessary to accomplish the goals and mission of the Association. The President or his or her designee will be the Executive Board liaison with the Endorsements Committee.

Section 2. President Elect. The President Elect will succeed the President upon expiration of the President's term of office or fill a vacancy in the office of the President as set forth in Section 13 of Article III, and will perform such other duties as the President or the Executive Board may from time to time direct. He or she will act in the place and stead of the President in the event of the absence of the President. He or she will act as the liaison with various Committees as assigned by the President. He or she will assist the President in fulfilling all of the President's duties deemed necessary to accomplish the goals and mission of NJWLA.

Section 3. Immediate Past President. The Immediate Past President will perform such duties as assigned by the President.

Section 4. Vice President. The Vice President will perform such duties as the President or Board of Trustees may from time to time direct. The Vice President will be the Executive Board liaison with the Young Lawyers Committee.

Section 5. Chief Financial Officer. The Chief Financial Officer will oversee financial matters for the Association with the assistance of staff and outside professionals. The Chief Financial Officer will develop a budget in consultation with the President, the President Elect and the Vice President, which budget will be presented for approval by the Board of Trustees. He or she will also: be responsible for the collection of all dues, assessments and receivables of the Association; prepare and maintain financial records of the Association; coordinate the production of outside annual audits; monitor all expenditures according to approved budget; upon approval of the Board of Trustees, disburse Association funds not encompassed in the approved budget; propose financial and economic policy for the Association; and render an annual report and periodic reports of the financial affairs and status of the Association to the Board of Trustees.

Section 6. Chief Operating Officer. The Chief Operating Officer will oversee the operations of the Association and provide reports to the Executive Board and Board of Trustees on any issues affecting the operations of NJWLA and undertake any other special projects as designated by the President to foster the goals and mission of the Association. The Chief Operating Officer will be the Executive Board liaison with all Committees unless otherwise designated by these By-laws.

Section 7. Chief Diversity Officer. The Chief Diversity Officer will perform such duties as the President or Board of Trustees may from time to time direct. The Chief Diversity Officer will be the Executive Board liaison with the Diversity Committee.

Section 8. Secretary. The Secretary will prepare, publish, and ensure the retention of minutes of all meetings of the Association, the Executive Board, and meetings of the Board of Trustees; will certify official copies of such minutes and these By-laws; will coordinate with Association staff to provide notices of all meetings to the Board or the membership; and perform such other duties as the President or Board of Trustees may from time to time direct.

ARTICLE V - COMMITTEES

Section 1. Committees. In addition to the Executive Board, the Association shall have Standing Committees, as set forth in Article VI, to carry out the purposes of the Association and to assist the Board in the orderly management of the affairs of the Association. The President may appoint Special Committees, in consultation with the President Elect. The activities of the Committees shall be as set forth in these By-laws and as further directed by the President and shall include, without limitation, proposing Association policies and recommendations within the subject matter expertise of the particular Committee, to be considered by the Board of Trustees.

Section 2. Composition of Committees. Membership in the following Standing Committees will be limited to members of the Board of Trustees: Executive Board, Nominations Committee, Endorsements Committee, Judicial Outreach Committee, and the Gala Committee. Members of the Executive Board shall be as described in Article III, Section 10. Members of the Nominations Committee shall be the President, President Elect, Immediate Past President, Vice President, the Nominations Directors, and any other Past President who is a voting member of the Board of Trustees in accordance with Article III, Section 8; provided that no member of the Nominations Committee may seek election. Members of the Endorsements Committee, Judicial Outreach Committee, and the Gala Committee shall be appointed by the President in consultation with the Nominations Committee. Membership on the Board of Trustees is not a prerequisite for membership in any other Standing Committees, although certain Standing Committees have other prerequisites for membership, as set forth in Article VI. Membership in a Standing Committee other than the five (5) referenced above shall be appointed by the Chair of the respective Committee, but said appointment may be revoked upon a vote of the Board of Trustees. Special Committees may have such prerequisites for membership as determined by the President in conjunction with the President Elect upon appointment of such committees. Membership in Special Committees shall be determined by the President in conjunction with the President Elect.

Section 3. Committee Chairs. The Chair of each Standing Committee shall be the Director for the corresponding committee identified in Article III, Sections 4, 7, and 9 and may be referred to as a Director or a Committee Chair. The Chair of any Special Committee shall be as appointed by the President in consultation with the President Elect. The Chair of each Committee shall submit to the Executive Director a written status of their Committee's activities in advance of each meeting of the Board of Trustees. The Chair has the ultimate authority with respect to his or her Committee.

Section 4. Authority of Executive Board, Nominations Committee, and Endorsements Committee; Meetings; Action by Consent. Within the scope of their committee responsibilities, the Executive Board, Nominations Committee, and Endorsements Committee shall have and may exercise all the authority of the Board of Trustees, except as limited by law. Minutes shall be maintained of proceedings exercising such authority. Meetings of the Executive Board may be called by the President or a majority of the Executive Board upon electronic or written notice of at least two (2) days to all members of the Executive Board and may be held at the time and place as stated in the notice. Meetings of the Nominations Committee and the Endorsements Committee may be called by one of the Committee Chairs or a majority of the committee members upon electronic or written notice of at least two (2) days to all members of such committee and may be held at the time and place as stated in the notice. Any action required or permitted to be taken at any meeting of the Executive Board, the Nominations Committee or the Endorsements Committee may be taken without a meeting if a written consent to such action is signed by all members of such committee in writing (including email) and such written consent is filed with the minutes of its proceedings.

Section 5. Committee Meetings by Telephone. The Committees may participate in a meeting via a telephone conference call or similar communications equipment by means of which all participating members participating can communicate with each other at the same time. Participation by such means will constitute presence at such meetings.

ARTICLE VI - STANDING COMMITTEES AND DUTIES AND RESPONSIBILITIES OF DIRECTORS

Section 1. Standing Committees. The Association shall have the following Standing Committees including the Executive Board, the Nominations Committee and the Committees set forth in this Article. The Executive Board is described in Article III, Section 10. The composition of the Nominations Committee is set forth in Article V, Section 2 and the principal responsibilities are set forth in Article VIII and where specifically designated elsewhere in these By-laws.

Section 2. Marketing Committee. The Committee will create and oversee operations of a website and newsletter, arrange for links on other collaborative organizations/associations' websites, prepare and publish press releases on significant developments, prepare and submit advertisements, and assist with all marketing efforts on behalf of the Association. The Committee will also engage in efforts to increase the Association's membership and will work closely with the Diversity Committee in ensuring that all efforts are made to keep the Association's membership diverse. The Director of Marketing will work closely with the Directors of In-House and Programming/Sponsorship. In consultation with the Director of the Marketing Committee, the Board of Trustees may determine pre-requisites for committee membership.

Section 3. Programming/Sponsorship Committee. The Committee will establish programs on work-life balance/flex-time, women's initiative/mentoring, business development seminars, and any programs of timely interest to the membership. The Committee will identify and solicit sponsorship for the Association's programs and events. The Director of Programming will work with the Directors of other Committees for event planning purposes. In consultation with the Director of the Programming/Sponsorship Committee, the Board of Trustees may determine pre-requisites for committee membership.

Section 4. Best Practices Committee. The Committee will: support the Association's engagement in statewide efforts to retain and advance women in the legal profession in New Jersey and collaboration with nationwide efforts to retain women in the legal profession; develop policies and procedures and provide education to its membership, corporations, government, the judiciary, law firms, other organizations, and law school students, particularly those in New Jersey on the evolving "Best Practices" geared toward retention and advancement of women in the legal profession in New Jersey; and provide education on the importance of women's initiative/leadership programs, work life balance and flex-time for lawyers policies

and initiatives (including a review of effective part-time/flextime policies in the private and public sectors), and business development programs specialized for women lawyers.

Section 5. Endorsements Committee. The Committee will support and promote members of the Association to the highest levels of law firm, government, community, and corporate positions and the judiciary; interview and endorse qualified women attorneys for appointments within the state and federal judiciary and the Executive branch of government; and present educational programming. The Director of members of the Board of Trustees.

Section 6. Judicial Outreach Committee. The Committee will interface with the members of the State and Federal judiciary to develop programming, including the annual Judicial Conference, Tales from the Bench luncheon series, and assist in outreach to the judiciary for membership and attendance at the Gala. Membership in the Committee will be limited to members of the Board of Trustees.

Section 7. Women's Leadership Committee. The Committee will engage in efforts to foster leadership among the Association's membership through mentoring, business development programming, educational programming, focused goal-specific networking efforts for women lawyers to foster leadership skills, and provide support and guidance to women who want to become leaders in the judicial, political, governmental, private law firm, corporate, community, or academic settings. The Director of Women's Leadership Committee will work closely with the Director of the Endorsements Committee. In consultation with the Director of the Women's Leadership Committee, the Board of Trustees may determine prerequisites for committee membership.

Section 8. Young Lawyers Committee. The Committee will create and present events directed towards the ideas, concerns, and struggles of young lawyers. Membership in the Committee will be restricted to those attorneys who have been in practice seven (7) or less years and law students.

Section 9. Solo/Small Firm Committee. The Committee will create and present programs directed towards the needs of solo/small firm attorneys. Membership in the Committee will be restricted to those attorneys who practice as sole practitioners or in small firm settings.

Section 10. Diversity Committee. The Committee will engage in efforts to foster diversity and inclusion of attorneys regardless of race, ethnicity, gender, sexual orientation, sexual preference, socio-economic status, age, physical abilities, or religious beliefs or other ideologies. The Committee will seek to increase diversity in the Association's membership, collaborate with other organizations that have diverse memberships or missions, and create and present programs demonstrating the Association's commitment to diversity. The Diversity Committee Director will work closely with the Chief Diversity Officer.

Section 11. Grants/Charitable Giving Committee. The Committee will: supervise the Association's grant-making activities to support research, programs and initiatives aligned with our mission; supervise a stipend program to benefit students pursuing Juris Doctorate degrees at New Jersey law schools; and identify charitable organizations to make presentations at Association events. The Director of Grants/Charitable Giving will work closely with the Director of the Programming/Sponsorship Committee.

Section 12. Public Policy Committee. The Committee will monitor Federal and State legislation, rules or regulations, Federal and State case law, verdicts and settlements, which are of importance to the mission of the Association. The Committee may make recommendations to the Board as to strategy and meetings with executive and legislative bodies. The Committee may make recommendations to the Board of Trustees as to actions to be taken concerning specific legislative bills, provided that such actions are in accordance with the Association policy on Legislative Endorsements, adopted from time to time. The Director of Public Policy will work closely with the Director of Best Practices. In consultation with the

Director of the Public Policy Committee, the Board of Trustees may determine pre-requisites for committee membership.

Section 13. In-House Committee. The Committee will create and present programs directed towards the needs and interests of in-house attorneys. Membership in the Committee will be restricted to those attorneys who are employees of private sector organizations. The Director of the In-House Committee will work closely with the Director of Marketing and Programming/Sponsorship Committees.

Section 14. Gala Committee. The Committee will oversee the planning, marketing, and logistics of the Association's annual gala. Membership in the Committee will be limited to members of the Board of Trustees.

ARTICLE VII – MEETINGS OF THE BOARD OF TRUSTEES

Section 1. Meetings. Regular meetings of the Board of Trustees will be held no fewer than four (4) times during the year at such times and places as the Board may determine. An annual calendar of meetings will be provided to members of the Board of Trustees and is subject to change. Special meetings of the Board of Trustees may be called by the President or any three board members upon electronic or written notice of at least two (2) days to all Board Members and may be held at the time and place as stated in the notice.

Section 2. Agenda Items and Rules of Order. The President and Executive Director will be notified (3) three days prior to any regular meeting of any matters that require a Board vote so that they may be placed on the agenda. Matters not noticed to the President and the Executive Director may be raised only as items under New Business, and, if the President so determines, may be considered only upon a two-thirds vote of those present and voting. The agenda at any special meeting will be limited to the matters anticipated in the notice of meeting. Robert's Rules of Order (Revised) will govern the conduct of all meetings of the Board, unless otherwise provided herein.

Section 3. Quorum; Voting. One-third (1/3) of the Board of Trustees constitutes quorum at a Board meeting. The affirmative vote by a majority of those Board Members present at a duly convened meeting (a meeting which is called and noticed in accordance with Section 1 of this Article and applicable law) with quorum will constitute an act of the Board of Trustees, except as otherwise provided herein. Each member of the Board of Trustees shall have one (1) vote. Proxy voting is not permitted.

Section 4. Participation in Board Meetings. Board Members are expected to attend and participate in the regular and special meetings of the Board of Trustees. Board Members may participate in Board meetings by telephone conference or similar communications equipment by means of which all Board members participating in the meeting can hear each other at the same time. Participation by such means will constitute presence at such meetings. With the exception of the Executive Director and as otherwise determined by the President, attendance at all meetings of the Board of Trustees shall be limited to Board Members.

ARTICLE VIII - ELECTIONS

Section 1. Nominations. Each member in good standing will receive a written notice sent on behalf of the Nominations Committee of the positions to be filled by election annually. Nominations for all positions will be made and received no later than the date designated in the written notification. Each candidate will also upon request be given the opportunity to use the Association's official membership list for the purpose of mailing campaign literature at the candidate's sole expense. The Nominations Committee will prepare the slate of candidates, specifying those candidates who are endorsed by the Nominations Committee.

Section 2. Notice of Election and Ballots. Election of Trustees shall be conducted by mail, which shall be deemed to include email. The Nominations Committee will send an election ballot containing the slate of candidates to all of the Full Attorney Members and Honorary Members in good standing, specifying the date by which all votes must be received.

Section 3. Election Results. The Nominations Committee will be responsible to receive, validate and count all ballots, to record and report on the results of said balloting, and to preserve the counted ballot, worksheets and all similar election materials for a period of (6) six months after the date of the election. Candidates receiving the plurality of eligible votes cast will be declared elected. In the event of a tie, the Board of Trustees will choose one of the candidates by a written majority of all of the Board Members. All election results will be announced to the General Membership by June 1st. The newly constituted Board will take office on July 1st.

ARTICLE IX - MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year for the Association shall be a calendar year.

Section 2. By- Law Amendments. Amendments to these By-laws may be adopted upon a vote made at any Board of Trustees meeting in accordance with Article VII, provided that the notice for such meeting describes the proposed By-law amendment(s).

Section 3. Notice. Any notice that is required to be given to members may be given by any one or more of the following methods: 1) electronically, 2) inclusion in any regular or special publication of the Association, 3) special mailing; or 4) by posting on the NJWLA website.

Section 4. Transition Provision. These By-laws, as revised, will become effective upon adoption. Notwithstanding such adoption date, any Director whose position is no longer provided for in these revised By-laws and whose term has not yet expired shall serve the remainder of their term and will perform such duties as directed by the President and President Elect.