

**BY-LAWS OF
THE MORRIS COUNTY BAR ASSOCIATION**

ARTICLE I: NAME AND OBJECTIVES

The name of the organization shall be the Morris County Bar Association (the “Association”). The objectives of the Association are: to maintain the honor and dignity of the profession of law; to promote an understanding of the law and its application in society; to foster the due administration of justice; and to promote the capacity of the Bar for public service, particularly the provision of pro bono and/or reduced fee legal services in appropriate cases.

ARTICLE II: MEMBERSHIP

SECTION 1. Classes of Membership. There shall be four (4) classes of members in the Association, known as “General” members, “Limited” members, “Associate” members and “Honorary” members. All members shall be subject to the conditions and provision of these By-Laws.

(A) General Members. Any person who is a member in good standing of the Bar of the State of New Jersey and who resides, works, or has substantial contacts in Morris County shall be eligible for general membership in the Association.

(B) Limited Members. Any person who is a member in good standing of the bar of any other state of the United States or the bar of any federal court of the United States shall be eligible for limited membership in the Association. Limited members shall not have the right to vote and shall not be allowed to serve as trustees or officers of the Association or to serve as chair of any Committee.

(C) Associate Members. Any person who is a judicial clerk or law school student and who has substantial contacts with Morris County shall

be eligible for associate membership in the Association. Associate members shall not have the right to vote and shall not be allowed to serve as trustees or officers of the Association or to serve as chair of any Committee.

(D) Honorary Members. All of the following persons shall be honorary members of the Association: The Chief Justice and Associate Justices of the Supreme Court of New Jersey; the Judges of the United States District Court for the District of New Jersey; the Judges of the United States Court of Appeals for the Third Circuit who reside in New Jersey; and any of the foregoing who are retired as members of the Judiciary. In addition, every person who has been a member in good standing of the Bar of the State of New Jersey for fifty years shall be an honorary member and there shall be such other honorary members of the Association as the Board of Trustees may elect from time to time. Honorary members shall have all the rights and privileges of general members except that members of the Judiciary shall not be allowed to serve as trustees or officers of the Association or as chair of any Committee and only those honorary members who also meet the requirements for general membership shall have the right to vote. Honorary members shall not be required to pay Association dues or assessments.

SECTION 2. Voting Members. All general members of the Association shall have the right to vote. Limited, associate and honorary members shall not have the right to vote unless they also meet the qualifications for general membership.

SECTION 3. Application for Membership. Candidates for general, limited, associate or honorary membership shall file an application with the Secretary of the Association on application forms prescribed by the Secretary. The application shall require, *inter alia*, the following:

(a) a certification that the candidate meets the requirements for membership and

(b) the submission of the annual dues in an amount to be prescribed by the Board of Trustees.

The Secretary of the Association shall review completed applications of all candidates and present each candidate's admission for membership to the Board of Trustees at the next scheduled Board meeting. Any question involving an application for membership shall be decided by the Board of Trustees after recommendation by the Secretary of the Association.

SECTION 4. Termination of Membership. A person's membership in the Association may be terminated by the Board of Trustees if:

(a) Such person submits a written resignation to the Association; or

(b) Such person is stricken from the roll of attorneys of the State, disbarred or otherwise suspended from the practice of law; or

(c) Such person fails or refuses to pay Association dues or assessments for any past Association fiscal year; or

(d) Such person otherwise breaches or violates any provision of these By-Laws; or

(e) Such person ceases to qualify for membership as defined within Article II, Section (1) of this Article of these By-Laws.

SECTION 5. Reinstatement. Following termination of a person's membership in the Association, such former member may be reinstated by the Board of Trustees upon written application and upon a showing that such former member has been permitted to resume the practice of law, or has paid in full all delinquent amounts for dues and assessments, and has otherwise complied with these By-Laws.

ARTICLE III: DUES

SECTION 1. Amount of Dues. The annual dues of general and limited members of the Association shall be in such amounts as may be fixed by the Board of Trustees from time to time.

SECTION 2. Exemptions. All associate and honorary members of the Association shall be exempt from the payment of dues. In addition, the Board of Trustees shall have discretion to exempt the following persons from the payment of dues:

- (a) Members who are on active duty in any branch of the military service of the United States; and
- (b) Members who are disabled.

SECTION 3. Payment of Dues. All dues shall be payable on a date and in a manner fixed by the Board of Trustees. Notice of the requirement of payment of such dues shall be given to all members during December preceding the due date for such dues.

It shall be the responsibility of the member to ensure contact information is accurate and up-to-date when changes in employment occur and/or annually upon payment of dues.

SECTION 4. Default in Payment of Dues. A final notice shall be sent to each member in default of dues not later than March 1 of each year, informing such member that such default shall result in the cancellation of membership in the Association, unless good cause shown. Notice may be provided by regular mail or electronic mail, or a combination thereof.

ARTICLE IV: ASSESSMENTS

The Association may from time to time, upon the recommendation of the Board of Trustees, approve assessments for specific purposes.

Assessments shall be approved from time to time by a majority vote of the Board of Trustees. Members of the Association shall be given twenty (20) days written notice of any

Board of Trustees meeting at which a proposed assessment is to be recommended and a vote had thereon.

Once an assessment has been approved, the Board of Trustees shall have full authority to empower the Treasurer, or such other officer as it may designate, to disburse assessment funds of the Association in such manner as the Board deems necessary and appropriate.

ARTICLE V: BOARD OF TRUSTEES

SECTION 1. Composition of Board. The Board of Trustees shall comprise the elected officers of the Association, the immediate past president of the Association, the present New Jersey State Bar Association trustee from Morris County (who shall not have the right to vote), the Chair(s) of the Young Lawyer Committee (not to exceed three (3), who shall collectively have the right to one vote), and twelve (12) voting members elected by the Association. The Association President shall be Chair of the Board and the Association Secretary shall be Secretary of the Board. In the absence of the Chair at a Board meeting, the President-Elect, and in the absence of the President-Elect, the other officers in the order in which they are named in Article VI, Section 1, shall perform the duties of Chair.

SECTION 2. Term of Trustees. Trustees shall be elected to hold office for a two year term, but in no event for more than two consecutive two year terms and until their successors have been chosen and have qualified. Six trustees shall be elected in each odd year and six shall be elected in each even year. The terms of the trustees shall commence on the date of the January Board of Trustees meeting following the year in which they were elected. A Trustee appointed to serve an unexpired term shall be considered to have served one term if the time remaining in such term at time of appointment shall exceed one year, regardless of whether the unexpired term precedes or follows an elected term.

SECTION 3. Powers and Duties of Board. The Board shall manage the affairs and property of the Association and shall have full power and authority to do all acts and perform all functions which the Association itself might do, and to take any action not inconsistent with the decisions of the Association, except it shall not have the power to amend these By-Laws. Specific procedures related to the day-to-day functions of the Association may be established in the Morris County Bar Association “Trustee Roles and Responsibilities Manual” so long as not inconsistent with these By-Laws.

The Board shall have full power and authority to incur debts or expend funds for any purpose on behalf of the Association, except as otherwise provided herein.

The Board may employ an Executive Director and such other administrative staff as it deems advisable. Specific procedures related to the day-to-day duties and responsibilities of the Executive Director may be established in the Morris County Bar Association “Employee Handbook” so long as not inconsistent with these By-Laws. The Board shall have full power and authority to hire and fire employees of the Association, define their duties, and set their salaries.

SECTION 4. Meetings. The Board shall hold at least five (5) regular meetings during each year, at such dates, times and places as the President may determine. Such meetings may be held in-person or virtually. Special meetings of the Board of Trustees may be called at any time by the Chair or any two trustees on two (2) days’ notice. The object of a special meeting shall be specified in the notice of meeting. Notice may be provided by regular mail or electronic mail, or a combination thereof.

SECTION 5. Rules of Order. The provisions of Robert’s Rules of Order shall guide the conduct of all meetings of the Board.

SECTION 6. Action Without Meeting. The Board may act on any matter without a meeting if, prior to such action, the President or Secretary shall call for the Board to vote by email or other electronic means.

SECTION 7. Quorum. At any meeting of the Board, the presence of ten (10) members of the Board shall constitute a quorum, and the action of a majority of those present at any meeting at which there is a quorum shall be the act of the Association, except as may be otherwise specifically provided by these By-Laws.

SECTION 8. Presentations to the Association. All committee reports shall first be made to the Board before being presented to the Association. Any member desiring to place a matter before the Association shall first present the matter to the Board for consideration and presentation to the Association. In the event of the failure of the Board to present a matter at the next regular meeting of the Association following the meeting at which the matter was presented to it, such matter may be presented to the Association without further action of the Board.

SECTION 9. Executive Committee. The officers and the Immediate Past President shall constitute the Executive Committee of the Board of Trustees. In addition to the specific duties outlined in these By-Laws, the Executive Committee shall perform such functions as delegated to it by the Board of Trustees.

ARTICLE VI: OFFICERS

SECTION 1. Number. The six (6) officers of the Association shall be a President, a President-Elect, a First Vice President, a Second Vice President, a Treasurer, and a Secretary.

SECTION 2. Term of Office. The officers shall be elected as provided in Article VII of these By-Laws. Each officer shall hold office for a term of one (1) year and until a successor shall have been chosen and have qualified.

SECTION 3. Qualification for Office. To qualify for election as an officer, a member must first have served as a trustee of the Association for a period of at least one (1) two-year term, and must currently be a General Member of the Association in good standing.

SECTION 4. Membership on Board of Trustees. All officers of the Association shall also serve as members of the Board of Trustees.

SECTION 5. President. The President shall preside at all meetings of the Association, appoint members of committees as required herein, be an ex officio member of all standing and special committees, enforce compliance with these By-Laws, and perform such other duties as the Association or the Board of Trustees may direct. In the absence or disability of the President, the President-Elect, and in the absence of the President-Elect, the other officers in the order in which they are named above, shall perform the duties of the President.

SECTION 6. President-Elect. The President-Elect shall succeed to the Presidency for the following term without another election to that office.

SECTION 7. First Vice President. The First Vice President shall serve as President of the Morris County Bar Foundation and shall be ordinarily referred to as “Morris County Bar Foundation President.” The First Vice President shall have such other powers and perform such duties as may be prescribed from time to time by the President or the Board of Trustees. The First Vice President shall ordinarily be nominated as President-Elect for the following term.

SECTION 8. Second Vice President. The Second Vice President shall have such powers and perform such duties as may be prescribed from time to time by the President or the Board of Trustees. In the event of the absence or disability of the First Vice President, the Second Vice President shall be vested with all the powers and authorized to perform all the duties of the First Vice President. The Second Vice President shall serve as the Chair of the Long Range

Planning Committee. The Second Vice President shall ordinarily be nominated as First Vice President for the following term.

SECTION 9. Treasurer. The Treasurer shall cause all monies of the Association to be received, oversee such disbursements as are authorized by the Board of Trustees or the Association, and cause to be kept regular accounts in books of the Association, which accounts shall be open to all members in good standing at all reasonable times. The Treasurer shall cause a proposed budget to be prepared and presented to the Board for consideration not later than November 30 of each year. The Treasurer shall also render an annual report of all receipts and disbursements to the Board of Trustees not later than March 31st of the following year and shall cause notice to be given to all members by mail as their annual dues and assessments become payable. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the President or the Board. The Treasurer shall serve as Chair of the Personnel Committee. The Treasurer shall ordinarily be nominated as Second Vice President for the following term.

SECTION 10. Secretary. The Secretary shall attend all meetings of the Association and the Board of Trustees and shall cause accurate minutes of all such meetings to be kept. The Secretary shall also cause to be maintained records of such other matters as the Association or Board may direct to be placed in their files. The Secretary shall cause notice to be given to members of all meetings of the Association, and shall have such other powers and perform such other duties as may be prescribed from time to time by the President or the Board. The Secretary shall serve as Chair of the Membership Committee. The Secretary shall ordinarily be nominated as Treasurer for the following term.

ARTICLE VII: ELECTIONS AND VACANCIES

SECTION 1. Nominations by Nominating Committee. All officers and trustees shall be nominated for election by the Nominating Committee constituted according to Article IX, Section 3. The report and nominations of such committee shall be filed and read at the regular Association meeting in December of each year. The Nominating Committee shall not nominate one of its members for election to any position.

SECTION 2. Alternative Nominations. In the event any member of the Association desires to run for office or nominate any other member as a candidate in opposition to the slate of candidates nominated by the Nominating Committee, such member shall submit to the Secretary the names of such opposing candidate or candidates and the office sought by each. Such written notice must be given to the Secretary and Executive Director, if any, no later than twenty (20) days before the December meeting, and may be provided by regular mail or electronic mail, or a combination thereof. The Secretary shall notify the membership of any opposing candidate or candidates no less than fourteen (14) days prior to such meeting. Such notice may be provided by the Secretary through regular mail or electronic mail, or a combination thereof. Nominations shall not be permitted from the floor on the date of the election.

SECTION 3. Date of Election. Election of officers and trustees shall take place at the regular meeting of the Association in December of each year. The officers and trustees so elected shall be installed in office at the annual Board of Trustees meeting in January of each year.

SECTION 4. Voting. Election of officers and trustees shall be by voice vote, except if there are two or more persons nominated for the same office or if there are more persons nominated for the position of trustee than there are such positions to be filled. In such cases, election shall be by ballot and a majority of votes cast for any officer or trustee shall be necessary for election.

SECTION 5. Vacancy in Office. In case of death, resignation or removal of any one of the officers or trustees during his or her term of office, the President may appoint a successor for the unexpired term, with the advice and consent of a majority of the Board of Trustees.

**ARTICLE VIII: DELEGATES TO GENERAL COUNCIL
OF THE STATE BAR ASSOCIATION**

The number of Delegates to the General Council of the State Bar Association, their qualifications for office, and their term of office shall be in accordance with the Bylaws of the State Bar Association. Any delegate or delegates to such Council convened by the State Bar Association shall be appointed by the President, with the advice and consent of a majority of the Board of Trustees.

ARTICLE IX: COMMITTEES

SECTION 1. Standing Committees. There shall be a Membership Committee, Nominating Committee, Personnel Committee, Long Range Planning Committee, Lawyer Referral Committee, Judicial and Prosecutorial Appointments Committee, Finance Committee, Professionalism Committee, Past Presidents Committee and such other committees as the Board of Trustees may establish from time to time. Committee members shall be appointed as set forth herein and shall serve for a term of one calendar year. Only Association members in good standing shall be eligible for committee membership. Only General members in good standing shall be eligible to serve as Chair or Co-Chair of any Standing Committee.

SECTION 2. Membership Committee. The Membership Committee shall comprise four members, as follows: the Secretary, who shall serve as Chair; two members of the Association, who shall be appointed by the President; and the Executive Director, who shall participate as a non-voting member of the Committee.

The Membership Committee shall actively promote membership in the Association and shall consider applications by members and prospective members for relief from dues and/or assessments of the Association based upon criteria established by the Board of Trustees, which criteria shall be uniformly and equitably applied in all cases. Such criteria shall include, but not be limited to age, infirmity, duration of practice of law, financial hardship, and retirement. The Committee shall give a written report of its findings and recommendations for total, partial, or no relief from dues and/or assessments to the Board, which shall consider such findings and recommendations and render a decision in each case. The Committee shall also advise the Secretary on completeness of applications for membership and shall advise the Board on the qualifications of proposed members.

SECTION 3. Nominating Committee. The Nominating Committee shall comprise five members, as follows: the Immediate Past President; the President, who shall serve as Chair; the President-Elect; one member of the Association designated by the President; and one member of the Association designated by the President-Elect. No designated member shall be eligible for membership on the Nominating Committee for more than two consecutive years. No designated member, while sitting on the Nominating Committee, may be nominated or elected as an officer or member of the board of trustees.

The Nominating Committee shall nominate members for all elective offices and shall file a written report setting forth such nominations with the Secretary prior to the December meeting of the Association.

SECTION 4. Personnel Committee. The Personnel Committee shall comprise six members as follows: the President, the Treasurer, who shall serve as Chair, up to three trustees appointed by the President, and the Executive Director, who shall serve as a non-voting member.

The Personnel Committee shall make recommendations to the Board with respect to salaries and other personnel matters concerning all Association employees and shall render a written report to the Board setting forth such recommendations.

The Personnel Committee shall also supervise the day-to-day functions of the Association office and the Executive Director.

The final decision on all personnel matters shall be made by the Board.

SECTION 5. Long Range Planning Committee. The Long Range Planning Committee shall comprise six members as follows: the President-Elect, the Second Vice President, who shall serve as the Chair, the Treasurer, two Trustees designated by the President, and the Executive Director, who shall serve as a non-voting member.

The Long Range Planning Committee shall establish recommended long term goals and policies for the Association and shall render an annual written report to the Board of Trustees setting forth such recommendations. It shall be the responsibility of the Long Range Planning Committee to regularly review the Association's By-Laws no less than once every five (5) years, commencing in 2030.

SECTION 6. Lawyer Referral Committee. The Lawyer Referral Committee shall be comprised of five members, three of whom shall be appointed by the President. The three members so appointed by the President shall include the Second Vice President, a trustee, and an Association member who is neither an officer or trustee. The other two members shall be the Executive Director and the Lawyer Referral Service Coordinator, both of whom shall participate as non-voting members of the Committee. The President shall designate the Chair of the Committee.

The Lawyer Referral Committee shall supervise the lawyer referral system of the Association. The Committee shall recommend to the Board of Trustees rules and regulations for the orderly operation of the system, including, but not limited to, policies and procedures regarding

admission to, and suspension or expulsion from, the system. The final decision on such rules and regulations shall be made by the Board.

SECTION 7. Judicial and Prosecutorial Appointments Committee. The Judicial and Prosecutorial Appointments Committee shall be comprised of at least nine but not more than eleven general members of the Association, annually appointed by the President. The Chair shall be appointed annually by the President and no chairperson shall serve more than six, successive one-year terms. Each member shall be appointed for one three year term and may only be reappointed to a second three year term. Upon a vacancy by the resignation or otherwise by a member, the President shall appoint a new member to serve the unexpired term. No member shall serve more than two three year terms.

SECTION 8. Finance Committee. The Finance Committee shall comprise the President, who shall serve as Chair, the Treasurer and one member of the Board designated by the President.

SECTION 9. Professionalism Committee. The Professionalism Committee shall be comprised of the Officers of the Board of Trustees and at least five Association members as the President shall appoint. The President shall designate the Chair of the Professionalism Committee.

The Professionalism Committee shall meet from time to time and take necessary measures to educate the bar concerning the need for professional behavior among lawyers. The Committee shall also implement procedures consistent with its established guidelines to address complaints from attorneys and judges concerning unprofessional behavior by attorneys.

SECTION 10. Past Presidents Committee. The Past Presidents Committee shall be comprised of all Past Presidents of the Association who chose to participate. The Committee members shall designate the Chair.

The Committee shall meet on a regular basis to keep apprised of the Association's long and short term goals and programs and to advise the Association's leadership regarding the Association's long and short term plans. The Committee shall from time to time participate in selected Association projects and events and shall promote the highest level of collegiality among the Committee members and the Association's Officers and Trustees.

ARTICLE X: MEETINGS OF THE ASSOCIATION

SECTION 1. Annual Installation and Awards Meeting. The annual installation and awards meeting of the Association shall be held on a date and at an hour and place to be determined by the President.

SECTION 2. Regular Meetings. There shall be at least two (2) regular meetings of the Association during each year, including those to be held for the purpose of election and installation of officers and trustees, and such other meetings at a time and place as shall be determined by the Board.

SECTION 3. Special Meetings. Special meetings may be called by the President at any time and must be called by him or her upon written request of ten (10) members of the Association. The Secretary shall notify all members of every meeting at least five (5) days prior to such meeting. Notice may be provided by regular mail, electronic mail, or posting on the Association website, or a combination thereof.

SECTION 4. Quorum. Sixty (60) members shall constitute a quorum at any meeting of the Association.

SECTION 5. Rules of Order. The provisions of Robert's Rules of Order shall guide the conduct of all meetings of the Association.

ARTICLE XI: AMENDMENTS AND INTERPRETATION

SECTION 1. Amendments. These By-Laws may be amended at any regular meeting upon the two-thirds vote of (a) the members of the Association present and qualified to vote at any such meeting at which a quorum is present; or (b) the members of the Association who vote electronically. Prior to a vote on any such amendment, the proposed amendment shall be submitted in writing to the Secretary of the Association, who shall cause such proposed amendment to be sent to each member in good standing by regular mail, electronic mail, or a combination thereof, at least ten (10) days before such regular meeting or deadline for an electronic vote. Amendments to these By-Laws shall be proposed by recommendation of the Board of Trustees, or by the petition of twenty (20) members of the Association.

SECTION 2. Interpretation. Any question involving the interpretation of these Bylaws shall be decided by the Board of Trustees after recommendation of the Long Range Planning Committee or, if such question arises in the course of any meeting, by the President of the Association. Such decisions by the President shall be effective only for the purpose of the meeting.

ARTICLE XII: FISCAL YEAR

The fiscal year of the Association shall begin January 1.

ARTICLE XIII: EXPRESSION OF POLICY

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 Trustees. No Committee, other member, or employee may represent the Association 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 unless authorized to do so by the Board of Trustees.

Revised and amended **April 2025**.