

**BYLAWS  
OF  
SOMERSET COUNTY BAR FOUNDATION, INC.**

**ARTICLE I  
PURPOSE OF THE FOUNDATION**

Section 1.01. **Purpose of the Foundation.** The purpose of the Somerset County Bar Foundation is to strengthen the relationship between Somerset County residents and their judicial system through better awareness and understanding.

**ARTICLE II  
BOARD OF TRUSTEES**

Section 2.01. **Members.** This Foundation will have no members. All corporate actions will be approved by the Board of Trustees as provided in these bylaws. All rights which would otherwise rest in the members will rest in the Trustees.

Section 2.02. **Trustees: Number, Term of Office and Qualification.** There will be an odd number of at least eleven (11) but not more than twenty-five (25) Trustees. The number of Trustees may be increased or decreased by vote of the Trustees in accordance with Section 2.11 below.

Each Trustee will serve a two-year (2-year) term following his or her election and until his/her successor is chosen. Trustees may be re-elected to successive terms, such term to be two years.

As many as one-third of the Trustees may be members of the lay public. All other Trustees shall be members in good standing of the Somerset County Bar Association.

The Nominating Committee shall consider the following factors in making its nominations for Trustees:

- (a) The length of time he/she has been a member of the Somerset County Bar Association and/or the Somerset County community.
- (b) The extent of his/her participation in events and activities of the Foundation.
- (c) The commitment of time and resources the individual is able to give to the Foundation.

Section 2.03. **General Powers.** The property, affairs and business of the Corporation will be managed by the Trustees.

Section 2.04. **Property.** No Trustee will have any right, title or interest in or to the property of the Corporation.

Section 2.05. **Resignation.** Resignation by the Trustee must be made in writing, delivered to the Secretary. The resignation takes effect at the time specified by the Trustee and the acceptance of the resignation is not necessary to make it effective.

Section 2.06 **Place of Meeting.** The Board of Trustees may hold its meetings at any location it chooses and in any reasonable form, including telephone conferencing, video conferencing and other electronic means that permits a contemporaneous exchange of communication.

Section 2.07. **Annual Meeting.** The Annual Meeting of the Foundation shall be held on a date, hour, and place as determined by the Chairperson, usually during the month of June. The purpose of the meeting shall be to elect Officers and new Trustees and to conduct other business as the Trustees choose. Officers and Trustees shall be elected by a majority of Trustees participating provided a quorum exists. Officers and Trustees elected at the annual meeting will begin their terms immediately following the election. Notice may be given by any reasonable means, including without limitation by hand, mail, telephone, facsimile, email, not less than ten (10) days prior to the meeting date.

Section 2.08. **Regular Meetings.** Regular meetings of the Board of Trustees shall be held at dates, times and places fixed by the Board of Trustees. Notice may be given by any reasonable means, including without limitation by hand, mail, telephone, facsimile, email. Minutes shall be kept of each regular meeting and approved at the next scheduled regular meeting.

Section 2.09. **Special Meetings; Notice.** Special meetings may be called by the Chair of the Board or by twenty-five percent (25%) or more of the Trustees. Notice may be given orally or in writing by any reasonable means, including without limitation by hand, mail, telephone, facsimile, email. Any meeting of the Board will be a legal meeting without any notice having been given, if all of the Trustees of the Corporation then in office are present at the meeting or waive such notice in writing before, at, or after the meeting.

Section 2.10. **Quorum and Manner of Acting.** Except as otherwise provided by statute or these Bylaws, five (5) Trustees shall constitute a quorum to transact business at any meeting, and the act of a majority of the Trustees participating at such a meeting will be the act of the Board of Trustees. In the absence of a quorum, a majority of the Trustees participating may adjourn the meeting. Notice of any adjourned meeting need not be given.

Section 2.11. **Removal of Trustees.** Any Trustee may be removed, with cause, at any time. Removal requires a vote of a majority of the Trustees participating at a special meeting called for that purpose. Proper notice, including the purpose of the meeting, must be given in writing ten (10) days prior to the meeting. Removal shall be mandatory and automatic upon conviction of any trustee of a crime or, in the case of an attorney Trustee, suspension or disbarment from the practice of law. No proxies or absentee ballots shall be accepted for the removal proceeding.

Section 2.12 **Vacancies:** When a vacancy occurs due to a death, resignation or removal of a Trustee, the nomination committee shall meet and select a nominee to be presented to the Board of Trustees for vote at the next scheduled meeting. A Trustee so elected by the Board shall hold office until the next succeeding annual meeting.

### **ARTICLE III OFFICERS**

Section 3.01. **Number.** The Officers will be a Chairperson (Chair) of the Board, a Secretary/Treasurer, and one (1) Vice Chair.

Section 3.02. **Election, Term of Office and Qualifications.** All Officers will be Trustees and will be elected annually by the Trustees. At least two Officers shall be members of the Somerset County Bar Association. Each will hold office for two (2) years and until a successor is duly elected and qualified, or until death, or resignation, or removal in the manner herein provided.

Section 3.03. **Resignation.** Resignation by an Officer must be made in writing, delivered to the Secretary/Treasurer, or in the case of the Secretary/Treasurer, to the Chairperson. The resignation takes effect at the time specified by the Officer and the acceptance of the resignation is not necessary to make it effective.

Section 3.04. **Removal.** Any Officer may be removed, with cause, at any time. Removal requires a vote of the majority of the Trustees participating at a special meeting called for that purpose pursuant to the procedures set forth in Section 2.12. No proxies or absentee ballots shall be accepted for the removal proceeding.

Section 3.05. **Chair of the Board.** The Chair of the Board conducts the meetings of the Corporation, is its chief executive officer, and has general management of the business of the Corporation. When present, the Chair presides at all meetings of the Trustees. He or she sees that all orders and resolutions of the Board of Trustees are carried out. With the proper signature of one other duly qualified Officer of the Corporation, the Chair may execute and deliver any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Corporation, including without limitation, any instruments necessary or appropriate to enable the Corporation to donate income or principal of the Corporation to or for the account of such organizations, causes and projects described in the Certificate of Incorporation that the Corporation was organized to support. The Chair shall have all other such duties as are normally associated with the office of President.

Section 3.06. **Vice Chair.** The Vice Chair, if any, will have such powers and duties as may be specified in the Bylaws or prescribed by the Board of Trustees or the Chair of the Board. In the event of absence or disability of the Chair, the Vice Chair shall succeed to his or her power and duties.

Section 3.07. **Secretary/Treasurer.** The Secretary/Treasurer records or causes to be recorded the proceedings of the meetings of the Board of Trustees, notifies the Trustees of all meetings, prepares the minutes of each meeting for approval at the next regular meeting, and performs such other duties as required by the Board of Trustees or by the Chair and, in general performs all

duties incident to the office of the Secretary/Treasurer. The Secretary/Treasurer will keep or cause to be kept accurate accounts of all moneys of the Corporation received or disbursed. He or she deposits moneys, drafts and checks to the credit of the Corporation in banks and depositories designated by a majority of the whole Board of Trustees. He or she may endorse for deposit all notes, checks and drafts received by the Corporation, and render as required, an account of all transactions, and of the financial condition of the Corporation. Other duties may be prescribed by the Board of Trustees and, in general, the Secretary/Treasurer shall perform all duties incident to the office.

Section 3.08. **Other Officers.** The Corporation may have other Officers and agents as may be deemed necessary by the Board of Trustees. Their appointment, duties and terms will be determined by resolution of the Board of Trustees.

#### **ARTICLE IV COMMITTEES**

Section 4.01. **Finance Committee.** The Corporation shall have a Finance Committee appointed by the Chair with at least two (2) members which shall be responsible for collecting and distributing Corporate funds as may be required by the Corporation's activities, and shall establish and maintain such accounts and keep and maintain all related books and records as may be required in these regards. All documents required for disbursement or transfer of the Corporation's funds shall require two signatures of officers of the Corporation, and in the first instance to be the Chair and the Secretary/Treasurer of the Corporation,. All accounts of deposit shall be established at federally insured institutions. The Finance Committee shall also be responsible for investing the funds of the Corporation, subject to the review of the Board and the other requirements of these Bylaws. The Finance Committee shall prepare and present reports regarding all accounts and investments to the Board at the Board's regular meetings and at such other times as the Chair or the Board may request.

Section 4.02. **Nominating Committee.** The Nominating Committee shall be responsible for recommending candidates as trustees to the Board of Trustees for approval and will be responsible for proposing a slate of Officers for election by the Board at its annual meeting. The Nominating Committee shall consist of the Past Chair, Current Chair, and three additional Trustees who do not seek to become an officer in the coming year, selected by the Chair. The Nominating Committee members shall serve until the next Annual Meeting and may serve for no more than three (3) consecutive terms. The Current Chair shall serve as Chair of the Committee.

Section 4.03. **Other Committees.** The Board of Trustees may act by and through other committees specified in resolutions adopted by a majority of the Trustees. The duties and responsibilities will be designated by the Board of Trustees and each such committee will be

subject to the direction of the Chair of the Board of Trustees. The Chair shall appoint all committee Chairs and members.

## ARTICLE V

Section 5.01. **Fiscal Year.** The fiscal year of the Corporation will be from January 1 to December 31 of each year.

## ARTICLE VI WAIVER OF NOTICE

Whenever any notice is required to be given by these Bylaws or any of the corporate laws of the State of New Jersey, such notice may be waived in writing, signed by the person or persons entitled to said notice, whether before, at, or after the time stated therein, or before, at, or after the meeting.

## ARTICLE VII INDEMNIFICATION

The Corporation will indemnify any present or former Trustee, Director, Officer, employee or agent of this Corporation, to the fullest extent possible against expenses, including, attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his or her conduct as a Trustee, Director, Officer, employee, member or agent of this Corporation, except that the mandatory indemnification required by this sentence shall not apply (1) to a breach of the duty of loyalty to the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; (iii) for a transaction from which such person derived an improper personal benefit; or (iv) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case, where such person shall be adjudged liable to the Corporation.

Service on the Board of Trustees of the Corporation, or as an Officer, employee or agent thereof, is deemed by this Corporation to have been undertaken and carried on in reliance by such persons on the full exercise by the Corporation of all powers of indemnification which are granted to it under this Article and the New Jersey Nonprofit Corporation Act as amended from time to time. Accordingly, the Corporation shall exercise all of its powers whenever, as often as necessary and to the fullest extent possible, to indemnify such persons. Such indemnification shall be limited or denied only when and to the extent provided above unless the New Jersey Nonprofit Corporation Act or other applicable legal principles limit or deny the Corporation's authority to so act. This Article and the indemnification provisions of the New Jersey Nonprofit

Corporation Act (to the extent not otherwise governed by controlling precedent) shall be construed liberally in favor of the indemnification of such persons.

## **ARTICLE VIII AMENDMENTS**

The Board of Trustees may amend its Corporation's Certificate of Incorporation, and these Bylaws to include or omit any provision which could be lawfully included or omitted. Any number of amendments, or an entire revision or restatement of the Certificate of Incorporation or Bylaws, may be submitted and voted upon at a single meeting of the Board of Trustees and be adopted at such meeting a quorum being present, upon receiving the affirmative vote of not less than two-thirds of the Trustees participating in any properly called meeting at which a quorum is present. Ten (10) days written notice shall be required before any amendment shall be voted upon by the Board of Trustees.

Approved by the Somerset County Bar Foundation Board of Trustees – October 2, 2013.

## Somerset County Bar Foundation By-Laws Change Control Notes

| <b><u>Date</u></b> | <b><u>File Name</u></b> | <b><u>Changes</u></b>                     |
|--------------------|-------------------------|---|
|                    |                         |   |
| 6/30/11            | SCBFByLaws2011          | -   |
|                    |                         |   |
| 10/2/13            | SCBFByLaws2013          | Added Section 2.12 dealing with Vacancies |