

**BYLAWS**  
**OF**  
**NATIONAL EMPLOYMENT LAWYERS' ASSOCIATION/NEW JERSEY**  
**A New Jersey Nonprofit Corporation**

**ARTICLE I**  
**NAME, LOCATION, AND PURPOSE**

**Section 1.1. Name.** The name of the Corporation is National Employment Lawyers' Association/New Jersey, a New Jersey nonprofit corporation (the "Corporation" or "NELA/NJ"). The Corporation shall also be known as "NELA-NJ".

**Section 1.2. Location.** The principal office of the Corporation shall be at any location in the State of New Jersey as the Board of Directors of the Corporation shall from time to time determine to best serve the purposes of the Corporation.

**Section 1.3. Purpose.** The Corporation has been incorporated under the New Jersey Nonprofit Corporation Act and is expected to be recognized for federal income tax purposes under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, (or other corresponding provision of any future United States Internal Revenue Law) and the regulations promulgated thereunder (the "Code").

The Corporation is composed of lawyers who primarily represent employees in discrimination, harassment, and wrongful discharge chases, and other claims for justice arising from their employment. The Corporation's goal is that every New Jersey employee be entitled to employment decisions based on the just cause, free from discrimination, and in compliance with the laws regulating employment. The Corporation supports remedies for violations that include the right to a jury trial and provisions for equal access to the civil justice system.

The Corporation supports its members through technical assistance, networking, seminars, and publications. The Corporation assists employees and the public with information about employment law and referrals for assistance. The Corporation guides the growth of employment law through its work on legislation, regulations, and amicus curiae briefs, and by cooperation with regulatory agencies and other organizations. The Corporation's mission is thus to help educate its members, employees and the public, and to develop employment rights. The Corporation is affiliated with the National Employment Lawyers Association ("NELA").

**ARTICLE II**  
**MEMBERS**

**Section 2.1. Qualification.** Any lawyer admitted to practice in new Jersey who subscribes to the Corporation's purpose and accurately certifies that more than 50% of the

individual's employment-related practice is on behalf of employees is eligible for membership in the Corporation. Additionally, any law school graduate who is pending admission to the New Jersey State Bar and is affiliated with a firm that handles plaintiff's employment work is also eligible for membership in the Corporation as long as that individual accurately certifies that more than 50% of his or her employment-related practice is on behalf of employees. Notwithstanding the foregoing, any persons whose employment law work is limited to acting as a neutral and any persons who are retired from the practice of law are eligible for membership in the Corporation. Only members are eligible to vote, serve on the Board of Directors, be included in the Corporation's Membership List, participate in any referral service, and/or utilize the listserve or the members-only section of the website.

Section 2.1(a) **Provisional Membership.** Any law school graduates who are not employed or affiliated/associated with a law firm may be considered for provisional membership on a case-by-case basis at the discretion of the Board of Directors. Provisional members' participation will be limited to attendance at dinner meetings and provisional members will neither have access to the listserve nor website. Provisional membership fees are the same as those for regular members.

**Section 2.2. Dues.** The Board of Directors shall establish dues for membership. Although the Corporation encourages membership in NELA, it is not a requirement for membership in NELA/NJ. However, a member of the Corporation who joins NELA shall be eligible to participate in the National Combined Dues Program.

**Section 2.3. Place of Meetings.** All meetings of the members shall be held at such places, within and without the State of New Jersey, as shall be determined by the Board of Directors from time to time.

**Section 2.4. Annual Meetings.** The annual meeting of the members for the election of Directors and/or the transaction of such other business as may properly come before the meeting shall be held at such place and at such time as the Board of Directors shall fix. Any business which is a proper subject for member action may be transacted at the annual meeting, irrespective of whether the notice of said meeting contains any reference thereto, except as otherwise provided by applicable statute or regulation.

**Section 2.5. Special Meetings.** On the written request of the Board of Directors, the President or at least one-third of the Corporation's members, the Secretary shall call a special meeting of the membership. Such request shall state the general nature of the business to be transacted at such meeting. The time and place of such meeting shall be fixed by the Secretary.

**Section 2.6. Conduct of Members' Meetings.** The President shall preside at all members' meetings, or, in his/her absence, the Vice-President shall preside. The officer presiding over the members' meeting may establish such rules and regulations for the conduct of the meeting as he/she may deem to be reasonably necessary or desirable for the orderly and expeditious conduct of the meeting.

**ARTICLE III**  
**BOARD OF DIRECTORS**

**Section 3.1. Board of Directors.** The property and affairs of the Corporation shall be managed, conducted, and directed by the Board of Directors. In addition to the powers and duties conferred on the Board under the laws of the State of New Jersey, the Board shall have the authority to interpret the provisions of the Bylaws and its interpretation shall be binding upon the Corporation.

**Section 3.2. Nomination and Election.** Each year the President shall convene a Nominating Committee to determine what members shall be proposed to the membership to serve as members of the Board of Directors for terms as provided in Section 3.4 in available positions created by the expiration of Board Members' term limits. The directors proposed by the Nominating Committee shall be elected annually by the members.

**Section 3.3. Composition.** The Board of Directors shall be responsible for setting Corporation policy consistent with the purposes of the Corporation. It shall consist of NELA/NJ's four (4) officers, nine (9) at large members, and the immediately preceding President.

**Section 3.4. Term of Office.** With the exception of the initial three year period after which Article III hereof is amended, each Director shall serve a term of three (3) years and until his/her successor is duly elected to fill a vacancy in the Board as provided in Section 3.5. Each Director shall serve no more than two (2) consecutive three (3) year terms but may serve additional terms thereafter as long as there is a one year period during which the Director does not serve on the Board in between each two (2) consecutive three (3) year term.

**Section 3.5. Vacancies.** Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors, shall be filled by a majority of the remaining members of the Board (even if less than a quorum). Each Director elected to fill a vacancy created by the resignation or inability to serve as a Director shall serve for the balance of the unexpired term of such Director until his/her successor is duly elected and qualified.

**Section 3.6. Regular Meetings.** The annual meeting of the Board of Directors shall be held in each calendar year on such date and at such time and place as the Board of Directors shall by resolution determine. Other regular meetings of the Board shall be held on such scheduled dates and at such times and places as the Board shall determine.

**Section 3.7. Special Meetings.** On the written request of the President or one-third of the members of the Board of Directors, the Secretary shall call a special meeting of the Board. Such request shall state the general nature of the business to be transacted at such meeting. The time and place of such special meeting shall be fixed by the Secretary and the meeting shall be called within ten (10) days of receipt of such request. The special meeting shall be held not more than thirty (30) days after receipt of request therefor.

**Section 3.8. Notice.** The Secretary or his designee shall give to each member of the Board not less than five (5) days' prior written notice either by regular mail or facsimile transmission of each meeting of the Board (regular or special). The notice shall state the time and the place of the meeting, and in the case of special meetings, the general nature of the business to be transacted thereat.

**Section 3.9. Quorum.** At any meeting of the Board of Directors, the presence of one-half of the members of the Board shall be necessary to constitute a quorum for the transaction of business. No proxies shall be allowed. The acts of a majority of Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

**Section 3.10. Resignation.** Any Director may resign at any time. Such resignation shall be in writing unless waived by vote of the remaining Board, but the acceptance thereof shall not be necessary to make it effective.

**Section 3.11. Removal.** Any Director may be removed from office by vote of three-quarters (75%) of the Board of Directors at a meeting where advance written notice of such action is included in the applicable meeting notice. A new Director shall be elected to fill the unexpired term of any removed Director as provided in Section 3.5.

**Section 3.12. Compensation.** Directors shall not be entitled to any compensation for their services as Directors.

#### **ARTICLE IV** **OFFICERS**

**Section 4.1. Number.** The Corporation shall have a President, a Vice-President, a Secretary, and a Treasurer. In addition, the Corporation may have one or more Assistant Secretaries and one or more Assistant Treasurers, as the Board of Directors shall from time to time determine.

**Section 4.2. Election and Term of Office.** Each officer shall be elected at the **appropriate** annual meeting of the general membership and shall serve for a term of **two years** and until his/her successor is duly elected and qualified. Each shall serve until his/her successor is duly elected and qualifies, or until he/she resigns or is removed from office; provided, however, that the President shall not be permitted to serve more than two (2) two-year terms consecutively.

**Section 4.3. Compensation.** Officers shall not be compensated for their services as officers.

**Section 4.4. President.** The President shall be the chief executive officers of the Corporation and, subject to the direction and control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation and act as chief

spokesperson for the Corporation. As authorized by the Board of Directors, the President shall execute and seal, or caused to be sealed, all instruments requiring such execution, except that signing and execution thereof is expressly delegated by the Board of Directors to some other officer or agent of the Corporation. Upon request of the Board of Directors, the President shall report to it all matters which the interests of the Corporation may require to be brought to the attention of the Board of Directors.

**Section 4.5. Vice-President.** The Vice-President shall substitute for the President when the President is not available and in the absence of the President is authorized to perform all acts that the President is authorized to perform. The Vice-President shall also coordinate and monitor committee projects to facilitate the Corporation's purposes.

**Section 4.6. Secretary.** The Secretary shall keep the minutes of the Corporation and shall give such notices of meeting as required by these By-Laws. The Secretary shall have such other duties and have such other powers as shall be designated by the Board of Directors and is the official custodian of the records of the Corporation.

**Section 4.7. Treasurer.** The Treasurer shall have care and custody of the books and records of account of the Corporation and, subject to the direction of the Board of Directors, shall have charge of and be responsible for all funds and securities of the Corporation. He/she shall render financial statements to the board of Directors from time to time upon request. The funds of the corporation shall be deposited to its credit in such a manner and in such depositories as the Board of Directors may, from time to time, designate and shall be subject to withdrawal by check, drafts or other order by such officers of the Corporation as may from time to time be designated by the Board of Directors. The Treasurer shall further have such other powers and duties as may be designated by the Board of Directors.

**Section 4.8. Removal of Officers.** Any officer, committee chair or member, employee or other agent of the Corporation may be removed by vote of three-quarters (75%) of the Board of Directors at a meeting where advance written notice is included of such action in the applicable meeting notice. The Board of Directors shall immediately elect a new officer to fill the unexpired term of the removed officer.

## **ARTICLE V ELECTIONS AND VOTING**

### **Section 5.1. Nominations**

- (a) The President shall appoint an Election and Nominating committee at least ninety (90) days prior to the biennial election and shall notify the general membership of his or her committee appointments at least sixty (60) days prior to the election.
- (b) The Election and Nominating Committee shall:
  - (1) Promulgate fair rules of conducting the elections, which rules are subject to the approval of the Board of Directors.

- (2) Select a slate of officers and directors to be submitted for election, to be announced to the membership 45 days prior to the election.
- (3) Any member in good standing wishing to be added to the ballot may be nominated by a petition signed by at least 10% of the members in good standing at the time. Nominations must be submitted to the Secretary twenty (20) days prior to the election.

## **ARTICLE VI**

### **COMMITTEES**

**Section 6.1. Committee.** NELA/NJ's Standing Committee shall consist of: 1) Communications and Public Relations, 2) Amicus, 3) Membership, 4) Legislative, 5) Program, and 6) Regional Conference. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish such other committees as the Board of Directors shall deem necessary or advisable. All such committees shall have and may exercise such powers and authority of the Board as the Board of Directors shall, by resolution, determine, subject to Section 5.3 below.

**Section 6.2. Chairpersons.** Chairpersons of standing and other committees established by the Board of Directors shall be designated by the Board of Directors.

**Section 6.3. Limitation on Authority.** No committee shall have any power or authority as to the following:

- (a) The filling of vacancies in the Board of Directors.
- (b) The adoption, amendment or repeal of the Bylaws.
- (c) The amendment or repeal of any resolution of the Board of Directors.
- (d) Action on other matters committed by resolution of the Board of Directors or by New Jersey law to the full Board of Directors or to another committee of the Board.

## **ARTICLE VII**

### **INDEMNIFICATION OF OFFICERS, DIRECTORS AND MEMBERS**

The Corporation shall be permitted to indemnify officers, directors and members to the fullest extent permitted under New Jersey law.

## **ARTICLE VIII**

### **LIABILITY OF DIRECTORS; RELIANCE ON CORPORATE RECORDS**

The Directors and members of any committee designated by the Board of Directors shall discharge their duties in good faith and with that degree of diligence, care, and skill which ordinarily prudent people would exercise under similar circumstances in like positions. In discharging their duties, Directors and members of any committee designated by the Board of Directors shall not be liable if, acting in good faith, they rely upon the opinion of counsel for the Corporation or upon written reports setting forth financial data concerning the Corporation and prepared by an independent public accountant or certified public accountant or firm of such accountants, or upon financial statements, books of accounts, or reports of the Corporation represented to them to be correct by the President, the officer of the Corporation having charge of its books of account, or the person presiding at a meeting of the Board of Directors, or upon written reports of committees of the Board of Directors.

**ARTICLE IX**  
**DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the Corporation, and after payment and discharge of all liabilities and obligations of the Corporation and compliance with all conditions of any tax exemption applicable to the Corporation, any remaining assets shall be distributed to the members of the corporation who are current in their dues for the fiscal year pro rata.

**ARTICLE X**  
**FINANCIAL REPORTS**

Financial reports shall be prepared as determined by the Board of Directors.

**ARTICLE XI**  
**FISCAL YEAR**

The fiscal year of the Corporation shall be as determined by the Board of Directors.

**ARTICLE XII**  
**ADOPTION, AMENDMENT AND REPEAL**

**Section 12.1. Adoption and Effective Date.** These Bylaws, which are supplemental to the New Jersey Nonprofit Corporation Act, as same may be in effect from time to time, were adopted as the Bylaws of the Corporation on the 6<sup>th</sup> day of December 1996, by the Board of Directors, and shall be effective as of said date.

**Section 12.2. Amendment or Repeal.** These Bylaws may be amended or repealed, in whole or in part, and new Bylaws may be adopted, by the vote of a majority of the members then in good standing at any meeting of the members after notice to all members of that purpose.

**Section 12.3. Recording.** The text of each amendment to or repeal of these Bylaws shall be attached hereto with a notation of the date of such amendment or repeal.

**Section Amended**

**Date Amended**

**Adopted By**