

**AMENDED AND RESTATED**

**BY-LAWS**

**OF**

**ASIAN PACIFIC AMERICAN LAWYERS ASSOCIATION OF NEW JERSEY, INC.**

In accordance with Section 15A:2-10 of the New Jersey Nonprofit Corporation Act (“Act”) and Section 10.1 of the By-laws of the Asian Pacific American Lawyers Association of New Jersey, Inc. (the “Corporation”)(“By-laws”) the By-laws are hereby amended and restated, in its entirety, effective as of the \_\_\_ day of \_\_\_\_\_, 2014, as follows:

**ARTICLE 1**

**NAME, LOCATION, PURPOSE**

- 1.1 Name.** The name of the Corporation is: Asian Pacific American Lawyers Association of New Jersey, Inc.
- 1.2 Location.** The address of the Corporation is: 494 Broad Street, Suite 210, Newark, NJ 07102, or such other location as the Directors may determine from time to time.
- 1.3 Purpose.** The purpose of the Corporation is: (a) to promote and support a positive image of Asian/Pacific Americans; (b) to provide an opportunity for its members to communicate within the Asian/Pacific American community; (c) to educate itself, its members and others about Asian/Pacific American issues; (d) to support the entrance and advancement of Asian/Pacific Americans within the legal profession; and (e) to take action as an organized body.

**ARTICLE 2**

**MEMBERS, MEMBERSHIP**

- 2.1 Members.** Any person who meets the requirements set forth in Section 2.2 below and who support the purposes set forth in Section 1.3 above, shall be eligible to become a member of the Corporation.
- 2.2 Membership Classes.** The Corporation shall have three classes of members: General Members, Student Members, and Associate Members.
- (a) General Members.** The requirements to be eligible to become a General Member are as follows:
- (i) (A) be admitted to practice as a lawyer in, and be in good standing with, the State of New Jersey, and (B) be employed or domiciled within the State of New Jersey (“Attorney Member”); or

- (ii) be admitted to practice as a lawyer and be in good standing in any State (other than New Jersey) or territory of the United States, or the District of Columbia; or be admitted to practice as a lawyer and be in good standing with, the State of New Jersey and employed or domiciled in any State (other than New Jersey) or territory of the United States, or the District of Columbia.
- (b) **Student Members.** The requirements to be eligible to become a Student Member are as follows:
  - (i) an individual must be a law student in good standing at a law school in the United States or its territories; or
  - (ii) an individual must be a law school graduate who is within twelve months following graduation from law school and who is not admitted to practice in any state or territory of the United States, or District of Columbia.
- (c) **Associate Members.** Any non-attorney who supports the goals and objectives of the Corporation may become an Associate Member.

Only Attorney Members shall have voting rights and be eligible to become a Director of the Corporation.

**2.3 Membership Standing.** Membership shall be restricted to those who meet the eligibility criteria set for in Sections 2.1 and 2.2 above, who are current in their membership fees, and who have not otherwise been suspended or expelled from membership. A member must be fully paid up with their membership fees as a precondition to being in “good standing” with the Corporation in order to enjoy the benefits and privileges of membership. The Directors may from time to time establish and set membership fees for each class of members. A member may not assign, transfer, alienate, pledge, hypothecate or otherwise share, transfer, or delegate their membership.

**2.4 Annual Meeting of Members.** An annual meeting of the members shall be held on a date and during a time to be determined by the Directors, at least but not more than, once annually for the purpose of electing the Directors and Officers of the Corporation and for the transaction of such other business as may come before the all of the members at such a meeting. Failure to hold the annual meeting at the designated time or any adjournment thereof shall not affect otherwise valid corporate acts or result in a forfeiture or dissolution of the Corporation. If the annual meeting is not held on the date designated, the Board shall cause the meeting to be held as soon thereafter as convenient.

**2.5 Special Meeting of the Members.** A special meeting of the members may be requested by the Directors, by any single Officer, or upon the written request of not less than fifteen percent (15%) of the General Members, which meeting shall be held no less than two (2) weeks but not

more than two (2) months of such request, upon notice stating the date, time, place, and purpose of such special meeting given to the members entitled to participate.

- 2.6 Actions without Meeting.** Any action required or permitted to be taken at a meeting of members by the Act, Certificate of Incorporation, or By-laws of the Corporation (except for any amendments to the Certificate of Incorporation or the By-laws of the Corporation (the latter of which is governed by Section 9.1), the removal of a General Member, or the dissolution of the Corporation) may be taken without a meeting if all the General Members entitled to vote thereon consent thereto in-writing, except that, in the case of any action to be taken pursuant to a merger, consolidation and sale of assets, such action meets the requirements of Section 15A:5-6 of the Act.
- 2.7 Quorum.** The lesser of ten (10) General Members or a number of General Members representing ten percent (10%) of the General Members shall constitute a quorum for any Special Meeting or the Annual Meeting. A majority vote of General Members present and eligible to vote shall be required for the adoption of any resolution at either a Special Meeting or an Annual Meeting. Once quorum is present, withdrawal of members from the meeting shall not negate quorum.
- 2.8 Voting.** Whenever any action, other than the election of Directors or Officers, is to be taken by vote of the membership, it shall be authorized by a majority of the votes cast at a meeting of members by the General Members entitled to vote thereon. For greater clarity and the avoidance of doubt, only Attorney Members shall be entitled to vote; no other membership classes shall be entitled to vote.
- 2.9 Voting by Proxy.** Any absent General Member eligible to vote at any meeting of the members may be represented as present and vote at such meeting by a proxy authorized in writing. Such written authorization must meet the requirements of Section 15A:5-18 of the Act and must specify the matter with respect to which the proxy is granted and the member entitled to vote, be signed and dated by the member granting the proxy, and be delivered to the Secretary of the Corporation at or prior to the meeting.
- 2.10 Record Date.** The Directors may fix, in advance, a date as the record date for determining the Corporation's members with regard to any action or event and, in particular, for determining the members entitled to: notice of or to vote at any meeting of members or any adjournment; give a written consent to any action without a meeting; or receive or enjoy any benefit or right of membership. The record date may in no case be more than two (2) months prior to the members meeting or other action or event to which it relates. The record date for a members meeting may not be less than two (2) weeks before the date of the meeting. The record date to determine members entitled to give written consent may not be more than two (2) months before the date fixed for tabulation of the consents or, if no date has been fixed for tabulation, more than two (2) months before the last day on which consents received may be counted.

## ARTICLE 3

### DIRECTORS

- 3.1 Directors.** The Board of Directors of the Corporation shall exercise general management over the business and affairs of the Corporation and to do such lawful acts and things as it deems proper and appropriate to promote the objectives and purposes of the Corporation.
- 3.2 Qualifications.** Each Director must be an active Attorney Member in good standing.
- 3.3 Number.** The Board of Directors shall consist of no less than five (5) and no more than fifteen (15) Directors. Consistent with the foregoing, the Directors shall have the authority to prospectively expand or reduce the number of members of the Board of Directors, including choosing not to fill any vacancies that may arise, but may not remove any Director except as delineated in Section 3.9.
- 3.4 Election.** Directors shall be elected by a majority of the Members at the Annual Meeting of Members. Directors shall be elected for a term of one (1) year and shall serve until such person's successor is elected and qualified, or until the earlier of his death, resignation or removal. If a vacancy occurs during the term, the vacancy may be left open or the vacancy may be filled by appointment of a vote of the majority of the remaining Directors.
- 3.5 Quorum.** In-person presence, or Electronic Participation (as defined below), at any meeting by 50% or more of the Board of Directors shall constitute a quorum for any meeting of the Board of Directors. Once quorum is present, withdrawal of Director(s) from the meeting shall not negate quorum.
- 3.6 Voting Rights and Voting.** Each Director present, or participating through Electronic Participation (as defined below), at a meeting shall be entitled to one vote. A majority of those present (in person and/or electronically) shall be required for the adoption of any Directors' resolution. Any absent Director may be represented as present at an annual, regular, or special meeting and may vote at such meeting by a proxy authorized in writing in the same manner as Section 2.9, such proxy to be granted only to another member of the Board of Directors.
- 3.7 Unanimous Consent in Lieu of Meeting.** Any action of the Directors may be taken without a meeting, if written approval thereof (including approval by electronic mail or other form of electronic communication) setting forth the action so taken shall have been signed (or otherwise approved by electronic mail or other form of electronic communication) by all of the Directors in office and filed with the Secretary within thirty (30) days from the date such action was taken.
- 3.8 Meetings.** Regular meetings of the Board of Directors shall be held as determined by the Directors. Special meetings of the Board of Directors may be called by the President or by any Director at the request of the President. The President may fix any place, either within or without the State of New Jersey, as the place for holding any regular or special meeting. At least

three (3) days' written notice stating the time, place and purpose of any regular or special meeting shall be given to the Directors. Any or all Directors may participate in a meeting of the Board of Directors or as a committee of the Board by means of telephone conference, video conference, or any other means of communications by which all persons participating in the meeting are able to hear and/or see each other ("**Electronic Participation**"). Electronic Participation shall constitute, and shall be deemed, presence in person at a meeting.

- 3.9 Removal.** Any Director may be removed for cause by an affirmative vote of two-thirds of the Board of Directors. A Director whose removal is to be considered shall receive at least two weeks written notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.
- 3.10 Adjourned Meetings.** When a meeting is adjourned, the Secretary shall give notice via electronic mail to the Directors, within twenty-four (24) hours of the time the meeting is adjourned, of the date, time, and place of the continued meeting.

## **ARTICLE 4**

### **OFFICERS**

- 4.1 Officers.** The Officers of the Corporation shall be the executives responsible for the regular and day-to-day management over the business and affairs of the Corporation and to do such lawful acts and things as it deems proper and appropriate to promote the objectives and purposes of the Corporation. The Officers holding the executive offices of the Corporation shall consist of: President, President-Elect, Treasurer, and Secretary.
- 4.2 Election & Holding Office.** With the exception of the office of President, all Officers shall be directly elected from among the Directors (or contemporaneously elected as a Director) by a majority of the Members at the Annual Meeting of Members. For greater clarity, each Officer shall also be a Director. Officers shall be elected for a term of one (1) year and shall serve until such person's successor is elected and qualified, or until the earlier of his death, resignation or removal. With the exception of the President-Elect position, if a vacancy occurs during the term, the vacancy may be left open or the vacancy may be filled by appointment by majority of the Board of Directors. For the President-Elect position, if a vacancy occurs during the term, the vacancy may be left open or the vacancy may be filled by a special election of a majority of the Members, the procedures for such election to be determined at the discretion of the Board of Directors. No person serving as an Officer shall hold more than one executive office at any one time.
- 4.3 Duties of Officers.** The duties of the Officers of the Corporation shall be as follows:
- (a) President.** The President shall be the chief executive officer of the Corporation, and shall be responsible for: (i) the general management of the business of the Corporation; (ii) the regular and day-to-day management of the business of the Corporation;

(iii) seeing all orders and resolutions of the Board of Directors are carried out; (iv) appointing Members to committees created by the Board of Directors, and appointing and/or remove the chairperson(s) of each committee; (v) creating ad hoc committees, appointing Members, and appointing/removing chairpersons to such committees; and (vi) performing any other duties prescribed by the Act. The President may, from time to time, upon notice to the Board of Directors, directly delegate the rights and obligations of the office of President to the President-Elect, provided, however, such delegation must be limited in scope, authority, and duration.

- (b) President-Elect.** The President-Elect shall be an executive officer of the Corporation, and shall be responsible for: (i) the general management of the business of the Corporation; (ii) assisting the President in the regular and day-to-day management of the business of the Corporation; (iii) seeing all orders and resolutions of the Board of Directors are carried out; and (iv) performing any other duties prescribed by the Act. In the absence of the President or under a direct delegation from the President, the President-Elect shall exercise the powers, duties, and obligations of President. The President-Elect shall succeed to the Office of the President and assume the duties of the President upon the expiration of the term of the President or vacancy of the Office of the President.
- (c) Secretary.** The Secretary shall be an officer of the Corporation, and shall be responsible for the following: (i) the general management of the business of the Corporation; (ii) acting as clerk; (iii) recording all votes and preparing all minutes of all Directors, Officers, Special, and Annual meetings; (iv) overseeing all minutes, resolutions, filings, and maintaining minute book and books and records of the Corporation; (v) overseeing and preparing notices and correspondence for communication to the Members; (vi) undertaking such other tasks as may be assigned by the President or Board of Directors; and (vii) performing any other duties prescribed by the Act.
- (d) Treasurer.** The Treasurer shall be an officer of the Corporation, and shall be responsible for the following: (i) the general management of the business of the Corporation; (ii) keeping full and accurate accounts of receipts and disbursements of the Corporation; (iii) collecting all funds due the Corporation and disbursing funds as required to meet the obligations of the Corporation; (iv) keeping the funds of the Corporation in a separate account to the credit of the Corporation; (v) unless the Board of Directors provides otherwise, rendering to the President and Board of Directors, as requested by them, but not less than once a year, regular accounting of all transactions and of the financial condition of Corporation; (vi) unless the President provides otherwise, overseeing the Corporation's accountant; and (vii) performing any other duties prescribed by the Act.

**4.4 Additional Officers (Vice President).** The Corporation may, by majority of the Board of Directors, from time to time, open the office of Vice President, or one or more Vice Presidents,

for election by majority of the Members at the Annual Meeting of Members. The Corporation shall not be required to have or fill the position of Vice President. In the event the majority of the Board of Directors determines that there may be a need for one or more Vice Presidents, then: (a) the duties of such one or more Vice Presidents shall consist of (i) the general management of the business of the Corporation, (ii) undertaking such other tasks as may be assigned by the President or Board of Directors, and (iii) performing any other duties prescribed by the Act; and (b) the office of such one or more Vice Presidents shall be for that term only, and the office of such one or more Vice Presidents shall not automatically stand for election at the next cycle (if the Board of Directors determines that it would be desirable for the offices of such one or more Vice Presidents be open to stand for election, the Board of Directors by majority vote must open such office each year for vote or election at the next Annual Meeting of Members).

- 4.5 Removal.** Any Officer may be removed for cause by an affirmative vote of two-thirds of the Board of Directors. An Officer whose removal is to be considered shall receive at least two weeks written notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

## **ARTICLE 5**

### **COMMITTEES**

- 5.1 Committees.** Except as otherwise provided by these By-laws, the Board of Directors or the President may establish one or more committees to consist of one or more members, which may include persons who are not Officers or Directors, provided that at least one member of each committee shall be an Officer, and that any act of any committee which has members who are not Officers shall be advisory, shall not bind the Board of Directors or the Corporation, and shall be subject to approval by the Board of Directors. Except as otherwise provided by these By-laws or in any resolution of the Board establishing a committee, the President shall annually appoint one or more chairpersons to lead each committee established under this section.

**5.2 Powers of Committees.**

- (a) Scope & Restrictions.** Any committee, to the extent provided in a resolution of the Board of Directors, shall have all of the powers and authority of the Board, except that no committee shall have the power or authority as to the following: (i) make, alter, or repeal any by-law of the Corporation; (ii) elect or appoint any Officer or Director, or remove any Officer or Director; or (iii) amend or repeal any resolution previously adopted by the Board.
- (b) Board Adoptions.** The Board of Directors, by a majority vote of the Directors, may: (i) fill any vacancy in such committee; (ii) appoint one or more persons to serve as alternate members of any such committee, to act in the absence or disability of members of any such committee with all the powers of such absent or disabled

members of a committee; (iii) abolish any such committee at its pleasure; or (iv) remove any members of such committee at any time, with or without cause.

- (c) **Committee Meetings.** A majority of each committee shall constitute a quorum for the transaction of business, and the act of the majority of the committee members present at a meeting in which a quorum is present shall be the act of such committee.

## ARTICLE 6

### ELECTIONS

- 6.1 Nominations.** Candidates for the position of Director or for the position of Officer and Director, shall be: (a) nominated from the floor at a Membership meeting, deemed “Nominations Meeting” preceding the Annual Meeting, or (b) nominated in writing, provided that such written nomination is received at least thirty (30) days prior to the Annual Meeting. Nominations must be closed thirty (30) days before election.
- 6.2 Election Procedure.** Elections shall be held at the Annual Meeting of the members. Any proxy sent or ballot cast by electronic mail or facsimile must be received by the Corporation no later than one (1) day before the Annual Meeting. Any ballot returned by hand must be received by the Association no later than the Annual Meeting. Ballots shall include appropriate space for write-in candidates. If a write-in candidate does not consent to election after the vote, the write-in votes are voided and no re-vote will be granted. Envelopes containing voting materials (ballots or proxies) shall be opened at the beginning of the Annual Meeting.

## ARTICLE 7

### MEETINGS

- 7.1 Place of Meetings.** Meetings may be held at such place within or without New Jersey as the Board of Directors, or Officers, as the case may be, from time to time determine, or as may be designated in the notice of the meeting.
- 7.2 Notice.** Except as otherwise provided for by the Act, written notice shall be given to any member entitled to vote either: (a) personally; (b) by sending a copy thereof through first-class mail, postage prepaid; or (c) via electronic mail or facsimile, to the contact information appearing on the books and records of the Corporation or supplied to the Corporation for the purpose of notice by such member. If the notice is sent by mail, it shall be deemed to have been given to the member entitled thereto when deposited in the mail. Such notice shall specify the date, time, and place of the meeting and in the case of a special meeting or where otherwise required, the general nature of the business to be transacted. Notice must be given within the period described in Article 2.
- 7.3 Waiver of Notice.** Any required notice may be waived by the written consent of the member entitled to such notice either before or after the time for giving of notice, and attendance of a

member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

## ARTICLE 8

### LIABILITY AND INDEMNIFICATION

- 8.1 The members, Officers, and Directors of the Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation.
- 8.2 A member shall be liable to the Corporation only to the extent of any unpaid portion of membership dues or assessment which the Corporation may lawfully impose, or for any other indebtedness owed by the member to the Corporation.
- 8.3 The Corporation shall indemnify, defend, and hold harmless any member, Officer, or Director of the Corporation for any debts, liabilities, or obligation arising out of or related to the good faith efforts and/or non-negligent performance of such member's, Officer's, or Director's duties of the Corporation.
- 8.4 The Corporation shall purchase and maintain (a) general liability insurance; and (b) Directors and Officers liability insurance and insurance to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of Directors and/or Officers, to indemnify Directors and/or Officers in instances in which they may be indemnified by the Corporation, and to indemnify the Directors and/or Officers in instances in which they may not otherwise be indemnified by the Corporation, provided the contract of insurance covering such Directors and/or Officers provides, in a manner acceptable to the superintendent of insurance, for a retention amount and for co-insurance. All other issues concerning the liability, coverage, and protection of the Corporation's Directors and Officers shall be governed by the Act.
- 8.5 In regards to Directors and Officers liability insurance and/or indemnification insurance, in addition to the duties and obligations set forth in Article 4 above, the Treasurer and the Secretary shall be responsible as follows: the Treasurer shall purchase indemnification insurance, and ensure that it is in effect during the then current year to cover all the then current Directors and/or Officers, and provide the insurance policy documents to the Secretary of the Corporation for safekeeping.

## ARTICLE 9

### MISCELLANEOUS

- 9.1 **Amendment of By-laws.** The By-laws may be amended by a majority vote of all members present at any duly convened annual, regular, or special meeting of the members provided that the notice requirements with regard to special meetings under these By-laws have been satisfied.

**9.2 Fiscal Year.** The Fiscal Year of the Corporation shall be from January 1 to December 31 each year.

**9.3 Authorization for Expenditures.** Expenditures up to and including One Hundred Dollars (\$100) may be authorized by any one Officer. Expenditures over One Hundred Dollars (\$100) up to and including Two Hundred and Fifty Dollars (\$250) must be authorized by two Officers. Expenditures over Two Hundred and Fifty Dollars (\$250) must be approved by a majority of the Board of Directors.

**AMENDED AND RESTATED AS OF:** \_\_\_\_\_