

BY-LAWS OF
ASIAN PACIFIC AMERICAN LAWYERS ASSOCIATION
OF
NEW JERSEY, INC.

PREAMBLE:

Pursuant to Section 15A:2-10 of the New Jersey Nonprofit Corporation Act ("Act") and Article 9.1 of the by-laws ("By-laws") of the Asian Pacific American Lawyers Association of New Jersey, the By-laws are hereby amended and restated, in its entirety, effective October 17, 1998 as follows:

ARTICLE I - NAME, PLACE OF BUSINESS AND PURPOSE

1.1 Name. The name of this organization shall be "Asian Pacific American Lawyers Association of New Jersey, Inc." hereinafter called the "Association." The complete name of the Association, or its abbreviation "APALANJ," shall be used in all transactions of official business of the Association.

1.2 Place of Business. The Association mailing address shall be C/O Essex County Bar Association, One Newark Center, 16th Floor, Newark, NJ 07102.

1.3 Purposes. The purposes of the Association are: (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 themselves 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 II - MEMBERS

2.1 Eligibility. Membership shall be open to all persons who meet the requirements of Section 2.2 below and who support the purposes of the Association as stated above in Article I, Section 1.3; and who agree to be bound by the rules stated herein.

2.2 Number and Dues. The Association shall have two classes of membership. Dues for membership shall be determined each calendar year by the Executive Board.

(a) General Membership. To be eligible to become a General Member, and to maintain membership in the Association, an individual must be either admitted to practice and be in good standing before the Supreme Court of New Jersey, or admitted to practice and be in good standing before the highest court of any state (other than New Jersey) or territory of the United

States, or the District of Columbia and is employed on a full-time basis or is domiciled within the jurisdiction of New Jersey.

(b) Law Student Membership. To be eligible to become a Law Student Member, and to maintain membership in the Association, an individual must be (i) a law student in good standing at a law school in the United States or its territories, or (ii) a law school graduate who is in his or her first twelve months following graduation from law school and who is not admitted to practice in any state, territory of the United States or District of Columbia. A Law Student Member shall pay no dues. Except to the extent provided under Article IV, Section 4.3(e), a Law Student Member shall have no voting rights nor hold any office of the Executive Board nor be charged with any duty as described in Article IV.

2.3 Requirements for Membership. Membership shall be limited to those who are eligible pursuant to Section 2.1 of this Article, and are current in their dues.

(a) A member must be in good standing to enjoy the benefits and privileges granted herein. A member shall not be in good standing with the Association if his or her membership dues are not received by the 60th day following the date notice of dues is sent.

(b) Dues for membership shall be prorated for any individual whose initial year as a General Member is less than a calendar year. The prorated membership due shall be determined by multiplying the annual membership due then in effect by a fraction, the numerator of which shall be the number of months remaining in such calendar year and the denominator of which shall be twelve.

(c) Membership of this Association may not be assigned, alienated, pledged, hypothecated or otherwise transferred.

2.4 Annual Meeting. The General Membership shall have an Annual Meeting at a place within the State of New Jersey at a time, determined by the Executive Board.

2.5 Special Meetings. Special meetings of the General Membership may be called by the Executive Board, or by any Officer of the Board, or at the written request of fifteen percent (15%) of the membership. At least ten (10) days written notice, but not more than sixty (60) days, stating the time, place and purpose of any special meeting shall be given to the members entitled to participate.

2.6 Actions by Members without Meeting. Any action required or permitted to be taken at a meeting of members by the Act or the certificate of incorporation or By-laws of the Association, 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 greater of four (4) general members or ten percent (10%) of the General Membership shall constitute a quorum for the transaction of business at meetings.

2.8 Voting. Whenever any action, other than the election of Officers of the

Executive Board, is to be taken by vote of the general members, it shall be authorized by a majority of the votes cast at a meeting of members by the general members entitled to vote thereon.

2.9 Voting by Proxy. Any absent 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 filed with the Secretary of the Association.

2.10 Record Date. The Executive Board may fix, in advance, a date as the record date for determining the Association's members with regard to any action or event and, in particular, for determining the members entitled to:

- (a) Notice of or to vote at any meeting of members or any adjournment;
- (b) Give a written consent to any action without a meeting; or
- (c) Receive or enjoy any benefit or right.

The record date may in no case be more than sixty (60) days 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 ten (10) days before the date of the meeting. The record date to determine members entitled to give written consent may not be more than sixty (60) days before the date fixed for tabulation of the consents or, if no date has been fixed for tabulation, more than sixty (60) days before the last day on which consents received may be counted.

ARTICLE III - EXECUTIVE BOARD

3.1 Management. The business and affairs of the Association shall be managed by the Executive Board. The powers of the Association shall be exercised by the Executive Board except as otherwise authorized by these By-laws or a resolution duly adopted by the Executive Board or by the Act.

(a) Committees. The Executive Board may, by a resolution adopted by the majority of the Executive Board, appoint, establish or otherwise create one or more committees with respect to any management of the Association, each of which shall have at least one or more member of the Executive Board.

3.2 Qualifications of Executive Board Members. Each Executive Board member shall be in compliance with the requirements of Article II, Sections 2.2(a), 2.3 and the Act.

3.3 Number and Term of Office of Executive Board Members. The Executive Board shall consist of no less than five (5) but no more than fifteen (15) persons, all of whom shall serve one-year terms. In no event shall members of the Executive Board be reduced to a number less than three (3). Each Executive Board member shall hold office until the expiration of the

term for which he or she was elected and until his or her successor has been elected and qualified or until his or her earlier death, resignation or removal.

3.4 Quorum. A majority of the members of the Executive Board shall constitute a quorum for the transaction of business at any meeting, and the acts of the majority of the Executive Board present at a meeting at which a quorum is present shall be the acts of the Executive Board.

3.5 Unanimous Consent of Executive Board Members in Lieu of Meeting. Any action which may be taken at a meeting of the Executive Board may be taken without a meeting, if a consent or consents in writing setting forth the action so taken are signed by all of the Executive Board members in office and filed with the minutes of the proceeding with the Secretary of the Association.

3.6 Voting Rights. Every Executive Board member shall be entitled to one vote in person.

3.7 Regular Meetings. Regular meetings of the Executive Board shall be held as determined by the Executive Board. At least three (3) days written notice stating the time, place and purpose of any special meeting shall be given to the members of the Executive Board.

3.8 Adjourned Meetings. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business transacted at an adjourned meeting if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed ten (10) days in any one adjournment, other than by announcement at the meeting at which such adjournment is taken.

ARTICLE IV - OFFICERS

4.1 Number and Qualifications of Officers. The officers of the Association shall include a President, a President-Elect, a Vice President, a Secretary, a Treasurer, two Executive Law Student Liaisons, and such other positions as created from time to time by the Executive Board. One Executive Law Student Liaison shall represent the Law Student Members attending Seton Hall University School of Law, and the other Executive Law Student Liaison shall represent the Law Student Members attending the Rutgers University School of Law. The officers shall be members of the Executive Board.

4.2 Election and Term of Office. For calendar years prior to 1998, Officers shall be elected by a majority of the General Membership present or by proxy at the Annual Meeting of the members and shall serve for a term of one year and until their successors are elected and qualified. For calendar years after 1998, Officers, other than the President, shall be elected by a majority of the General Membership present or by proxy at the Annual Meeting of the members and shall serve for a term of one year and until their successors are elected and qualified. No member shall serve the same office for more than two (2) consecutive terms. Notwithstanding the preceding sentence, the President, President-Elect and Executive Law Student Liaisons shall not serve more than one term.

(a) For the 1998 calendar year only, Officers' terms shall be extended to comply with

Article VI, Paragraph 6.3 and thereby be extended into the 1999 calendar year for a period of time no later than the first Saturday in the first May following Elections at the Annual Meeting

4.3 Duties. The duties of the officers shall include the following:

(a) The President shall be the senior executive officer of the Association, who along with the President-Elect shall have general and active management of the Association, see that all orders and resolutions of the Executive Board are carried into effect and perform any other duties prescribed by the Act. Notwithstanding the preceding sentence, the President shall have the authority to make the final decision on all matters regarding the management of the Association.

(b) The President-Elect shall be an executive officer of the Association, who along with the President shall have general and active management of the Association, see that all orders and resolutions of the Executive Board are carried into effect and perform any other duties prescribed by the Act. 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 immediate past President or vacancy of the Office of the President. In the absence of the President, the President-Elect shall have the authority to make the final decision on all matters regarding the management of the Association.

(c) The Vice President shall assist the President and the President-Elect in their duties and chair the Public Affairs Committee, described in greater detail in Article V, Section 5 and perform any other duties prescribed by the Act. In the absence of the President and the President-Elect, the Vice President shall exercise the powers of the President and President-Elect.

(d) The Secretary shall be secretary of the Executive Board and shall be charged with the following duties:

(1) Recording. Attend all meetings of the Executive Board and General Membership, act as clerk thereof, record the proceedings of these meetings, maintain a permanent record of such meetings, and perform such other duties as may be prescribed by the Executive Board or the President, or President-Elect, or the Act.

(2) Correspondence. Handle all correspondence at the direction of the Executive Board, the President or the President-Elect, keep a complete list of the names and addresses of the members, give notice of all Executive Board meetings to the Executive Board members and of all membership meetings to members as appropriate, and perform such other duties as may be prescribed by the Executive Board or by the President, or President-Elect or the Act.

(e) The Treasurer shall keep full and accurate accounts of receipts and disbursements of the Association; collect all funds due the Association and disburse funds as required to meet the obligations of the Association; keep the funds of the Association in a separate account to the credit of the Association, unless the Executive Board provides otherwise; and render to the President, President-Elect and the Executive Board, as requested by them but not less than once a year, regular accounting of all transactions and of the financial condition of

the Association and perform any other duties prescribed by the Act.

(f) Each Executive Law Student Liaison shall act as an intermediary between the Association and his or her respective law school community. Each Executive Law Student Liaison shall also assist the Executive Board with respect to any of its duties. Each Executive Law Student Liaison shall be entitled to vote on any matter before the Association in accordance with the provisions of Article II, provided that he or she meets the requirements of Article II, Section 2.2(b). Each year, the Law Student Members attending Seton Hall University School of Law shall elect one Executive Law Student Liaison, and the Law Student Members attending Rutgers University School of Law shall elect one Executive Law Student Liaison.

ARTICLE V - STANDING COMMITTEES

5.1 Standing Committees. Pursuant to Section 3.1(a) of the By-laws, the standing committees of the Association shall be established as follows: (a) Nominating Committee; and (b) Public Affairs Committee.

5.2 Chairing of the Standing Committees. The chairperson of each standing committee, with the exception of the Public Affairs Committee, shall be appointed by majority vote of the Executive Board. The Vice President shall serve as chairperson of the Public Affairs Committee.

5.3 Term for Chairpersons. The chairpersons of the standing committees shall serve for a term of one year.

5.4 Nominating Committee. The Nominating Committee shall consist of three members chosen in compliance with the following guidelines:

(a) The chairperson shall be a member of the Executive Board and the other two members shall not hold any other office in the Association;

(b) The two non-Executive Board members shall be elected by the General Membership. Nominations for these offices shall be made by the current Nominating Committee. The other member shall be appointed by the Executive Board immediately following the Annual Meeting;

(c) Any vacancy on the Nominating Committee shall be filled by the Executive Board;

(d) Suggestions for nominations for officers and Executive Board members may be sent to the Nominating Committee by any member in good standing; and

(e) The report of the Nominating Committee of its nominations for officers, Executive Board, and members of the succeeding Nominating Committee shall be sent to all members one month before the date of the Annual Meeting.

5.5 Number in Standing Committees. The members of all other standing committees shall be appointed by the chairperson of that committee and consist of as many members as the

chairperson feels are necessary to carry out the responsibilities of the committee.

ARTICLE VI - ELECTIONS

6.1 Nominations. Candidates for the Executive Board shall be nominated from the floor at a General Membership meeting, deemed "Nominations Meeting," preceding the Annual Meeting, or 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. Upon the close of nominations and three weeks before the Annual Meeting, the Executive Board shall prepare and mail or otherwise provide to each member of the Association a roster of the candidates and an official ballot for the purpose of voting for the officers and the Executive Board members. When there is only one nominee for an office, such member may be elected by voice vote.

6.3 Assumption of Duties by New Officers and Executive Board members. New officers and Executive Board members shall assume their duties at the installation ceremony, to take place no later than the first Saturday in the first May following Elections at the Annual Meeting."

ARTICLE VII - VACANCIES

7.1 Resignations. Any Executive Board member or officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Association, unless some other time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Executive Board shall not be required to make it effective.

7.2 Filling Vacancies. If the office of any Executive Board member or officer becomes vacant, by an increase in the number of Executive Board members or officers, or by reason of death, resignation, disqualification or otherwise, the remaining Executive Board members, although less than a quorum, by a majority vote may choose a successor or successors who shall hold office for the unexpired term.

7.3 Newly Created Officer. Any Office to be filled by reason of an increase in number Offices of the Executive Board shall be filled by election at an annual or biennial meeting or at a special meeting called for that purpose of the members, or by the Board.

7.4 Removal for Cause. One or more or all Officers of the Executive Board may be removed for cause by the affirmative vote of the majority of the votes cast by the members entitled to vote for the elections of members to the Executive Board. By a majority vote by the Officers of the Executive Board, the duties of one or more Officers of the Executive Board may be suspended pending a final determination that cause exist for removal.

ARTICLE VIII - MEETINGS AND NOTICE

8.1 Place of Meetings. Meetings may be held at such place within or without New Jersey as the Executive Board may from time to time determine, or as may be designated in the notice of the meeting.

8.2 Notice. Except as otherwise provided by the Act, written notice shall be given to any member entitled to vote either (a) personally; (b) by sending him a copy thereof through first class mail or by telegram, postage prepaid, to the address appearing on the books of the Association or supplied to the Association for the purpose of notice by such member. If the notice is sent by mail or telegram, it shall be deemed to have been given to the member entitled thereto when deposited in the mail or with the telegraph office for transmission. Such notice shall specify the place, day and hour 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 II, Section 2.5.

8.3 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 IX - LIABILITY AND INDEMNIFICATION

9.1 The members of the Association shall not be personally liable for the debts, liabilities or obligations of the Association.

9.2 A member shall be liable to the Association only to the extent of any unpaid portion of membership dues or assessment which the Association may lawfully impose, or for any other indebtedness owed by the Member to the Association.

9.3 The Association shall indemnify and hold harmless any member of the Association for any debts, liabilities or obligation arising out of or related to the good faith and non-negligent performance of such member's duties of the Association.

ARTICLE X - MISCELLANEOUS

10.1 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 General Membership provided that the notice requirements with regard to special meetings under Article VIII, Section 8.2 have been satisfied.

10.2 Fiscal Year. The Fiscal Year of the Association shall end December 31 of each year.

10.3 Authorization for Expenditures. Any officer may authorize expenditures of up to Fifty Dollars (\$50.00). Expenditures of over Fifty Dollars (\$50.00) but less than One Hundred Fifty Dollars (\$150.00) must be jointly authorized by two officers. Expenditures in excess of

One Hundred Fifty Dollars (\$150.00) must be approved by a majority of the Executive Board.

Initial set of By-Laws approved ca. January 1987.

First amendment: August 3, 1991.

Second amendment: October 5, 1991.

Third amendment: March 6, 1992.

Fourth amendment: May 15, 1995.

Fifth amendment: February, 1998.

Sixth amendment: October 17, 1998.