

**THE
CONSTITUTION
AND
BY-LAWS
OF THE
NEW JERSEY INSTITUTE
OF
LOCAL GOVERNMENT ATTORNEYS**

Amended through November 17, 1983
Revisions adopted on November 17, 2016
Proposed Edits for September 30, 2020

ARTICLE I **NAME OF ASSOCIATION**

The name of the association is THE NEW JERSEY INSTITUTE OF LOCAL GOVERNMENT ATTORNEYS (hereinafter referred to as the “Institute”).

ARTICLE II **PURPOSES**

The purposes of the Institute are:

- (a) To provide instruction in the fundamentals of local government law including the drafting of documents necessary or otherwise beneficial in the conduct of municipal business.
- (b) To review, assess, and offer guidance regarding new issues, developments and trends in local government law, and to promote, oppose, or otherwise assist in the formulation of proposed new laws or regulations, or proposed changes to existing laws or regulations, that affect local government.
- (c) To conduct symposiums, publish a law review, present programs and exchange opinions with respect to local government law in order to better serve local governments and the public interest of all communities in the State of New Jersey.
- (d) To intervene as *amicus curiae* in cases which represent novel questions affecting the public interest.
- (e) To aid and assist members of the legal profession and the New Jersey State League of Municipalities to better serve the local governments of the State of New Jersey.

ARTICLE III **MEMBERSHIP**

Section 1. Any attorney in good standing in the Bar in the State of New Jersey, who has an interest in local government law, shall be eligible for membership in the Institute.

Section 2. Any law student enrolled in an ABA accredited school, who has an interest in local government law, shall be eligible for a non-voting student membership in the Institute.

Section 3. A member’s term of membership and eligibility for membership shall terminate automatically upon suspension or disbarment from the practice of law in New Jersey and shall cease during the period of any such suspension or disbarment. Membership eligibility shall be re-established upon the restoration of the member’s right to practice law.

ARTICLE IV **DUES AND ASSESSMENTS**

Section 1. Membership dues shall be fixed by the Board of Trustees annually and shall be payable on the first of January of each year. The Board of Trustees may also annually offer pro-rated dues or dues waiver incentives as it deems necessary and appropriate to attract new Members. The Executive Director shall receive and process membership applications and shall report on the admittance of any new Members at each Board of Trustees Meeting.

Section 2. Between January 1 and March 1, the Executive Director will update the membership roll to reflect all paid Members. The membership roll will include only Members whose dues have been paid in full and whose membership applications for the term have been approved. After March 1, no privileges of membership will be extended to persons not included in the membership roll for the term unless and until their membership dues are paid. Applications for new membership will be accepted at any time.

Section 3. Trustees are responsible for the payment of a Trustee assessment in an amount to be determined by the Board of Trustees.

Section 4. Past Presidents and Senior Trustees are not required to pay dues but must pay the Trustee assessment. Past Presidents or Senior Trustees who are unable or elect not to attend any dinner meetings of the Institute shall not be required to pay the Trustee assessment.

Section 5. The Board of Trustees in its discretion may waive payment of dues and/or Trustee assessments for Members affected by illness, incapacity, disability or other extraordinary personal hardship.

ARTICLE V **THE BOARD OF TRUSTEES**

Section 1. Composition. The Board of Trustees shall be the governing body of the Institute and shall be comprised of the Officers, Past Presidents, Senior Trustees, thirty district Trustees and six at-large Trustees. All Members of the Board of Trustees must presently or formerly represent a local government agency.

Section 2. Officers. The Officers shall be a President, First Vice-President, Second Vice-President, Secretary, and Treasurer, all of whom shall be elected at bi-annual or annual meetings of the Institute.

A. The President. The President shall be the Executive Officer of the Institute and the Chairman of the Board of Trustees. He shall be an *ex officio* member of all committees except the Nominating Committee. He shall appoint all committees. The President shall appoint

the Webmaster and the Editor of the Local Government Law Review, with Associate Editors to be selected by the Editor at his or her sole discretion. At the annual meeting, or at such other time as he or she shall deem proper, he or she shall communicate to the Institute or Board of Trustees the state of the Institute or such other duties as are incident to the office of the President.

B. The Vice-Presidents. In the case of the absence or disability of the President, the duties of the office of President shall be performed by the First Vice-President and in his or her absence by the Second Vice-President. The Vice-Presidents shall perform such duties as are delegated to them by the President, including but not limited to the following responsibilities:

- (1) The First Vice-President shall coordinate the annual meeting and related activities with the Program, Nominating and By-Laws Committees and shall otherwise assist the President in the preparation of the annual meeting agenda, unless otherwise directed by the President.
- (2) The Second Vice-President shall serve as the Officer liaison to the membership chairman and coordinate with the Membership Chair, the Executive Director, the District Trustees and the Treasurer, an annual membership drive and the updating of all membership lists in January of each year, unless otherwise directed by the President.

C. The Treasurer. The Treasurer shall be the custodian of the funds of the Institute and shall act as the treasurer of all committees. He or she shall keep an account of all moneys received and expended for (the use of) the Institute and shall make disbursements authorized by the Institute or by the Board of Trustees. All sums received shall be placed in a depository approved by the Board of Trustees. Funds shall be drawn upon the signature of the President, the Treasurer, or the Executive Director.

D. The Secretary. The Secretary shall keep all records of the Institute and shall perform such secretarial duties as may be assigned to him or her by the President or by the Board of Trustees.

Section 3. Trustees.

A. District Trustees. Two Trustees shall be elected from each district in which the Trustee either lives or maintains a law office. The state shall be divided into fifteen districts, each of which shall coincide with the vicinages established by the Supreme Court of New Jersey as of November 15, 1990, as follows:

DISTRICT

1
2
3
4

COUNTIES

Atlantic and Cape May
Bergen
Burlington
Camden

5	Essex
6	Gloucester, Cumberland, and Salem
7	Hudson
8	Mercer
9	Middlesex
10	Monmouth
11	Morris and Sussex
12	Ocean
13	Passaic
14	Somerset, Hunterdon, and Warren
15	Union

B. If a Trustee no longer lives or maintains an office in the vicinage of appointment, that Trustee shall be entitle to serve to the end of the term to which they were appointed and may thereafter be elected as a Trustee at-large.

C. At-Large Trustees. In addition to the thirty (30) District Trustees set forth above, there shall also be up to six (6) At-Large Trustees, which shall have the same powers, duties, and responsibilities as District Trustees except that they shall not represent a specific district.

Senior Trustees. Senior Trustees shall be those members who have served as District Trustees, At-Large Trustees, or as Officers consecutively for twelve years. Senior Trustees must be approved by the Board of Trustees, which may be initiated by the Board of Trustees or by the Member seeking Senior Trustee status. Senior Trustees shall have the same powers, duties, and responsibilities as district Trustees except that they shall not represent a specific district. Upon graduation to Senior Trustee status, any District Trusteeship or At-Large Trusteeship then held by the Senior Trustee shall be deemed vacated and the vacancy shall be filled as herein provided. Should a Senior Trustee be elected as an Officer, the Senior Trustee's tenure as such shall terminate.

D. Upon suspension or disbarment from the practice of law or termination of membership, the member's position as a Trustee shall automatically be terminated.

Section 4. Duties and Powers of Board of Trustees.

A. Between the annual and other stated meetings, the business of the Institute shall be conducted by the Board of Trustees. The Treasurer shall prepare a budget and submit same for the consideration and approval of the Officers and, upon approval by the Officers, shall submit same for the consideration and approval of the Board of Trustees. No expense shall thereafter be authorized or incurred by the Board except within the limits and provisions of said budget.

B. The advisability of surveying or analyzing any legal matter or problem or undertaking any research work on legal questions which may be interest or importance to the Institute or its members shall be determined by the Board.

C. Requests for participation as *amicus* in any suit shall be submitted to the *amicus curiae* committee, which shall have the power, by majority decision, to grant the desired participation. The Trustees may, at a regular or special meeting, vote to approve or disapprove such participation notwithstanding the position of the *Amicus Curiae* Committee.

D. The Board shall have the power to fill vacancies caused by the disability, resignation, removal from office or death of any Officer or Trustee except for a vacancy in the office of the President. Such vacancies shall be filled for the unexpired term by a majority vote of those present at a regular or special meeting of the Board called for that purpose.

E. The Board may establish a reference library for the use of the members of the Institute and may appoint a librarian for such library and fix his or her compensation.

F. The Board shall have the power to designate as "regulations" its policy decisions that are of a general and permanent nature and to compile, rescind, amend, supplement and maintain such regulations in a form that will permit ready reference and access thereto. Regulations shall be consistent with the constitution and by-laws, shall be placed on the meeting agenda in advance of the meeting, and may be acted upon by the Board under the same procedures as apply to Board actions generally.

Members of the Board, while engaged in or preparing for litigation for or against any municipality, county or governmental board or agency, shall be disqualified from acting with respect to any activity of the Institute that may affect the interests of the parties to such litigation.

Section 5. Executive Director.

A. The Board may appoint an Executive Director of the Institute, who shall serve at the pleasure of the Board, and the Board may provide for the compensation of such individual.

B. The duties of the Executive Director shall include, without limitation, conducting the day-to-day administrative business of the Institute, assisting the President, Officers, Committee Chairs and Trustees in the performance of their duties, transmitting annual dues statements, collection of dues and assessments, responding to members inquiries and requests for assistance and coordinating with League officials and other parties.

C. The Board of Trustees may also appoint or retain such additional administrative personnel, such as bookkeepers, accountants, etc. as may be appropriate and necessary, and may establish the compensation thereof.

ARTICLE VI ELECTIONS

Section 1. At each bi-annual meeting held in November, there shall be elected the President, First Vice-President, Second Vice-President, Treasurer and Secretary. At each annual meeting held in November, there shall be elected a Trustee from each district whose term shall have expired.

Section 2. Except as herein otherwise provided, all Officers and Trustees shall be elected for a term of two years and shall assume offices on January 1st following their election. Neither the President, First Vice-President nor the Second Vice-President, after serving one full term, shall be eligible to succeed him or herself.

Section 3. No person shall be eligible to be elected the President who has not served a minimum of two years as an Officer of the Institute. No person shall be eligible to be elected an Officer who has not served a minimum of two years as a Trustee of the Institute.

ARTICLE VII COMMITTEES

Section 1. The standing committee of the Institute shall consist of such members of the Institute as the President shall appoint. The chairman of each standing committee shall be designated by the President from among the members of the board of Trustees. The standing committee shall be as follows:

A. A Program Committee, whose duty it shall be to prepare and submit to the board of Trustees, for its approval, a program of events for the entire year. Notwithstanding the preamble language above, the Chair of the Program Committee shall be the First Vice President.

B. A Nominating Committee, whose duty it shall be to recommend a list of candidates, one for each elective office, at the annual and bi-annual meeting of the association. The Nominating Committee, in making such recommendation, *is encouraged to consider candidates' attendance at meetings of the Board of Trustees, membership on committees and participation in or support of activities sponsored by the Institute.* No current Officer shall serve on the Nominating Committee, but membership on the Nominating Committee shall not disqualify any Member for nomination to any office from the floor. The recommendations of the Nominating Committee shall not foreclose nominations from the floor. Any person desirous of being elected to the Board of Trustees must give thirty days' notice of their intent.

C. A Constitution and By-Laws committee, whose duty it shall be to recommend such amendments to the constitution and by-laws it deems appropriate.

D. An *amicus curiae* committee, whose duty it shall be to evaluate and make recommendations concerning the Institute's participation in particular litigation as *amicus curiae* and to make recommendations from time to time as to general standards for participation as *amicus curiae*.

D. A Legislative Committee, whose duty it shall be to review existing and pending legislation affecting local government and to report from time to time on matters of interest to the Institute and matters that may require action by the Institute. The Chairman shall be designed by the President of the Institute from among the members of the Institute

E. A Membership Committee, whose duty it shall be to solicit new members, retain existing members and assure that members conform to the requirements for membership.

Section 2. The President may appoint a special committee from time to time on various subject matters affecting the interests of the Institute and may define the scope of duties and objectives to be performed by said committee.

ARTICLE VIII MEETINGS OF THE INSTITUTE

Section 1. The annual meeting of the Institute shall be held during the month of November of each year in conjunction with the annual New Jersey State League of Municipalities Convention.

Section 2.

Special meetings of the Institute may be called by a majority vote of the Board of Trustees at a regular or special meeting of said Board called for said purpose. The time and place of special meetings shall be fixed by the Board upon ample written notice of no less than thirty days to the membership.

Section 3. Meetings of the board of Trustees shall be held at least once every three months on a date to be fixed by a majority vote of the board and of which ten days' notice shall be given to the members of the board.

Section 4. The President of the Institute may call meetings of the board of Trustees on seven day's written notice. Special meetings of the board of Trustees may be called by any five board members on seven days' written notice.

Section 5. Meetings of the Officers or of the Institute may be conducted in person, by telephone conference call, video conference call, or the like.

ARTICLE IX QUORUM

Section 1. At the annual meeting of the Institute, twenty-five members shall constitute a quorum.

Section 2. At special meetings of the Institute, twenty-five members shall constitute a quorum.

Section 3. At regular or special meetings of the Board of Trustees, sixteen members shall constitute a quorum.

ARTICLE X **REPRESENTATION OF THE INSTITUTE**

Section 1. The President, or a person designated by the President, shall express the policy of the Institute as determined by the Institute or by the Board of Trustees. He or she shall make no statements, nor take any public positions or actions, in conflict with those of the Institute. No other Trustee, Officer, Member or non-member may represent the Institute, or any of its Officers, Trustees or committees, before any legislative body, court, governmental agency or other tribunal or communicate with any news media or general public on behalf of the Institute, or any Officer, Trustee or committee thereof, unless authorized to do so by the Board of Trustees. No other Officer, Trustee, member or non-member, shall communicate any view or position on behalf of the Institute, or any of its Officers, Trustees or committees, before any legislative body, court, governmental agency or other tribunal, or to any news media or the general public. Whenever representation requires the filing of any report or brief, no such report or brief shall be filed until approved by the *Amicus Curiae* Committee. The restrictions herein shall not extend to statements made or actions taken in service to a client.

Section 2. Except for the *Amicus Curiae* Committee, no report, recommendation or other action of any committee, Officer, Trustee, Member or non-member shall be considered as the action of the Institute until it has been approved by the membership or the Board of Trustees. No committee, Officer, Trustee, Member or non-member shall release any report to the public pertaining to the Institute or any of its committees, Officers, Trustees or membership, without such approval by the membership or the Board of Trustees.

Section 3. A committee, Officer, Trustees or Members may communicate a view or position before a legislative body, governmental agency, court, or other tribunal, or to the news media in the following circumstances:

A. The particular communication is approved by majority vote of a quorum of Members at an Institute meeting; or

B. If, in the opinion of the President, the matter giving rise to the need for the communication is sufficiently urgent that it cannot await a meeting of the Members of the Institute, and the particular communication is approved by at least a majority of the Board of Trustees, provided that for the determination thereof, the Board of Trustees may meet by email, conference call, video conference, or be assembled in a meeting. Furthermore, the matter shall be reported to the members and subjected to a vote for ratification at its next meeting. The Board of Trustees shall, in such communication,

specifically state that the view or position being communicated has been approved only by the Board of Trustees as set forth in this subparagraph and that it has not yet been, and may not be, approved by the membership. The Members may, following ratification or non-ratification of such a communication, conduct a further vote to determine whether and how a further communication should be issued.

Section 4. A Member who, when making a public statement or utterance, permits himself or herself to be identified as having an official connection with the Institute, or one of its committees, shall, if the Institute had determined a policy on the subject matter of the utterance, fairly state that policy, and if expressing a view at variance with it, clearly identify the variance as the member's personal views only. If there has not been, or the Member has no knowledge of, any such policy determination, the Member shall nevertheless identify the utterance as personal view.

ARTICLE XI **ORDER OF BUSINESS**

Section 1. The order of business at all meetings of this Institute shall be as follows:

1. Call to order
2. Roll call
3. Reading of the minutes of previous meeting
4. Treasurer's report
5. Reading of communications
6. Reports of committees
7. Old business
8. New business
9. "Round table" discussion of issues, developments, trends, pending or decided cases, or proposed changes in laws or regulations that affect local government. All topics must be submitted to and approved in advance by the President in writing.
10. Good and welfare
11. Adjournment

Section 2. The order of business at any meeting may be revised or waived by the vote of a majority of the members attending such meeting.

ARTICLE XII **FISCAL YEAR**

The fiscal year of the Institute shall be the calendar year.

ARTICLE XIII **REMOVAL OF OFFICERS, TRUSTEES, AND MEMBERS**

Section 1. Any Officer or Trustee failing to attend three successive regular or special meetings of the Board of Trustees or of the Institute without just cause may be removed at any regular meeting or at a special meeting called for that purpose. Removal shall be accomplished by a two-thirds (2/3) vote of those present and voting, provided, however, that the Officer or Trustee sought to be removed shall be given reasonable written notice of said proposed action and an opportunity to be heard.

Section 2. A Member may be expelled, suspended, censured and/or deemed ineligible for membership for conduct which violates these by-laws and/or brings discredit to the Institute. The power shall rest exclusively in the Board of Trustees.

Section 3. Except as for automatic termination set forth in Article V, Section 3(C) above, the Membership Committee shall provide at least thirty days' written notice of the intended expulsion, suspension or censure and shall allow the Member the opportunity to present written or verbal opposition to the anticipated action.

Section 4. Expulsion, suspension or censure of a Member shall require a two-third (2/3) vote of the Board of Trustees. Any suspension decision of the Board of Trustees shall also include terms of reinstatement of the Member's term of and/or eligibility for membership, which shall then be conveyed to the Member in writing.

Section 5. A suspended Trustee may apply to the Board of Trustees for reinstatement of his or her position following the period of suspension and upon meeting the terms of reinstatement. A suspended Trustee may be reinstated as to term and/or membership eligibility upon a two-third (2/3) vote of the Board of Trustees.

ARTICLE XIV **DISSOLUTION AND INCOME**

Section 1. Assets and Dissolution. No Member, Trustee, Officer, employee or person connected with the Institute or any other private individual shall be entitled to share in the distribution of any of the assets of the Institute upon its dissolution. Upon such dissolution or winding up of the affairs of the Institute, the assets of the Institute, after all debts have been satisfied, shall be conveyed and paid over to such non-profit organization or organizations which qualify as exempt under the Internal Revenue Code, and/or to the federal or state or a local government for public purposes, as selected by the Board of Trustees.

Section 2. No Profit to any Individual. No part of the assets, income or profits of the Institute shall inure to the benefit of any Member, Trustees, Officer, employee or person connected with the Institute or any other private individual.

ARTICLE XV **AMENDMENTS**

Section 1. This constitution and by-laws or any part thereof may be amended by a two-thirds (2/3) vote of Members present at a meeting specially called for that purpose or at any annual meeting.