



Q LAW NJ, INC.

BYLAWS

AS LAST ADOPTED AND INSTITUTED ON
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TABLE OF CONTENTS

ARTICLE I: NAME AND PURPOSE	1
SECTION 1: Name	1
SECTION 2: Mission Statement	1
SECTION 3: Membership Core Principles	1
ARTICLE II: NON-DISCRIMINATION	2
SECTION 1: Protected Characteristics	2
SECTION 2: Prohibition on Discrimination & Retaliation	2
ARTICLE III: MEMBERSHIP	3
SECTION 1: Criteria	3
SECTION 2: Dues	3
SECTION 3: Ongoing Obligations	4
SECTION 4: Voting	4
SECTION 5: Membership Petitions	5
SECTION 6: Discipline	6
SECTION 7: Severance of Membership	7
SECTION 8: Friends of the Organization	7
SECTION 9: Notice	8
ARTICLE IV: ORGANIZATION MEETINGS	8
SECTION 1: Annual Meeting	8
SECTION 2: Regional Meetings	8
SECTION 3: Other Meetings	8
SECTION 4: Member Townhalls	9
ARTICLE V: BOARD OF DIRECTORS	10
SECTION 1: Power & Authority	10
SECTION 2: Positions	10
SECTION 3: Qualifications	11
SECTION 4: Meetings of the Board of Directors	11
SECTION 5: Conflicts Policy	12
SECTION 6: Nominating Committee	13
SECTION 7: Other Committees	15
SECTION 8: Removal	16
SECTION 9: Vacancies	16

ARTICLE VI: OFFICERS	17
SECTION 1: President	17
SECTION 2: Vice President	18
SECTION 3: Secretary	18
SECTION 4: Treasurer	19
SECTION 5: Executive Officer	19
 ARTICLE VII: ADMINISTRATIVE & FINANCIAL PROVISIONS	 19
SECTION 1: Liability & Indemnification	19
SECTION 2: Fiscal Responsibilities	20
SECTION 3: Annual Report	21
SECTION 4: Miscellaneous	22
 ARTICLE VIII: BYLAWS	 23
SECTION 1: Effect of Bylaws	23
SECTION 2: Amendments	23
 ARTICLE IX: CERTIFICATION	 24
Amendment History	24

ARTICLE I NAME AND PURPOSE

SECTION 1: Name

A. The name of the organization shall be Q Law NJ, Inc. (“Organization”). The Organization shall be located in the State of New Jersey and shall take no action which would result in the loss of its eligibility for tax exemption under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

SECTION 2: Mission Statement

Community. Unity. Encouragement.

Q Law NJ, Inc. (“Q Law”) is a 501(c)(6) organization registered as a New Jersey non-profit corporation. Q Law was established as a private membership organization to represent the interests of practicing attorneys, people in the legal field, law professors, and law students who desire to advance the conditions, interests, and aspirations of the LGBTQ+ community in all of its diversity throughout the State of New Jersey. Our independent voice—our power—is dependent on our collective unity. In support of Q Law’s Mission, its Membership Core Principles, and as representative legal leaders on behalf of the LGBTQ+ community, we aspire to activate community connections, develop new leadership, and guide political discourse towards a better future.

SECTION 3: Membership Core Principles

As a private membership organization, Q Law NJ, Inc. (“Q Law”) requires its members to affirm its Membership Core Principles (“Principles”). These Principles form the foundation for Q Law’s community. By affirming, members agree that these Principles will guide future work on behalf of Q Law.

We, as voluntary members of Q Law, accordingly affirm the following Principles:

1. the fundamental entitlement of all human beings to live out and consensually express their sexual orientation and gender identity as self-identified;
2. the right to make informed medical choices and exercise personal autonomy over one’s own body, including over one’s gender and sex characteristics;
3. the right to form, join, and define family as that family sees fit;
4. the right to exercise sexual dignity, privacy, and consensual sexual expression without societal or governmental interference, coercion, or stigmatization;
5. young people, through gradual capacity with age, have the right to make their own decisions about matters of importance, encompassing self-determination, bodily integrity, and the right to influence outcomes;

6. the diversity of the LGBTQ+ community is an asset to be celebrated, and Q Law should commit itself to being an intersectional, anti-racist organization that may undertake additional efforts to ensure inclusion of underrepresented segments of the community and, as such, welcomes feedback from its members to address such goals;
7. there is a need to challenge and change the systems that create poverty and economic injustice in the LGBTQ+ community;
8. fellow Q Law members should feel welcome and affirmed in membership-spaces consistent with these Principles;
9. access to justice and equality under the law are expectations and features of a working legal system; and
10. a positive function and purpose of Q Law is to address injustice that contradicts its Mission and Principles.

ARTICLE II NON-DISCRIMINATION

SECTION 1: Protected Characteristics

A. The following are considered protected characteristics for purposes of this Article: race, creed, color, national origin, nationality, caste, ancestry, age, sex, marital status, civil union status, domestic partnership status, affectional or sexual orientation, gender identity or expression, genetic information, pregnancy or breastfeeding, disability, atypical hereditary cellular or blood trait of any individual, liability for service or service in the Armed Forces of the United States, and consensual sexual activity (including current or past history of engagement in sex work).

B. In the event the New Jersey Law Against Discrimination, N.J.S.A. 10:5-1 to -50 as amended, includes either by statute, regulation, or case law protections for characteristics not listed in Paragraph A of this Section, such characteristics shall also be considered protected for purposes of this Article.

SECTION 2: Prohibition on Discrimination & Retaliation

A. The Organization and its Members are strictly prohibited as a private membership organization from engaging in conduct, either internally with its members or externally with others, that discriminates on the basis of any protected characteristics as defined in Article II, Section 1 or retaliating against someone for their opposition to potentially discriminatory behavior. Whether discrimination or retaliation has occurred shall be guided by analysis under the New Jersey Law Against Discrimination, N.J.S.A. 10:5-1 to -50 as amended. Members who violate this prohibition are subject to discipline as outlined in Article III, Section 6.

B. Paragraph A of this Section, however, shall not apply when the Organization takes action which directly relates to the Organization's Mission.

ARTICLE III MEMBERSHIP

SECTION 1: Criteria

A. Any individual may apply for active membership subject to the Board of Directors or its designee's approval, which shall be based on the following conditions:

1. the individual maintains a professional relationship to the legal field including but not limited to:
 - a. licensed attorneys;
 - b. law clerks;
 - c. judiciary employees;
 - d. professors of law;
 - e. currently enrolled students in a law school, masters, or doctorate program related to the legal field;
 - f. persons who graduated within the last two years from a law school, masters, or doctorate program related to the legal field;
 - g. paralegals and legal secretaries;
 - h. legislative aides;
 - i. law librarians; and
 - j. retirees after at least fifteen years of professional work in the legal field;
2. the individual has paid membership dues consistent with Article III, Section 2;
3. the individual has certified agreement with the Organization's Mission and Membership Core Principles, as defined in Article 1, Section 2 and 3 respectively; and
4. the individual has certified agreement to be governed as a member of the Organization by these Bylaws in their entirety, as amended.

SECTION 2: Dues

A. The Board of Directors shall from time to time establish a dues structure required of active membership to be paid annually at a time of its discretion. Such a dues structure may account for years of professional experience or professional status. Dues shall not be prorated for partial year membership.

SECTION 3: Ongoing Obligations

A. Active members shall have the following ongoing obligations as members of the Organization:

1. annual payment of dues as established by Article III, Section 2;
2. annual certification of the Organization's Mission and Membership Core Principles, as defined in Article 1, Section 2 and 3 respectively;
3. annual certification of agreement to be governed by these Bylaws in their entirety, as amended;
4. carry out professional and personal conduct in a manner that does not directly violate the Organization's Mission.

SECTION 4: Voting

A. The Organization, through procedures outlined in Paragraph C of this Section, shall require membership approval on the following matters of Organizational business:

1. filling contested positions for an upcoming Board of Director term as determined by a Nominating Committee pursuant to Article V, Section 6;
2. amending these Bylaws pursuant to Article VIII;
3. making endorsements for political office or forming political action committees consistent with the Organization's Mission; and
4. Membership Petitions as authorized by Article III, Section 5.

B. The Organization, through procedures outlined in Paragraph C of this Section, may solicit membership approval on the following matters of Organizational business:

1. taking public positions on topics consistent with the Organization's Mission; and
2. any other action the Board of Directors finds in the best interests of the Organization.

C. The Board of Directors or its designee shall have the responsibility to carry out membership voting. The full text of an entire proposal shall be made available to members before they cast a vote. An option to record a member's abstention on a proposal shall be provided. Proposals shall strive to limit voting options to a binary yes or no option. Ranked choice voting in the affirmative may be utilized in appropriate situations, such as a proposal to endorse one or more candidates in a multi-candidate election. Except for votes on contested positions pursuant to Paragraph A(1) of this Section, the Board of Directors may issue a recommendation on how members should vote upon announcing a vote. Voting shall be conducted electronically and by a ballot transmitted electronically to all active members. The Secretary or Executive Officer, unless there is a conflict pursuant to Article V, Section 5, shall verify an accurate list of all active members eligible to vote. Each active member shall be entitled to only one vote. Voting on a proposal shall take place over a period of time as determined by the Board of Directors or its designee. At least one reminder to vote shall be sent to all members or all members who have not voted prior to the close of a voting period.

Efforts shall be taken to maximize membership participation in any vote being conducted. Membership approval shall be achieved by a plurality of those who cast a vote on a proposal. Aggregate results of a membership vote shall be announced to members after a vote is conducted.

D. A proposal which was adopted through procedures outlined in Paragraph C of this Section shall be immediately binding on the Organization. In the event two or more proposals which have been approved by membership contradict and may not be interpreted harmoniously, the proposal approved latest in time shall govern the Organization.

SECTION 5: Membership Petitions

A. Consistent with the rules of this Paragraph, the Organization shall be required to hold a membership vote pursuant to Article III, Section 4 and without the Board of Directors' prior approval, when a valid Petition is filed:

1. A valid Petition contains:

- a. a "Lead Petitioner" who shall liaison with the Board of Directors on all matters related to the Petition;
 - i. A Lead Petitioner shall comply with the Organization's Conflicts Policy pursuant to Article V, Section 5;
- b. a list of the qualifying number of active members who have assented to the Petition:
 - i. If the Organization contains 150 members or less, the qualifying number is at least 15% of active members;
 - ii. If the Organization contains more than 150 members, the qualifying number is at least 10% of active members.
- c. the exact proposal to be voted on by membership, with as many details listed as practical but containing enough detail to provide members with meaningful notice of the position and/or action the Organization should take;
 - i. If the Executive Officer or Secretary assesses that the Petition does not supply members with sufficient detail to provide meaningful notice of the topic to be discussed and/or the action to be taken, the Executive Officer or Secretary shall request additional detail from the Lead Petitioner;
 - ii. The Lead Petitioner will be given reasonable time to cure the deficiency of not less than 10 calendar days;
 - iii. Notice of any changes to a Petition proposal shall be provided to all assenting members used to support the Petition.

2. A Petition shall be filed and submitted electronically by an active member to either the Executive Officer or Secretary, whichever office is filled at the time.

3. The Executive Officer or Secretary shall determine whether the requirements for a valid Petition have been satisfied and that the action to be voted on is consistent with Paragraph C of this Section. If so, the Executive Officer or Secretary shall direct the Board of Directors to hold a membership vote pursuant to Article III, Section 4 and consistent with Paragraph B of this Section.

B. In announcing a membership vote, the Board of Directors or its designee shall permit the Lead Petitioner to simultaneously provide a statement in support of the vote. At the Board of Directors' discretion, it may also provide a statement in opposition to the vote. Membership voting shall begin within thirty days of submission of a valid Petition to the Executive Officer or Secretary.

C. A Petition may be of any topic and propose any action as may be within the Organization's powers to act, including overriding any discipline imposed by a Board of Directors. If a Petition seeks to direct the Organization to take action directly contrary to these Bylaws, then a vote to amend the Bylaws must first take place. In all other situations, the Executive Officer or Secretary shall liberally construe these rules in the interest of holding a membership vote and requiring democratic participation.

SECTION 6: Discipline

A. Active members may be disciplined by the Organization if they engage in the following conduct:

1. violating their ongoing obligations pursuant to Article III, Section 3(A)(4);
2. engaging in prohibited discrimination or retaliation pursuant to Article II;
3. being charged by a tribunal with an ethical violation or other professional misconduct that is contrary to the Organization's Mission; or
4. performing any other action detrimental to the best interests of the Organization.

B. The Board of Directors shall have the sole discretion to determine whether discipline should be imposed for qualifying conduct under Paragraph A of this Section. In the event it determines discipline is appropriate, it may privately or publicly censure the member, disqualify the member from holding a position on the Board of Directors up to a maximum of two years, temporarily suspend membership, permanently expel the member, or take any other action within its power that the Board of Directors deems appropriate. Discipline should be considered proportionate to the offense and the Board of Directors may solicit and consider any facts or circumstances which it finds relevant in its determination. In order to impose discipline that publicly censures, temporarily suspends the membership of, or permanently expels a member, the Board of Directors must provide the member with notice and opportunity to be heard on whether the member engaged in qualifying conduct and whether the level of discipline is appropriate. The member shall be notified in writing about any decision to impose discipline.

C. Members who are disqualified from holding a position on the Board of Directors, temporarily suspended, or permanently expelled under Paragraph B of this Section may seek reconsideration within thirty days of receipt of notification about the discipline. To seek reconsideration, the member may submit a one page maximum letter to the President by electronic communication. The President shall transmit the reconsideration letter to the entire Board of Directors who shall make a decision consistent with their powers under Paragraph B of this Section. A decision on reconsideration shall be final except by way of a Petition overriding discipline pursuant to Article III, Section 5.

D. When the Board of Directors disciplines a member by disqualifying them from holding a position on the Board of Directors, temporarily suspending their membership, or permanently expelling them, and upon the exhaustion of any reconsideration rights as detailed in Paragraph C of this Section, active members shall receive a Notice of Disciplinary Action that a particular member was disqualified from holding a position on the Board of Directors, temporarily suspended, or permanently expelled. Such a notice shall not contain details of the conduct resulting in discipline unless the Board of Directors determines a public censure is also appropriate.

SECTION 7: Severance of Membership

A. Membership shall be considered severed when any of the following events occur:

1. death of the member;
2. the member submits a voluntary resignation in writing to the President, thereafter transmitted to the entire Board of Directors;
3. the member is overdue in fulfilling annual membership obligations as established by Article III, Section 3(A)(1), (2), or (3);
4. the member for at least six months has not maintained a professional relationship to the legal field; or
5. the Board of Directors makes a determination to either temporarily suspend membership or permanently expel the member pursuant to Article III, Section 6(B).

B. In the event membership is terminated after a qualifying event pursuant to Paragraph A of this Section, severance of membership shall be self-executing and no membership dues shall be returned or prorated.

SECTION 8: Friends of the Organization

A. The Board of Directors may, directly or through delegation to Officers, create policies and practices of Organizational engagement with non-member groups of individuals and organizations known as Friends of Q Law. Such individuals or organizations shall hold no privileges or obligations of membership.

SECTION 9: Notice

A. Any notice provided to a member required by these Bylaws or imposed by law, to the extent permitted, may be transmitted electronically by the email associated with that member's membership profile. Such transmission sent to the correct email on the Organization's file shall be deemed received.

ARTICLE IV ORGANIZATION MEETINGS

SECTION 1: Annual Meeting

A. Once per calendar year, the Organization shall hold an Annual Meeting for its members. The purpose of this meeting shall be to celebrate the Organization's accomplishments and engage in activities that further its Mission. Members shall receive at least thirty days notice of an Annual Meeting.

B. Failure to hold the Annual Meeting shall not result in the dissolution of the Organization and the members of the Board of Directors shall remain in their position (absent resignation or removal in accordance with these Bylaws).

SECTION 2: Regional Meetings

A. To encourage regional diversity in the Organization's membership, the Organization shall hold three regional meetings for members. One meeting shall occur in "South Jersey" (Atlantic, Burlington, Camden, Cape May, Cumberland, Gloucester, or Salem county), one meeting shall occur in "Central Jersey" (Hunterdon, Mercer, Middlesex, Monmouth, Somerset, or Ocean county), and another shall occur in "North Jersey" (Bergen, Essex, Hudson, Morris, Passaic, Sussex, Union, or Warren county). Members shall receive at least thirty days notice of a regional meeting. In the event that the Board of Directors has limited capacity, the requirement of regional meetings may be waived in its discretion.

B. The Organization may, at the Board of Director's discretion, take additional actions to increase regional membership participation.

SECTION 3: Other Meetings

A. The President or Board of Directors may call a special meeting of the membership for any purpose at any such time and place as long as members receive thirty days notice. Thirty days notice may be waived in exigent circumstances as determined by the President or Board of Directors. Such a special meeting may be held virtually or in-person.

SECTION 4: Member Townhalls

A. Consistent with the rules of this Paragraph, the Organization shall be required to hold a Member Townhall without the Board of Directors' approval when a valid Application is filed:

1. A valid Application contains:
 - a. a topic of discussion, with as many details listed as practical;
 - b. a "Townhall Chair" who shall liaison with the Board of Directors on all matters related to the Application;
 - i. the Townhall Chair shall comply with the Organization's Conflicts Policy pursuant to Article V, Section 5;
 - c. a list of the qualifying number of active members who have assented to the Application:
 - i. If the Organization contains 150 members or less, the qualifying number is at least 10% of active members;
 - ii. If the Organization contains more than 150 members, the qualifying number is at least 5% of active members.
2. An Application shall be filed and submitted electronically by an active member to either the Executive Officer or Secretary, whichever office is filled at the time.
3. The Executive Officer or Secretary shall determine whether the requirements for a valid Application have been satisfied. If so, the Executive Officer or Secretary shall direct the Board of Directors to hold a Member Townhall within forty-five days of submission of a valid Application, which may be held virtually or in-person.
4. All members shall be given sufficient notice to attend a Member Townhall.
5. With sufficient advance notice to the Board of Directors, the Townhall Chair may determine the procedure and agenda of the Member Townhall. Any agenda must relate to the topic of discussion listed on the valid Application.
6. The Executive Officer or Secretary shall make a record of any Member Townhall held. At a minimum, the record shall contain the time, place, and manner of any meeting as well as the number of participants. The Townhall Chair may request further details be recorded as is practical.

ARTICLE V BOARD OF DIRECTORS

SECTION 1: Power & Authority

A. Unless otherwise expressly limited by these Bylaws, the Board of Directors shall have the full power and authority to direct the affairs of the Organization consistent with its Mission and may perform any action proper to effectuate such power.

B. The Board of Directors may exercise its power to act and/or restrict actions on behalf of the Organization when a majority of the entire Board of Directors so votes or consents. Voting or consent may occur electronically as long as the electronic communication contains sufficient information to determine the sender's identity and such a vote is recorded at the next regular meeting of the Board of Directors. Voting or consent may not occur orally unless during a meeting of the Board of Directors and a record of such a vote or consent is recorded.

C. Positions subject to a vacancy pursuant to Article V, Section 9 shall be excluded from being used to determine the numerical majority. Similarly, pursuant to Article V, Section 5 when a conflict of interest is identified by a member of the Board of Directors, their position shall be treated as vacant and not be counted for purposes of determining the numerical majority.

SECTION 2: Positions

A. The Board of Directors may be composed of the following positions subject to Paragraph B of this Section's limitations:

1. President;
2. Vice President;
3. Executive Officer;
4. Secretary;
5. Treasurer;
6. Law Student Liaison; and
7. Four at-large Directors.

B. The position of Executive Officer shall be a combined Secretary and Treasurer role. The position of Executive Officer may not be filled when the position of either Secretary or Treasurer is filled concurrently.

C. The Officers (President, Vice President, Secretary, Treasurer, Executive Officer) and Law Student Liaison shall all serve terms of one year. At-large Directors shall serve terms of two years.

D. There is no limit on the number of terms a member may hold of a position on the Board of Directors, except one individual may not hold more than three consecutive terms as President. One member may not hold more than one position on the Board of Directors concurrently during a term.

E. A full term shall start on July 1st of a calendar year and end June 30th of a calendar year.

F. The Board of Directors is encouraged to expand the number of at-large Directors through amendment of the Bylaws as the Organization grows. It shall aim to keep a minimum ratio of one at-large Director for every forty members.

SECTION 3: Qualifications

A. Except for the first two years after these Bylaws are initiated and the position of Law Student Liaison, an individual must be an active member for at least nine months without interruption before they are qualified to fill a position on the Board of Directors.

B. An individual in a position on the Board of Directors must maintain an active membership to remain in such a position.

C. Only individuals enrolled in an American Bar Association accredited law school at the time their term starts may serve in the position of Law Student Liaison.

SECTION 4: Meetings of the Board of Directors

A. The President shall schedule twelve regular, monthly meetings of the Board of Directors, to occur over the course of the President's one-year term. All individuals on the Board of Directors shall be provided with sufficient notice of any such meeting. Attendance at a meeting constitutes waiver of notice.

B. The President or Board of Directors may call a special meeting of the Board of Directors at their discretion.

C. Meetings of the Board of Directors may occur in person or by telephone conference, video conference, or other similar communications equipment as long as all persons participating in the meeting can hear each other at the same time. Minutes shall be recorded for all meetings held by the Board of Directors.

D. A meeting of the Board of Directors shall be canceled if a majority of all individuals on the Board of Directors cannot attend a meeting as no business may be conducted. The President may cancel a meeting of the Board of Directors for good cause, subject to veto by the Board of Directors.

E. The rules of procedure for meetings of the Board of Directors shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Certificate of Incorporation, or with any other rule as adopted by the Board of Directors.

F. To facilitate the seamless transfer of power, the President shall invite persons selected to be on the Board of Directors for the upcoming term pursuant to Article V, Section 6 to participate as non-voting observers in any meetings of the Board of Directors during the months of May and June. Such persons will be permitted to speak during a meeting of the Board of Directors only at the then-President's discretion.

SECTION 5: Conflicts Policy

A. For purposes of this Section, the following terms shall mean the following:

1. “conflict of interest” means an interested person does or may possibly have their decision making authority influenced by any of the following:
 - a. a financial interest that is known or should be reasonably known;
 - b. the holding of a public office, judicial position, or any other position including one within the Organization; or
 - c. a breach or potential breach of confidentiality.
2. “disinterested member” means any member on the Board of Directors who does not have a conflict of interest related in any way to the interested person’s conflict of interest;
3. “disinterested person” means anyone who does not have a conflict of interest related in any way to the interested person’s conflict of interest;
4. “interested person” means any member on the Board of Directors, committee member, or any other person or member delegated decision-making powers by authority of these Bylaws with a conflict of interest;
5. “financial interest” means the person has, directly or indirectly, through business, investment, familial, or domiciled relationship, any of the following:
 - a. an actual or potential ownership or investment interest in any entity with which the Organization is contemplating or has a transaction or agreement with;
 - b. an actual or potential compensation arrangement with the Organization or with any entity or individual with which the Organization is contemplating or has a transaction or arrangement with;
 - c. any actual or potential position or interest with a person or entity to which the Organization is considering making a contribution;
6. “transaction” means any contribution, payment, or exchange made by the Organization;

B. All interested persons have an ongoing duty to disclose to the Board of Directors any actual or possible conflict of interest. The interested person shall liberally apply this disclosure standard. Failure to appropriately disclose may be grounds for discipline as determined by the Board of Directors pursuant to Article III, Section 6.

C. After disclosure pursuant to Paragraph B of this Section and all material facts as determined by disinterested members are provided, the disinterested members outside of the presence of the interested person shall determine if a conflict of interest exists and, if so, what remedial or corrective action should be taken. Such decision and action shall be recorded in regular minutes of the Organization. The disinterested members may, if appropriate, appoint a committee composed of disinterested person or persons to investigate and/or provide recommendations on actions the disinterested members should take. The disinterested members may proceed with an action

notwithstanding a conflict of interest if the interested person does not participate in any discussion or vote on said action. If the interested person sits on the Board of Directors, the position shall be considered vacant for purposes of decision-making under Article V, Section 1. In situations where the disinterested members determine a member of the Board of Directors' conflict of interest is irreconcilable with the duties that person owes to the Organization, then the remaining disinterested members of the Board of Directors may seek removal pursuant to Article V, Section 8.

D. Notwithstanding Paragraph C of this Section, an interested person may voluntarily remove themselves from decision making authority. In such situations, disinterested members shall determine how to proceed with any Organizational action that implicates the conflict of interest and so record in regular minutes of the Organization.

E. The provisions of this Section are intended to supplement but not replace any applicable state and federal laws governing conflicts of interest as applicable to non-profit, tax exempt organizations.

SECTION 6: Nominating Committee

A. The Board of Directors and President shall jointly appoint a Nominating Committee by February 1 of each calendar year. The Nominating Committee shall be composed of at least one chair and as many additional members deemed appropriate, if any. The chair of the Nominating Committee shall have primary responsibility to carry out the purpose of the committee as defined in Paragraph B of this Section and the duties of the committee as defined in Paragraph C of this Section. Any active member of the Organization may serve on the Nominating Committee. A person seeking to fill an upcoming expired term on the Board of Directors may not serve on the Nominating Committee. The Conflicts Policy shall apply to all members of the Nominating Committee pursuant to Article V, Section 5.

B. The Nominating Committee, with the full aid and support of the Board of Directors, shall be responsible for soliciting and encouraging diverse membership participation in the leadership of the Organization by identifying candidates for upcoming terms on the Board of Directors. Such a responsibility ensures the Organization's continuity for the future. The long-term growth and power of the Organization rests in membership's democratic participation in elections and commitment to dedicate time and resources to building the Organization's capacity in furtherance of its Mission. In carrying out its duties, the Nominating Committee shall provide special attention to ensure the Board of Directors remains diverse in the make-up of members on the Board of Directors based on the following factors: race, gender identity, New Jersey regional representation, practice areas, age, and experience in the legal profession. The Organization commits to having at least 50% representation on its Board of Directors from underrepresented backgrounds in the legal profession.

C. The Nominating Committee shall execute the following procedure to effectuate its goals:

1. Prior to March 1 and thereafter:

- a. Identify positions on the Board of Directors whose terms will be expiring in the current calendar year.

- b. Solicit and maintain a list of individuals willing to serve in positions on the Board of Directors for the upcoming term through discussions with active members and strategic outreach by advice from the current Board of Directors and active members.
 - c. Solicit from current members of the Board of Directors whose terms are expiring whether those individuals wish to continue on the Board of Directors, including in their current position unless term-restricted.
 - d. If doing so ensures all positions for the upcoming Board of Directors' term are filled or to encourage diversity among members of the upcoming term, the Nominating Committee may engage in interactive discussion with potential candidates to suggest that the candidate modify or withdraw their selected position. The Nominating Committee may so act in its discretion but does not have the power to force a candidate to modify or withdraw the position they seek.
- 2. By March 1 of the calendar year, announce to all active members which positions on the Board of Directors have terms ending that calendar year and to encourage all members to participate in the upcoming leadership of the Organization. The Nominating Committee shall offer to address or redirect any questions members may have about positions on the Board of Directors. Members shall have until April 1 of the calendar year to notify the Nominating Committee of their candidacy intention.
- 3. By March 20 of the calendar year, send one reminder email to all active members that the Nominating Committee is looking for individuals to participate in the leadership of the Organization.
- 4. By April 1 of the calendar year:
 - a. Review all candidates intending to fill a position on the Board of Directors and verify that they satisfy the qualifications of Article V, Section 3 and are not term limited by Article V, Section 2(C). If the Nominating Committee determines a candidate does not meet the qualifications, is term-limited, or is prohibited from holding a position on the Board of Directors as the result of previously imposed discipline, such a decision may only be overturned by at least two-thirds approval of the Board of Directors.
 - b. Determine whether a position on the Board of Directors for the upcoming term is contested or non-contested. The position is contested if two or more qualified candidates who are not term limited intend to fill the position. Candidates of contested positions may submit a 100 word maximum statement of interest to be shared with active members by the Nominating Committee.
- 5. By April 7 of the calendar year:
 - a. Announce to all active members:
 - i. All candidates who will be filling non-contested positions on the Board of Directors for the upcoming term. A membership vote is not required for non-contested positions.

- ii. The commencement of a membership vote to fill contested positions on the Board of Directors for the upcoming term, if any. Such an announcement shall include all candidates, the position sought, and the candidate's statement of interest, if any.
 - iii. Any vacancies for positions in the upcoming term despite the Nominating Committee's solicitation efforts. The Board of Directors beginning the start of the new term may fill such vacancies pursuant to Article V, Section 9 thereafter.
- b. If there are contested positions, begin a membership vote as proscribed by Article III, Section 4. Voting for a contested position shall last at least one week and a reminder to vote shall be given approximately two days before the close of voting.
6. At the close of a membership vote, if any, and no later than May 1 of the calendar year, announce to all active members the aggregate results of the vote and provide a full list of all individuals serving on the Board of Directors for the upcoming term.

D. The Nominating Committee has the authority to take any other action it deems necessary to carry out its goals and procedure. In its discretion, the Nominating Committee may also host a membership forum to introduce candidates of contested positions and permit membership question and answer from candidates. For good cause and if in furtherance of its goals as outlined in Paragraph B of this Section, then the procedures outlined in Paragraph C of this Section may be relaxed.

SECTION 7: Other Committees

A. The Board of Directors, in its discretion, may designate any other committees and appoint committee chairs or committee members that act on its behalf or advise in the course of the Board of Directors' duties. Any committee acting on behalf of the Organization must have a committee chair. The designation and appointment of any such committee and any delegation of authority shall not operate to relieve the Board of Directors or any Officer of any responsibility imposed upon them by law. Committees shall exist in duration as long as established by the Board of Directors. All members of any such committees shall comply with the Organization's Conflicts Policy pursuant to Article V, Section 5.

B. The Board of Directors may also establish a sub-committee (i.e., a committee within a committee). All the power and responsibilities required of committees shall apply equally to sub-committees.

C. Any active member, including persons already serving on the Board of Directors, may be appointed as a committee member or chair. Only for good cause and joint approval by the President and Board of Directors shall an individual who is not a member of the Organization serve on a committee. Service on a committee shall be without compensation.

D. Committee chairs shall determine their own meeting schedule, if any. Meetings may occur in person or by telephone conference, video conference, or other similar communications equipment as long as all persons participating in the meeting can hear each other at the same time. During meetings, the committee chair shall have the power and responsibility to determine the rules of procedure during the meeting.

E. Any committee established pursuant to this Section shall provide regular reports of its activities to the Board of Directors. The President shall be an *ex officio* member of any committee established pursuant to this Section.

SECTION 8: Removal

A. Any member of the Board of Directors, including the President, may be removed by at least two-thirds vote of the Board of Directors and for good cause only. Such a vote shall follow the Conflicts Policy pursuant to Article V, Section 5. Good cause includes, but is not limited to, failure to regularly attend meetings of the Board of Directors. Such a removal shall create a vacancy which may be filled by following the procedure specified in Article V, Section 9. Persons who are removed from the Board of Directors shall remain active members of the Organization unless membership is severed pursuant to Article III, Section 7.

B. Before a valid removal vote pursuant to Paragraph A of this Section may be taken, the member shall receive at least two weeks written notice of such a proposed action and shall have an opportunity to address the Board of Directors, in writing or during a meeting of the Board of Directors. If such a member is incapacitated, then this Paragraph shall not apply.

SECTION 9: Vacancies

A. A vacancy on the Board of Directors shall exist when a member of the Board of Directors voluntarily resigns in writing, is removed pursuant to Article V, Section 8, or has their membership severed pursuant to Article III, Section 7.

B. Only for the position of President should it become vacant, the Vice President shall automatically become President and a vacancy shall be created for the position of Vice President.

C. Except for a vacancy in the position of President, if the predecessor creating the vacancy started that position's term as the result of a contested membership vote pursuant to Article III, Section 4, then the Board of Directors shall first offer to fill the vacancy with the runner-up of that membership vote. If more than two people sought the position during a membership vote and the runner-up declined to fill the vacancy, then the candidate with the next amount of votes shall be offered the position, so on and so forth.

D. If the predecessor creating the vacancy started that position's term as the result of a non-contested membership vote or the position could not be filled following the procedure detailed in Paragraph C of this Section, then the Board of Directors shall be free to select any active member to fill the vacancy.

E. Any successor chosen to fill a vacancy pursuant to this Section shall be appointed to fill the remainder of the term left vacant by that position's predecessor. The Board of Directors may, within its discretion, fill a vacant, non-contested at-large Director position for a term ending one year shorter when doing so will stagger the term end-dates of at-large Directors.

F. In the event the Secretary or Treasurer position becomes vacant while the other position is filled, the position that is filled will automatically be converted to an interim Executive Officer position until such vacancy is filled. An interim Executive Officer shall have all the power and responsibilities associated with the position of Executive Officer.

ARTICLE VI OFFICERS

SECTION 1: President

A. The President shall be the chief executive officer of the Organization, and shall have final responsibility for and the power to effectuate:

1. the regular and day-to-day management of the business of the Organization;
2. the meetings of the Organization and Board of Directors, including the Annual Meeting;
3. speaking and appearing on behalf of the Organization in furtherance of its Mission, when and wherever practicable;
4. publication of the Organization's Annual Report to its members as described by Article VII, Section 3;
5. the fulfillment of duties of other Officers should those positions become vacant;
6. seeing that all decisions and actions of the Board of Directors or membership votes are carried out; and
7. performing any other duties prescribed by these Bylaws.

B. The President shall have the ability to exercise the usual executive powers pertaining to a chief executive officer. The President shall generally have the power to act on behalf of the Organization unless restricted by the terms of these Bylaws.

C. The President may, from time to time, delegate tasks to other members of the Board of Directors provided the President remains responsible for such delegation.

SECTION 2: Vice President

A. The Vice President shall be an executive officer of the Organization, and shall have responsibility for and the power to effectuate:

1. assisting the President with the regular and day-to-day management of the business of the Organization;
2. assisting the President with seeing that all decisions and actions of the Board of Directors or membership votes are carried out; and
3. performing any other duties prescribed by these Bylaws.

B. In the absence of the President or under a direct delegation from the President, the Vice President shall exercise the powers, duties, and obligations of the President. Should the position of President become vacant, the Vice President shall automatically become President.

SECTION 3: Secretary

A. The Secretary shall be an executive officer of the Organization, and shall have responsibility for and the power to effectuate:

1. assisting the President and Vice President with the general management of the business of the Organization;
2. the maintenance of records related to the governance of the Organization, such as these Bylaws and Certificate of Incorporation;
3. the maintenance of records for meetings of the Board of Directors;
4. the maintenance of records for Organizational meetings pursuant to Article IV;
5. the maintenance of membership records and active membership statuses;
6. the maintenance of records for membership votes conducted pursuant to Article III, Section 4;
7. the oversight of Organizational communications to all active members;
8. the maintenance of all deeds, bonds, contracts, and other obligations or instruments of the Organization;
9. acting as a clerk of the Organization in any other situation deemed appropriate by the Secretary, President, or Board of Directors;
10. the responsibilities and powers associated with the position of Executive Officer pursuant to Article V, Section 9, Paragraph F; and
11. any other tasks as may be assigned by the President, the Board of Directors, or these Bylaws.

SECTION 4: Treasurer

A. The Treasurer shall be an executive officer of the Organization, and shall have responsibility for and the power to effectuate:

1. assisting the President and Vice President with the general management of the business of the Organization;
2. the care and custody of all funds and investments of the Organization;
3. the maintenance of records for full and accurate accounts of receipts and disbursements of the Organization;
4. the collection of all funds due the Organization and disbursement of funds as required to meet the obligations of the Organization;
5. providing the President and Board of Directors with regular accounting of all transactions of the Organization and the general financial condition of the Organization as requested, but at least once per term;
6. overseeing any accountant acting on behalf of the Organization, unless otherwise directed by the President who shall assume such responsibility;
7. the responsibilities and powers associated with the position of Executive Officer pursuant to Article V, Section 9, Paragraph F; and
8. any other tasks as may be assigned by the President, the Board of Directors, or these Bylaws.

SECTION 5: Executive Officer

A. The Executive Officer shall be an executive officer of the Organization, and shall have responsibility for and the power to effectuate:

1. all powers and responsibilities associated with the position of Secretary pursuant to Article VI, Section 3; and
2. all powers and responsibilities associated with the position of Treasurer pursuant to Article VI, Section 4.

ARTICLE VII ADMINISTRATIVE & FINANCIAL PROVISIONS

SECTION 1: Liability & Indemnification

A. The members, Officers, and/or other Directors of the Organization shall not be personally liable for the debts, liabilities, or obligations of the Organization.

B. The Organization, subject to Paragraphs C and D of this Section, shall indemnify, defend, and hold harmless to the fullest extent authorized or permitted by law any Qualified Person as defined by this Paragraph for any debts, liabilities, reasonable attorneys fees, or reasonable foreseeable obligation arising out of or related to the good faith efforts, reasonable, and/or non-negligent performance of such member's or agent's duties to the Organization, unless such person had reasonable cause to know such conduct was unlawful, inappropriate, and/or otherwise not in alignment with the tenants, these Bylaws, amendments, customs, practices, membership/staff goodwill, or other priorities of this Organization. A Qualified Person for purposes of this Paragraph shall be: (1) members of the Board of Directors, (2) members of a committee acting with granted authority pursuant to Article V, and (3) any other person acting as agent of the Organization with written authority from either the President or Board of Directors. Such obligations extend to any actual or threatened action, whether civil, criminal, administrative, or investigative. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of guilty or *nolo contendere* or its equivalent, shall not, by itself, create a presumption that such person did not act in good faith or with awareness that their conduct was unlawful. Such rights to indemnification shall continue to any person who has ceased to be a member or agent, and shall pass to any heirs, executors, or administrators of such a person.

C. The Board of Directors may, in its discretion, decline indemnification as outlined in Paragraph B of this Section if it determines indemnification is contrary to the Organization's Mission or these Bylaws. The Board of Directors may seek independent legal counsel for guidance.

D. The Organization may only indemnify any actual or threatened action if the target of such an action or threatened action provides notice to the Organization as soon as practicable, but no later than 30 days after actually learning about such an action or reasonably should have known about such an action, whichever is sooner. The Organization may terminate indemnification at any point should an irreconcilable, material conflict arise between the Organization and indemnified and such termination is in the best interest of the Organization, as determined by the Board of Directors.

E. The Board of Directors shall be empowered, in its discretion, to purchase and maintain:

1. general liability insurance;
2. Directors and Officers' liability insurance;
3. insurance to effectuate the terms of this Section; and/or
4. any other insurance the Organization determines it should or must acquire.

SECTION 2: Fiscal Responsibilities

A. The Fiscal Year of the Organization shall be from January 1 to December 31 each calendar year.

B. The Organization shall not make a loan or provide financial credit to any member, Officer, or Director.

C. No debts shall be incurred by or on behalf of the Organization, no contracts shall be entered by or on behalf of the Organization and no funds shall be appropriated or disbursed by or on behalf of the Organization without prior approval of the Board of Directors. Any expenditures of the Organization in the amount of \$5,000 or more shall be signed by two persons on the Board of Directors, one of whom is the President. Notwithstanding the foregoing, the President or their designee may be authorized to spend Organization funds subject to spending limits and other such terms and limitations as are previously established by the Board of Directors.

D. Members of the Board of Directors shall not receive compensation for their services but, by approval of the Board of Directors, the Organization may reimburse any member for expenses effectuating the business of the Organization and previously authorized by the Board of Directors. Reimbursement of expenses shall be permitted only on reasonable terms consistently applied. No member of the Board of Directors may receive compensation from the Organization for any work done or services performed except as permitted by Article V, Section 5.

SECTION 3: Annual Report

A. The President shall prepare, in coordination with other members of the Board of Directors, and publicize to all active members an Annual Report consistent with the obligations detailed in this Section. The Annual Report shall be publicized near the conclusion of a President's term but no sooner than January 1 of the calendar year in which the term expires.

B. The Annual Report shall contain, at a minimum, the following information at appropriate detail:

1. a statement from the President on the state of affairs the Organization including:
 - a. advancements and accomplishments from the last fiscal year related to the Organization's Mission;
 - b. challenges and barriers that have emerged or continue to thwart advancement of the Organization's Mission as relevant during the last fiscal year;
 - c. recommendations for broadly advancing the Organization's Mission in the current fiscal year;
2. a statement from the Vice President on the state of affairs of the legal profession as related to the advancement of the LGBTQ+ community in New Jersey including:
 - a. any advancements or setbacks in the law or legal field as related to the Organization's Mission as relevant during the last fiscal year;
 - b. recommendations for advancing the Organization's Mission in the legal field in the current fiscal year;
3. a statement from the Treasurer or Executive Officer on the Organization's financial health including:
 - a. total assets and liabilities as of December 31 of the previous calendar year;

- b. the percentage and principal change in growth or decline of the Organization's total assets and liabilities as compared to the previous fiscal year;
 - c. the total revenue and expenses of the Organization between January 1 and December 31 of the previous calendar year;
 - d. the percentage and principal change in growth or decline of the Organization's total revenue and expenses between January 1 and December 31 of the previous calendar year as compared to the previous fiscal year;
 - e. recommendations for future fiscal growth;
- 4. a statement from the Secretary or Executive Officer on the Organization's membership numbers including:
 - a. the total number of active members of the Organization as of December 31 of the previous calendar year and corresponding breakdown of subtotals for each dues category as determined by the Board of Directors pursuant to Article III, Section 2;
 - b. the percentage and principal change in growth or decline of the total number of active members of the Organization as compared to the previous fiscal year and for each dues category subtotal as determined by the Board of Directors pursuant to Article III, Section 2;
 - c. recommendations for future membership growth;
- 5. a statement from the Law Student Liaison, if any, on the state of affairs for law students in New Jersey, including:
 - a. accomplishments of LGBTQ+ student organizations in New Jersey law schools from the last fiscal year;
 - b. challenges and barriers that have emerged or continue to thwart the advancement of LGBTQ+ law students as relevant during the last fiscal year; and
- 6. any other information or reports deemed appropriate by the President.

SECTION 4: Miscellaneous

A. Members shall have no rights or interests in or to the property or assets of the Organization solely by reason of their status as members. In the event that the Organization is liquidated, dissolved, or ceases to actively carry on its business, all of the remaining property and assets of the Organization after necessary expenses thereof shall be distributed to such an organization as shall qualify under Section 501(c)(3) of the Internal Revenue Code, as amended, that is consistent with this Organization's Mission.

B. The membership list of this Organization shall be kept confidential to non-members to the extent practical and shall not be loaned, sold, traded, or otherwise made available to any organization or individual for any purpose unless proper to carry out business on behalf of the Organization. The Board of Directors is authorized to maintain a separate list of members who have indicated a willingness to be on such a list, which may be used as authorized by the Board of Directors.

C. Passwords, account numbers, and other similar proprietary information shall be kept confidential except from any person currently on the Board of Directors. Persons who previously served on the Board of Directors and who no longer serve in any position on the Board of Directors shall maintain a responsibility to keep confidential any proprietary information learned when previously on the Board of Directors. By service on the Board of Directors, such members agree to this Paragraph.

D. All members of the Board of Directors whose terms are expiring and whose positions will be filled by another member of the Organization shall have a responsibility to facilitate the transition between persons holding such a position.

E. The submission of an amicus brief or commentary on proposed rulemaking on behalf of the Organization shall not be submitted without the President's approval. A President's decision not to file an amicus brief or commentary on proposed rulemaking may be overridden by the Board of Directors.

ARTICLE VIII BYLAWS

SECTION 1: Effect of Bylaws

A. These Bylaws shall govern and override all decision-making on behalf of the Organization. If any part of these Bylaws should be found to be invalid or ineffective as the result of any proceeding, the validity and effect of the remaining provisions of the Bylaws shall not be affected.

B. These Bylaws shall be interpreted in line with the Mission of the Organization.

SECTION 2: Amendments

A. These Bylaws may be amended pursuant to procedures detailed in Article III, Section 4. Any proposal to amend the Bylaws must include:

1. the exact track-changes to be made to the Bylaws; and
2. a summary of the changes proposed by the amendments, four sentences maximum.

B. Upon approval, the Secretary shall update the title page of the Bylaws reflecting the new date upon which the Bylaws was last adopted, which shall be the day voting concluded that resulted in the approved Bylaws amendment. Additionally, the Secretary shall update the "Amendment History" section of the Bylaws contained at the end of the document. The Amendment History shall indicate the date of adoption for the amendment and include the summary of amendments as used to satisfy the requirement contained in Paragraph A(2) of this Section. The Secretary may make any other non-substantive, formatting edits to the Bylaws as necessary after an amendment.

C. After completing the requirements of Paragraph B of this Section, the Secretary shall within a reasonable time publicly post the amended Bylaws to the Organization's website and electronically communicate the amended Bylaws to all active members.

ARTICLE IX CERTIFICATION

Derek J. Demeri, being the inaugural President of Q Law NJ, Inc. and on the Organization's inaugural Board of Directors, hereby certifies that the foregoing Bylaws were first adopted by unanimous vote of those present by the Board of Directors on September 22, 2025.

/s/ Derek J. Demeri

Derek J. Demeri, Esq.

Inaugural President of Q Law NJ, Inc.

Amendment History

- September 22, 2025: First adoption of Bylaws.