



## **CAMDEN COUNTY BAR ASSOCIATION REVISED CONSTITUTION AND BYLAWS, AS AMENDED JANUARY 2024**

### **ARTICLE I NAME AND MISSION STATEMENT**

The name and mission of this Association as stated in these Articles of Incorporation are:

The name assumed and adopted by this Association to be used in its dealings and business is the “Camden County Bar Association.” The mission for which this Association is formed is to maintain the honor and dignity of the legal profession; to cultivate social relations among its members; to promote and encourage the study of the law; to promote better relations and understanding of the law by and with the public; the due administration of justice and, where appropriate, reformation of the law; to liaise and cooperate with the judiciary toward the fair and efficient operation of the courts, mindful of the primary right of equal justice to all; and to support and augment the efforts of the Camden County Bar Foundation to advance charitable activities to benefit our local, state or national communities.

#### **Equal Opportunity and Non-Discrimination**

The Association is an equal opportunity employer and shall not tolerate discrimination by its Trustees or employees in any form whatsoever, in accordance with all applicable federal and state statutes and laws.

### **ARTICLE II MEMBERSHIP & TERMINATION OF MEMBERSHIP**

The Association shall consist of five (5) classes of members, and the mention of gender anywhere in these Bylaws shall be interpreted to refer to male or female, as appropriate: Regular, Affiliated, Student, Faculty, and Public Sector. The Board of Trustees may create classes of non-voting membership and shall establish procedures for the application and admittance to all classes of membership. An eligible voting member is defined herein as a “Regular Member” whose dues are paid in full for the fiscal year in which the election or vote is being held, and who has retained the qualifications of a “Regular Member” as set forth in Article II, Section 1 of these Bylaws in accordance with voting and/or election procedures set forth in these Bylaws.

#### **Regular Members**

1. Any member of the New Jersey Bar in good standing, and in good standing in all jurisdictions of licensure, upon timely payment of the annual membership dues and a commitment to comply with the Association’s Bylaws, upon approval by the Board of Trustees shall be eligible for regular membership and shall continue to be a regular member in good standing upon payment of required dues. Regular members have the right to participate in and vote at the annual meeting of this Association.

### **Affiliated Members**

2. The Board of Trustees may from time to time admit to membership as Affiliated Members, without right to vote at the annual meeting, individuals engaged in paralegal activity, court appointed personnel, and other individuals whose daily and principal activity is with the Courts and administration of justice.

### **Student Members**

3. Any law student affiliated with an accredited law school or law school graduate who has not yet been admitted to the Bar of any State may, upon approval by the Board of Trustees, be admitted as a Student Member of the Association, without right to vote at the annual meeting. After admission to the New Jersey Bar, or a Bar of any State (if applicable), the Student Member may, upon commitment to comply with the Association's Bylaws, become a Regular member of the Association without payment of dues until the expiration of the calendar year of his or her admission to the Bar of New Jersey.

### **Faculty Members**

4. Full-time faculty members of any accredited law school may, upon written application, be admitted as Faculty Member of this Association without right to vote at the annual meeting, during such period of time that such applicants are faculty members of such law school.

### **Public Sector Members**

5. Any attorney who is employed by an agency of the State of New Jersey, federal, or local government, or employed by a legal services corporation, may be admitted as a Public Sector member of this Association with the right to vote at the annual meeting. (This category is intended for staff members of the Prosecutor's Office – both state and federal, the Public Defender's Office – both state and federal, members of the Attorney General's Office, and South Jersey Legal Services, Inc.).

### **Inactive Members**

6. The Board of Trustees may from time to time, upon written application, convert the membership of any member who, for good cause, seeks to become an inactive member of the Association without the right to vote at the annual meeting.

### **Fees and Dues of Members**

7. (a) The annual dues for all types of memberships, as fixed by the Board of Trustees, shall be payable in advance and in such amounts and installments as the Board of Trustees shall schedule at a meeting held no later than April of each year. The fiscal year of the Association shall commence June 1st of each year.

(b) The Board of Trustees annually may adjust the dues based upon the length of time of admission to the Bar.

(1) Members on active military service shall be exempt from payment of dues during such period of active military service.

(2) Student Members shall be exempt from the payment of dues during the period of time that they qualify as Student Members of this Association.

- (3) Inactive Members shall pay one-half of the Regular Member dues rate during the period of time that they continue as Inactive Members of this Association.

(c) Members of this Association who become medically unable to practice law on a full-time basis shall, upon written request and approval by the Board of Trustees, be exempt from payment of dues during such period of time. This status shall be reviewed by the Board of Trustees during the annual meeting to review membership dues.

#### **Non-payment of Dues**

8. If any member of the Association is in default in the payment of dues, for more than ninety (90) days after the deadline for payment of such dues, all rights and benefits of membership shall be suspended. If the annual dues are not paid in full by December 1 for that membership year, the Board of Trustees may vote to remove that individual from membership in the Association, subject to reinstatement only upon written application for membership and full payment of accrued dues.

#### **Misconduct of Members**

9. The Board of Trustees may vote to suspend, censure or expel a member of this Association as the result of unethical conduct or misconduct in his/her relations to this Association or in his/her profession, or by virtue of being disbarred or suspended from the practice of law by the Supreme Court of any jurisdiction in which he/she is admitted to practice law. If an instance of unprofessional conduct is reported to the Association, or if the Association becomes aware of such conduct, the Board shall refer the matter to the Professionalism Committee of the Association to give consideration to the allegations and make recommendations to the Board of Trustees as appropriate. The Professionalism Committee is charged with the ability to determine whether conduct is unprofessional and can be addressed by the Committee, or whether it is unethical, which it would not have the authority to address.

### **ARTICLE III OFFICERS**

1. The Officers of the Association shall consist of a President, a President-elect, a Vice President, a Treasurer, a Secretary, and the Immediate Past President. The Trustees of the Association shall consist of sixteen (16) Trustees, five of such Trustees to be elected annually for a term of three (3) years each, one of whom shall be a representative of the Young Lawyers Division, all of whom shall be active members of the Association. The Association's Board of Trustees shall consist of the Officers and Trustees.
2. The President, President-elect, Vice President, Treasurer, and Secretary shall be the Executive Committee.
3. All Officers, except Trustees, shall be elected for a term of one (1) year and until in each case his successor is elected; provided, however, the President-elect shall assume the office of President upon termination of the term of office of the President. Trustees shall be elected for a term of three (3) years or, if their term has been completed, until their successors have been elected. No Trustee shall be eligible to serve more than two (2) consecutive 3-year terms. This restriction shall not apply to a member appointed to fill the remaining term of a departing Trustee if that time of service precedes the first 3-year term. Any member who served as a Trustee and became ineligible to continue because of

term limitations must wait one (1) year before becoming eligible to again become a Trustee.

#### **Election of Officers – Nominating Committee**

4. (a) The Officers and Trustees of this Association shall be elected on an annual basis by process to be completed not later than May 1 of each calendar year. The Board of Trustees shall determine the time, place and voting method (including but not limited to in-person, mail-in and/or e-mail or any other such method that ensures a fair electoral process) that shall be employed for the annual election of Officers and Trustees.

(b) The President, not later than one hundred fifty (150) days before the scheduled election, shall designate the immediate five (5) past Presidents who are members of the Association, the incumbent President and the incumbent President-elect and the incumbent Vice President and the incumbent Treasurer as the Nominating Committee, who shall present to the Board of Trustees within sixty (60) days of such designation a list of members nominated for offices to be filled at the annual election.

(c) No less than eighty-five (85) days prior to the scheduled election, the President shall notify the voting membership of those individuals nominated for office in the Association. Additional nominations may be made by petition for Secretary and any unexpired officer position except President. Such nomination must be made in writing signed by eighty-five (85) regular members in good standing, not less than sixty (60) days before any scheduled election designating therein the office for which the nomination is made and the written consent of such person to serve if so elected on such nomination petition.

(d) The nomination by the Nominating Committee and any names properly submitted by the members prior to the scheduled election shall then be published in the publication of the Camden County Bar Association, presently known as *The Barrister*, or any successor, at least fifty-three (53) days before the date of the election. No nominations can be made less than sixty (60) days prior to a scheduled election except to fill a vacancy by death or refusal to accept a nomination, and then only if such vacancy leaves no one in nomination for the office under consideration.

(e) All elections shall be by ballot, either in writing or electronically as the Board of Trustees shall determine, and the nominee for each office who receives the majority of votes cast shall be elected to that office.

(f) The Association's roll of active members in good standing shall be evidence of the right to vote in such election and, in case of a contested election, three (3) tellers, and if necessary, a chairperson and secretary shall be appointed by the President as the presiding officers and the chairperson shall supervise the election. A "teller" is a person who counts votes in an election, vote, referendum or poll. In the event that no nominations by petition are received and the nomination submitted by the Nominating Committee is uncontested then no election shall be required.

(g) In computing any period of time, the last day of the period so computed is to be included, unless it is a Saturday, Sunday, or legal holiday, in which event the period runs until the end of the next day which is neither a Saturday, Sunday, nor legal holiday.

### **Young Lawyers Trustee – Nominating Committee**

5. (a) The Young Lawyers Committee shall be represented on Association Board of Trustees by a Young Lawyer Trustee. A Young Lawyer for purposes of this position shall be an Association member who is a member of the New Jersey Bar who either is 35 years old or younger or has been a member of the New Jersey Bar for less than five (5) years. To select the Young Lawyer Trustee, the President shall at least one hundred fifty (150) days before a scheduled election appoint a Young Lawyer Trustee Nominating Committee, comprised of not more than five (5) members who are on the Association's Young Lawyer Committee, which will be responsible for nominating and submitting to the Board of Trustees a member of the Young Lawyer Committee to serve as the Young Lawyer Trustee. The nomination shall be made within sixty (60) days of the establishment of the Nominating Committee. Unless the Board of Trustees decides differently, the member nominated by the Young Lawyers Trustee Nominating Committee will be selected and will serve a term of one (1) year and will enjoy all rights, privileges, and benefits of a regular member during that term. Notwithstanding this provision for selecting a member to serve as the Young Lawyers Trustee, the Association's regular Nominating Committee is not precluded from nominating a member who otherwise may qualify as a Young Lawyer for a full three (3) year term as a regular member of the Board of Trustees.
- (b) The Young Lawyer Trustee Nominating Committee shall also be responsible for nominating a Deputy Young Lawyer Trustee who shall meet the same requirements as the person nominated to be the Young Lawyer Trustee and shall have demonstrated his/her interest in and intention to serve as the Young Lawyer Trustee during the following administrative term. The Deputy Young Lawyer Trustee shall be responsible for assisting the Young Lawyer Trustee with any responsibilities he/she may be assigned, such as with the programming and charitable works of the Young Lawyers Committee. The Deputy Young Lawyer Trustee shall be eligible to attend all meetings of the Board of Trustees but shall not have a vote at such meetings. Additionally, the Deputy Young Lawyer Trustee shall serve as the Young Lawyer Division Trustee on the Board of the Camden County Bar Foundation for a term of one (1) year, and shall enjoy all of the rights and responsibilities provided for by the Foundation's Bylaws.
- (c) At the completion of the Young Lawyer Trustee's term, the Deputy Young Lawyer Trustee shall ascend to, and be installed as, the Young Lawyer Trustee for the next administrative term.
- (d) If the Deputy Young Lawyer Trustee is willing and able to serve as the Young Lawyer Trustee the year following his/her selection, the Young Lawyers Trustee Nominating Committee will not be required to nominate and submit to the Board of Trustees someone to serve in that capacity, but rather will be responsible for nominating a Deputy Young Lawyer for the Board's approval as set forth above. However, should the Deputy Young Lawyer Trustee be unwilling or unable to assume the role of Young Lawyer Trustee, the process set out in 5(a) shall take place for the selection of the Young Lawyer Trustee.
- (e) Further and pursuant to 5(a) above, the same Committee assigned by the President to nominate a Young Lawyer Trustee shall also nominate a Deputy Young Lawyer Trustee, where applicable, who shall meet the same qualifications of the Young Lawyer Trustee,

and who shall have demonstrated his/her interest and intention to serve as the Young Lawyer Trustee during the following administrative term.

- (1) The Deputy Young Lawyer Trustee shall be tasked with assisting the Young Lawyer Trustee with the programming and charitable works of the Young Lawyers Committee.
- (2) The Deputy Young Lawyer Trustee shall be invited to attend all meetings of the Board of Trustees which the Young Lawyer Trustee is invited to but shall not have a vote at such meetings.

(f) At the end of the Young Lawyer Trustee's term, the Deputy Young Lawyer Trustee shall ascend to, and be installed as, the Young Lawyer Trustee for the next administrative term.

#### **Nominations for Association's New Jersey State Bar Trustee**

6. Within 5 business days after receiving notice from the New Jersey State Bar Association that it is seeking the nomination of interested individuals to serve as the Camden County Bar Association's representative on the State Bar Association, a notice will be placed in the publication of the Camden County Bar Association, presently known as *The Barrister*, or any successor, advising its members of the forthcoming election by the New Jersey State Bar Association and directing that interested nominees for the office submit a letter addressed to the Executive Director of the Camden County Bar Association, by a date certain, signifying their interest in becoming a Camden County Trustee to the New Jersey State Bar Association. Each interested nominee's letter should describe their qualification to serve in that office, together with a recent *curriculum vitae*. The Trustee for the County of Camden shall, by virtue of his office, be a voting member of the Board of Trustees of this Bar Association and shall serve a two (2) year term.

In addition, the Board of Trustees and Officers of the Association may, within the aforesaid time frame, submit the name of one or more Association members for consideration to be placed in nomination for selection by the New Jersey State Bar Association.

Following the aforesaid, the names of the foregoing persons, if five (5) or less in number, shall be voted upon by the Officers and Board of Trustees at a monthly meeting held as soon as practicable prior to the State Bar selection, with the designee to be the person with the highest number of votes.

#### **Board of Trustees**

7. The Trustees, together with the President, President-Elect, Vice President, Treasurer, and Secretary shall constitute a Board to be called the Board of Trustees. The President of the Association shall be Chairman of the Board and Secretary of the Association shall be Secretary of the Board.

An Officer or Trustee may be removed from his/her position for cause, including but not limited to the failure to attend three (3) consecutive Board meetings in any twelve-month period. The person whose removal is under consideration shall be afforded the opportunity to defend the proposed action in a hearing before the Officers and Board of Trustees for which a minimum of fourteen (14) days' notice is given in writing by mail or electronic communication to both the person for whom removal is being considered and the members of

the Association. After the hearing is held, The Board of Trustees shall issue a report of its decision which shall be communicated to the Officer or Trustee whose removal was at issue and to the members of the Association.

If an Officer or Board member misses two (2) meetings in any twelve-month period, the Association Secretary shall notify that person of this Bylaws provision to alert him/her to the potential grounds for removal on that basis.

8. In the event of a vacancy in the office of the President, the President-Elect shall act as President, and in the event of the vacancy of the President-Elect acting as President, the Vice President shall act until the next annual election. In the event of a vacancy in any other office or on the Board of Trustees, the President shall make an appointment, and the person appointed shall hold office until the next annual election, at which time, in the case of a Trustee, a new Trustee shall be elected for the unexpired term of the Trustee whose office shall have become vacant.

### **Indemnification**

9. The Association shall indemnify, in the manner and to the fullest extent permitted by the New Jersey Nonprofit Corporation Act, *N.J.S.A. §15A:1-1, et seq.*, as amended, and as the same may time to time be amended, any “corporate agent” of the Association (as such term is defined in *N.J.S.A. §15A:3-4 (1)* of the Act) who was or is a party to, or is threatened to be made a party to, or who appears as a witness in, any “proceeding” (as such term is defined in *N.J.S.A. §15A:3-4 (5)* of the Act), whether or not by or in the right of the Association, by reason of the fact that such person is or was a corporate agent of the Association.

Where required by law, the indemnification provided for herein shall be made only as authorized in the specific case upon a determination, in the manner provided by law, that indemnification of the corporate agent is proper in the circumstance. The Association shall, to the fullest extent permitted by law, purchase and maintain directors’ and officers’ liability insurance coverage for the benefit and protection of the Trustees of the Board as “corporate agents” (as such term is defined in *N.J.S.A. §15A:3-4 (1)* of the Act) of the Association.

To the fullest extent permitted by law, the indemnification provided herein shall include “expenses” and “liabilities” and, in the manner provided by law, any such expenses may be paid by the Association in advance of the final disposition of such proceeding. The indemnification provided herein shall not be deemed to limit the right of the Association to indemnify any such person for any such expenses and liabilities to the fullest extent permitted by law, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Association may be entitled under any agreement, vote of the Board, or otherwise, as to action in his or her official Board capacity.

### **Duties of Presiding Officer**

10. The President shall preside at all meetings of the Association, conduct the correspondence of the Association, and in his/her absence, or at his/her request, the President-Elect shall preside, and in his/her absence the Vice President shall preside.

### **Duties of Secretary**

11. The Secretary shall keep a record of the proceedings of all meetings, and all other matters of which a record shall be deemed advisable or be ordered by the Association or its Trustees. This officer shall notify the Officers and Members of their election or suspension, keep a roll

of the Members, and issue notices of all meetings. The Board of Trustees may appoint a sitting board member to serve as an Assistant Secretary.

#### **Duties of the Treasurer**

12. The Treasurer shall collect, and under the direction of the Board of Trustees disburse, all funds of the Association. He/she shall keep regular accounts, which shall be open at all times to the inspection of any active members and shall report to each regular meeting of the Association a summary statement of the financial condition of the Association. His/her accounts shall be audited annually by an accounting firm designated and authorized by the Board of Trustees for that purpose. The Board of Trustees may appoint a sitting board member to serve as an Assistant Treasurer. The Treasurer shall have the authority to approve and make expenditures on behalf of the Association consistent with the Association's annual budget or with the approval of the Board of Trustees, or in case of an emergency, not to exceed \$7,500. The Treasurer shall have such additional powers and duties as may be assigned by formal resolution of the Board of Trustees. The Treasurer in conjunction with the Executive Director shall ensure the Association complies with any errors and omission policy (or its equivalent).

#### **Duties of the Board of Trustees**

13. The Board of Trustees shall be the managing body of the Association and shall direct its affairs. The Board of Trustees shall have charge of the Association's funds and the appropriation thereof; shall make such regulations, not inconsistent with the Bylaws, as it deems necessary for the protection of the property of the Association and for the preservation of good order in the conduct of its affairs; shall keep a record of its proceedings and report monthly to the Association; and shall conduct all other affairs of the Association not otherwise provided for in the Bylaws, including and not by way of limitation, employment of an Executive Director, and fixing his/her duties and compensation.

#### **Duties of the Executive Director**

14. The Executive Director shall attend all meetings of the Board of Trustees and Executive Committee, perform such duties as may be assigned to him/her by the Officers and Board of Trustees, and may act in all respects, performing any act as necessary between meetings, provided such action shall be reported at the next regular meeting, which action shall be subject to review, approval, modification or repeal at such time. The Board of Trustees shall also authorize the publication, via electronic or otherwise, of a newsletter or other document devoted to the interests of the Association.

#### **Nominations for Association's Delegate to the American Bar Association House of Delegates**

15. Within 30 days prior to the selection to be held by the Association Board of Trustees to select a member of the Association to represent it in the American Bar Association House of Delegates, a notice will be placed in *The Barrister*, or any successor, advising members of the forthcoming selection and inviting any interested members who are also members in good standing of the American Bar Association to submit a letter addressed to the Association's Executive Director no later than the date specified in the notice of their interest in being selected for this position. The letter should explain why he or she is qualified to represent the Association and should include a recent *curriculum vitae*. The person who is ultimately selected shall be a non-voting member of the Association's Board of Trustees.



In addition to the aforesaid right of individuals to submit their name to the Board of Trustees, the individual members of the Board of Trustees of the Association may, within the aforesaid time frame, submit name(s) of members for consideration to be placed in nomination.

Once the time for nominations has expired, a vote by the Board of Trustees at the monthly meeting shall be held. The person receiving the most votes shall become the delegate submitted to the American Bar Association for selection.

#### **ARTICLE IV MEETINGS**

1. Regular meetings of the Association shall be held at the Association headquarters on the third Wednesday of each month at 4:00 p.m. or such other time as shall be designated by the Board of Trustees. Other times and places for regular meetings may be determined by the Board of Trustees.

A special meeting of the Board of Trustees may be called at any time by the President, and shall be called upon the written request of 25 Association members in good standing, which request shall recite in full the resolution to be voted upon, with a preamble stating the reason and need for same. It shall be permissible for a vote to be taken by mail or other such method, including electronic voting, as determined by the Board of Trustees. At least ten (10) days' notice of a special meeting shall be given to each Trustee by electronic mail, or by telephone, or otherwise, which notice shall be documented and confirmed, in such time and in such manner as to afford each Trustee adequate time to attend such meeting.

2. At any regular meeting called or scheduled under these Bylaws, ten (10) members of the total number of currently installed Trustees, in person or by proxy and having voting powers, shall constitute a quorum for the transaction of the business of the Association. The act of the Trustees present at a meeting at which a quorum is present shall be the act of the Board.

The Executive Director shall issue a complete list of Trustees members at each meeting for purposes of attendance and recording of any actions to be taken by vote of the Trustees entitled to vote.

3. Any one or more Trustees may participate in a meeting of the Board of Trustees, with the consent of all the Trustees of the Board present in person at such meeting, by means of a conference telephone, remote visual access, or similar communications equipment allowing all persons participating in the meeting to hear and/or see each other at the same time. Participation by such means shall constitute presence in person at the meeting.

4. Unless otherwise provide elsewhere in the Bylaws, every Trustee entitled to vote at a meeting of the Board, or to express consent without a meeting, may authorize another Trustee to act for the member by proxy at that meeting. Every proxy shall be executed in writing by the Trustee seeking the proxy. A proxy shall not be valid beyond the date of the meeting. A proxy is not transferrable. A copy of the writing authorizing the proxy shall be provided to the Secretary at each meeting.

#### **ARTICLE V COMMITTEES**

1. The President of the Association, upon his/her installation to office, shall have the power to appoint such Committees, with such powers and duties as he/she shall deem advisable, for a one-year term coinciding with the President's term of office.

2. The President shall have the power to appoint the members of the "Judicial and Prosecutorial Appointments Committee" in accordance with the rules for County Bar Judicial and Prosecutorial Appointments Committee as may from time to time be revised and promulgated by the New Jersey State Bar Association. The President shall annually designate a member of the Judicial and Prosecutorial Appointments Committee to serve as Chairperson for one year. In the event of a Committee vacancy, the President shall appoint an Association member to fill the vacancy for the remainder of that term. The President shall serve as a member of the Judicial and Prosecutorial Appointments Committee *ex-officio* with power to vote as such member.

## **ARTICLE VI AMENDMENT OF BYLAWS**

These Bylaws may be amended by a majority vote of Regular Members in good standing in attendance at any regular or special meeting of the Association called in accordance with Article IV of these Bylaws. Proposed amendments must be circulated to the entire membership not less than thirty (30) days prior to any such scheduled meeting. Upon compliance with the above provisions as to publication of any amendments to the Bylaws, it/they may be acted upon and adopted. Nothing in this Article shall prohibit the right of 15 Regular Members in good standing to together propose an amendment or amendments to these Bylaws which shall be voted upon consistent with the provisions of this Article. Nothing in this Article shall prohibit the right of the majority of the Officers propose an amendment or amendments to these Bylaws which shall be voted upon consistent with the provisions of this Article. Nothing in this Article shall prohibit the right of the majority of the Board of Trustees to propose an amendment or amendments to these Bylaws which shall be voted upon consistent with the provisions of this Article.

## **ARTICLE VII CONFLICT OF TRUSTEE OR OFFICER**

### **1. Voting by Trustee or Officer**

No Trustee or Officer shall vote on any matter which would involve a conflict of interest as hereinafter defined.

### **2. Definition of Conflict of Interest**

A Trustee or Officer shall be deemed to have a conflict of interest in any matter involving such individual's partner, business associate, immediate family member, or a facility or association in which such individual has any monetary interest. Determination of other cases of conflicts of interest shall be made by the Board.

### **3. Announcing Conflicts of Interest**

Whenever a Trustee or Officer has cause to believe that a matter to be voted upon would involve such Trustee or Officer in a conflict or possible conflict of interest, the Trustee or Officer shall announce the conflict of interest and shall abstain from voting such matter. The

question of whether an actual conflict exists shall be decided by a majority vote of the Trustees in which such individual having the conflict or possible conflict of interest is serving. Any other Trustee or Officer present who has already been disqualified from voting on the issue because of their own similar conflicts of interest shall be excluded from voting on the determination of the existence of any such conflict.

#### 4. Raising Conflicts of Interest

Any other person may raise a question of conflict of interest or possible conflict of interest with respect to any Trustee or Officer present.

Approved and adopted on January 21, 2024.