

**NEW JERSEY ASSOCIATION OF OSTEOPATHIC PHYSICIANS AND SURGEONS
BYLAWS**

As Amended October 25, 2009

ARTICLE I -- NAME

The name of this Association shall be the NEW JERSEY ASSOCIATION OF OSTEOPATHIC PHYSICIANS AND SURGEONS

ARTICLE II -- OBJECTS

The objects of this Association shall be to promote public health, to encourage scientific research, to support high standards of osteopathic education, to unite the profession for the maintenance of high standards of practice and to cooperate with the American Osteopathic Association.

ARTICLE III -- CORPORATION

This Association shall function as a not-for-profits corporation organized under the laws of New Jersey and no funds shall be distributed from the treasury by loan, gift or other distribution for the benefit of any individual member.

ARTICLE IV-- MEMBERSHIP

SECTION 1 -- QUALIFICATIONS

- A. Applicants for membership, except Honorary, shall be graduates of a college of Osteopathic Medicine approved by the American Osteopathic Association at the time of their graduation and shall be licensed to practice medicine and surgery in the State of New Jersey. They shall be of good moral character and shall agree to conform to the Code of Ethics of the American Osteopathic Association (AOA).
- B. Application shall be made upon the prescribed form, and shall be accompanied by the application fee and dues as required by the Bylaws.
- C. The office address of a member shall be considered the official address in both the Association and District Society, unless the member requests the use of their residence as the official address.
- D. Application Processing
 - 1. The name of each applicant shall be published to the membership.
 - 2. If objection is filed with regard to any applicant within 30 days after publication, the Membership Committee shall make a full investigation and report to the Board of Directors.
 - 3. Applications which are complete in every detail, and on which no objection has been received from the membership, shall be referred to the Membership Committee for review and the granting of provisional approval, which action shall be reported to the Board of Directors at its next meeting.
 - 4. The Board of Directors shall make the final approval or rejection of all applications.
 - 5. Following final approval by the Board of Directors the Executive Director shall enroll the applicant, and notify the member and the secretary of the proper district society.

SECTION 2 -- MEMBERSHIP CLASSIFICATION

- A. An **Active Member** shall be licensed to practice medicine and surgery in the State of New Jersey and shall maintain greater than 50% of his/her practice in New Jersey.
- B. A **Life Member** shall be one who has reached 70 years of age and has been a member of this Association for 25 consecutive years immediately preceding application for Life membership.
- C. An **Honorary Member** shall be any individual recognized by this Association who has made a significant contribution to this Association, osteopathic medicine and health care in New Jersey or the nation. (See Section 3.).
- D. An **Associate Member** shall be either:
 - 1. An osteopathic physician who maintains greater than 50% of active practice in either another state, or the military and belongs to that divisional society, and resides or partially practices in the state of New Jersey, **OR**
 - 2. Any non-osteopathic physician who desires to affiliate with the Association in support of its objectives.
- E. A **Non-Resident member** shall be a member who maintains his entire practice in another state not contiguous to New Jersey and who is an active member of that state osteopathic association.
- F. A **Retired Member** shall be a member who has retired from all practice of medicine.
- G. **Interns/Resident Member** shall be an osteopathic college graduate who is a full time intern, resident or fellow in an accredited institution. This classification shall also include a member in a full time Preceptor Training Program.
- H. A **Student Member** shall be a person who is a student in an A.O.A. accredited college of osteopathic medicine. (See Section 4).

SECTION 3 -- HONORARY MEMBERSHIP

- A. A resolution proposing an individual for Honorary Membership in this Association shall be prepared and signed by at least ten active members in good standing and sent to the Executive Director. The resolution shall state the proposed candidate's name and contributions to the healing arts, public health, NJAOPS, the A.O.A., or to the osteopathic profession in general. The Executive Director shall publish the resolution prior to the next meeting of the House of Delegates for action at that time. A unanimous vote of the House members present and voting shall be required to elect a candidate to Honorary Membership.
- B. Honorary Members shall receive the Association Journal and Newsletter without charge. They shall not be eligible to vote, hold membership in the House of Delegates or the Board of Directors or to hold any elective office of the Association.

SECTION 4 -- STUDENT MEMBERSHIP

Student membership status may be granted to any student in an A.O.A. accredited college of osteopathic medicine, upon endorsement of his

application by the president or dean of the college. Student members shall not be required to pay dues or assessments and shall receive the Journal of the Association without charge.

SECTION 5 -- PRIVILEGES AND DUTIES

- A. All members in good standing of this Association shall be admitted to all general sessions of the Board of Directors and the House of Delegates.
- B. All members regardless of membership classification shall be eligible for all membership benefit programs of this Association.
- C. Honorary, Honorary Lay, Associate, Non-Resident, Retired, Intern/Resident and Student members shall not be privileged to vote or hold office.
- D. All persons classified as members of this Association agree to comply with the Bylaws of this Association and the Code of Ethics of the American Osteopathic Association.
- E. No individual member of the NJAOPS shall publish or cause to be published any information, propaganda, or material that shall be detrimental to the best interest of the NJAOPS. Violations of this rule shall be considered unethical conduct and subject to investigation and action by the NJAOPS Committee on Ethics.
- F. No individual shall endorse any legislative proposition in the name of the Association nor permit the name of any officers, as such, to be used without first obtaining permission from the Board of Directors.

SECTION 6 -- IN GOOD STANDING

The phrase "in good standing" shall describe only those qualified active members whose dues, fees and assessments are fully paid or officially excused.

SECTION 7 -- DURATION OF MEMBERSHIP

- A. Membership shall continue during the existence of the Association unless terminated by the death of the member, written resignation or as hereinafter provided.
- B. Waiver of Dues: Members with specific reasons may submit a request to the Executive Director for a waiver of their dues for a specific period of time. The Executive Director shall refer such requests for action to the Board of Directors.
- C. Membership terminated for non-payment of dues and assessments:
 - 1. Any member failing to pay their dues or making specific arrangements by March 31, shall be notified at their last known address by the Executive Director, and if dues are not paid on or before April 30, such membership shall terminate automatically and the members so notified.
 - 2. Such former members at the discretion of and by the order of the Board of Directors, may be reinstated to membership by application accompanied by current year's dues and specific debts to the Association.
- D. Membership terminated for other causes:
 - 1. The membership of any person who shall cease to have the stated qualifications for membership may be terminated by the Board of Directors by a two-thirds vote of the voting members thereof at a regular meeting, or at a meeting called for that purpose.
 - 2. The membership of any person may be terminated for a breach of the Code of Ethics of the American Osteopathic Association in the manner stipulated in the document, "Procedures for Handling Ethics Problems," adopted by the House of Delegates on June 26, 1966.
 - 3. The membership of any member may be terminated for the non-payment of any benefit fee or premium contracted with the Association or for which Association membership is required to participate.
- E. The written resignation of any board member from this Association shall be effective upon acceptance by the Board of Directors.
- F. Any person whose membership in the Association has been terminated shall forfeit all interest in any funds or other properties belonging to the Association.

ARTICLE V -- FEES AND DUES

SECTION 1 -- APPLICATION FEE

- A. All applicants for membership shall pay an application fee as from time to time determined by the Board of Directors and approved by the House of Delegates.
- B. There shall be no application fee for those who apply for membership while a student, intern or resident.

SECTION 2 -- DUES

- A. The dues for all categories of memberships of this Association shall as from time to time be determined by the Board of Directors and approved by the House of Delegates, and shall become effective on January 1, following such approval.
- B. The schedule of dues for all categories of membership shall be distributed to the membership at least annually.
- C. All changes in dues must be approved by the House of Delegates.
- D. All dues are payable at the beginning of the calendar year, except in the initial year when dues shall accompany the membership applications.

SECTION 3 -- OSTEOPATHIC PROGRESS FUND

A sum of money, as from time to time determined by the House of Delegates, for each full paying active member's dues shall be designated for a voluntary contribution to either a school of osteopathic medicine designated by the member, or the New Jersey Osteopathic Education Foundation (NJOLF). If no such designation is made, said portion of the member's dues shall be transferred to the New Jersey Osteopathic Education Foundation.

ARTICLE VI -- DISTRICT SOCIETIES

SECTION 1 -- PURPOSE

District societies shall be organized throughout the state to provide adequate representation for the individual member by election of the proper number of delegates to the House of Delegates.

SECTION 2 -- ORGANIZATION

A district group desiring a Charter shall submit its request to the Board of Directors. Following authorization to form a District Society the group may organize as a division of this Association. The Constitution and Bylaws of the new society shall be submitted for approval by the House of Delegates before the District Society may be granted a Charter. At any time thereafter while said Charter is in force, this Association may request evidence from the District Society, that its Constitution, Bylaws, and policies conform to those of this Association. The District Society shall furnish such evidence to this Association.

SECTION 3 -- SPECIFIC GUIDELINE

- A. There shall be only one recognized District Society for each county.
- B. A District Society may include up to four counties, if requested by the members practicing in those counties.
- C. County Societies in existence at the time of the adoption of these Bylaws are hereby declared official District Societies.
- D. A District Society may be absorbed by an adjoining District Society by request of a majority of the members of each District Society.

SECTION 4 -- DISTRICT SOCIETY OFFICERS AND DELEGATES

- A. The officers, delegates and alternate delegates of each District Society shall be active members of this Association in good standing.
- B. Each District Society shall elect a delegate and an alternate delegate to the House of Delegates of the Association for a term of three years on the basis of one delegate for every ten members of NJAOPS. Each District Society with less than ten members of NJAOPS shall elect one delegate and one alternate delegate.
- C. An Active member of this Association may vote, or hold office in only the District Society that contains his official address as defined in Section 1., Paragraph C. In no case shall a person have the privilege of voting in any election or parliamentary procedure in more than one District Society.

SECTION 5 -- REPORTING REQUIREMENT

District Societies shall transmit to the Executive Director of this Association the names of the elected delegates and alternate delegates at least 60 days prior to the Annual Meeting of the House of Delegates.

SECTION 6 -- DELEGATE PROCEDURES

- A. In the event a delegate cannot attend a meeting an alternate delegate from the same District Society shall be seated for the period of such absence.
- B. In the event a delegate cannot complete the term of office, the alternate delegate shall fill the vacancy. If the alternate delegate cannot complete the term, then the House of Delegates shall declare a vacancy and notify the District Society to elect a delegate to fill the unexpired term. If the vacancy is not filled within 90 days, the House of Delegates shall fill the vacancy by electing a member from that District Society.

SECTION 7 -- NUMBER OF DELEGATES

The total number of members of this Association in good standing shall be computed by the Executive Director as of December 31 of each year. This number shall be used during the following year for determining the number of delegates to be elected by each District Society.

SECTION 8 -- DELEGATES TO THE HOUSE OF DELEGATES

- A. The Executive Director of this Association shall notify in January of each year those District Societies whose delegates and alternate delegates' terms of office will expire before the next annual meeting of the House of Delegates so that new elections may be held by the District Societies.
- B. Delegates and alternates shall be elected to three year terms of office. The schedule of election shall be staggered with District Societies electing as follows:
 - 1. Bergen/Passaic, Burlington, Middlesex, Ocean, Tri-County;
 - 2. Atlantic, Essex, Hunterdon, Somerset, Sussex, Union, Warren;
 - 3. Camden, Cape May, Hudson, Mercer, Monmouth and Morris.

ARTICLE VII -- HOUSE OF DELEGATES

SECTION 1 -- MEMBERS

The House of Delegates shall be composed of the delegates elected by the District Societies of this Association who shall have one vote each, and the elected officers of this Association who shall have voice but no vote. NJAOPS Officers may be elected by their District Societies as delegates.

SECTION 2 -- QUALIFICATIONS

- A. Delegates to the House of Delegates shall be active members in good standing of this Association.
- B. All officers of the House of Delegates shall be delegates at the time of their election.

SECTION 3 -- DUTIES

- A. The House of Delegates shall be the legislative and policy making body of this Association.
- B. The House of Delegates shall be responsible for the following:
 - 1. Election of Speaker, Assistant Speaker, Parliamentarian, and Sergeant-At-Arms.
 - 2. Adoption of the annual budget.

3. Election of officers and directors.
4. Election of AOA delegates and alternate delegates.
5. Amendment of the Bylaws.
6. Granting of District Society Charters.
7. Creation of other legislation and policy as deemed necessary for the good of the Association.

SECTION 4 -- SPEAKER

The Speaker shall preside over the House of Delegates and shall vote only in the event of a tie, and shall be conversant with the Bylaws, the Manual of Procedure, other rules and parliamentary authority adopted by this Association.

SECTION 5 -- ASSISTANT SPEAKER

The Assistant Speaker shall possess the same qualifications as the Speaker and shall be present at all meetings of the House of Delegates to preside in the absence or at the request of the Speaker.

SECTION 6 --PARLIAMENTARIAN

The Parliamentarian shall ensure that all proceedings are conducted in accordance with parliamentary procedures as specified in Article XV.

SECTION 7 -- SERGEANT-AT-ARMS

The Sergeant-At-Arms shall maintain order in all meetings of the House of Delegates and assure that only delegates, alternate delegates and authorized guests are present.

SECTION 8 – COMMITTEE ON CREDENTIALS

A. The Credentials Committee shall be responsible for seeing that all District Society delegates to the House of Delegates meet the NJAOPS requirements and are seated according to the rules and regulations established by the House. The Credentials Committee shall be responsible for the following duties at each House meeting:

1. Ask each delegate for his name and check it against the official roster.
2. Record on official roster each delegate's presence at each meeting.
3. Be certain that no more than the maximum number of delegates are seated from any one district society. If additional members come to observe, or if an alternate comes whose presence is not officially required, then these members shall sit at the back of the room and NOT with their delegation.
4. Utilize the services of the Sergeant-at-Arms when necessary.
5. When an alternate serves in the place of a delegate, indicate on the attendance roster for that meeting which delegate the alternate is replacing. This can be done by drawing a line from the alternate's name to the name of the delegate.
6. Names of delegates and alternates must be officially registered at the NJAOPS office at least 30 days prior to any House meeting. The Roster of Delegates is prepared from these names of delegates and alternates elected by the District Societies. NO NAMES MAY BE ADDED TO THE ROSTER ON THE DAY OF THE HOUSE MEETING.
7. All delegates seated must be given badges with the request to wear them during the meeting and return them to the desk when the meeting adjourns.

SECTION 9 -- MEETINGS

- A. **Scheduled Meetings:** The Annual Meeting of the House of Delegates shall be held in the spring. The semi-annual meeting of the House of Delegates shall be held in the fall.
- B. **Special Meetings** may be called by:
 1. The President
 2. 2/3 vote of the total voting members of the Board of Directors, or
 3. By a signed petition of twenty-five members in good standing of this Association provided at least ten days written notice shall be given to all delegates, stating the subjects to be considered.
- C. **Scheduling Procedures:**
 1. The schedule of meetings of the House of Delegates for the ensuing year shall be determined at the annual meeting.
 2. Notice of scheduled meetings of the House of Delegates shall be published at least 30 days prior to the day of each meeting.
- D. **Quorum:** A simple majority of the voting members of the House of Delegates shall constitute a quorum.

SECTION 10 -- VACANCIES IN OFFICE OF SPEAKER ASSISTANT SPEAKER, PARLIAMENTARIAN OR SERGEANT-AT-ARMS

Any vacancies in the office of Speaker, Assistant Speaker, Parliamentarian or Sergeant-At-Arms shall be filled by the House of Delegates before the start of any regular meeting and they are to serve until the next annual election.

SECTION 11 -- VACANCIES IN HOUSE MEMBERSHIP

- A. When a member of the House of Delegates fails to attend three consecutive meetings of the House of Delegates without proper cause, and fails to secure the attendance of an alternate delegate, then the office may be declared vacant by a majority vote of the House of Delegates.
- B. The vacancy shall be filled by a new representative from the respective District Society. If no new representative is appointed by the District Society or is not in attendance at the next House of Delegates meeting, a new representative from that District Society may be elected by a majority vote of the House of Delegates.
- C. The member of the House of Delegates shall be notified of suspension due to absence or the alternate delegate's absence at two consecutive meetings by the Executive Director based on the official record of attendance recorded by the Credentials Committee. In

addition, the President of the District Society, Speaker of the House of Delegates, and the President of this Association shall be notified of the forthcoming suspension.

ARTICLE VIII -- BOARD OF DIRECTORS

SECTION 1 -- MEMBERS

- A. The voting members of the Board of Directors shall be composed of the officers of the association and fourteen elected directors. Non-voting members of the Board shall include the Executive Director, *Journal* Editor, and Member of the Board of Medical Examiners.
 - 1. Nine Directors to be elected from the general membership.
 - 2. One Senior Director who shall be a Past President, at least five years removed from office.
 - 3. One Student Director selected by the House of Delegates.
 - 4. One Resident Director selected by the House of Delegates.
 - 5. The Dean of the University of Medicine and Dentistry–School of Osteopathic Medicine or his/her appointee.
 - 6. One University of Medicine and Dentistry–School of Osteopathic Medicine Faculty Director appointed by the institution and approved by the House of Delegates.
- B. Members of the Association in good standing may attend meetings of the Board of Directors and have voice, but no vote.
- C. Guests may be admitted to meetings of the Board of Directors upon approval of the President or 2/3 consent of the members thereof.

SECTION 2 -- QUALIFICATIONS

- A. Officers and directors shall be active members in good standing of this Association and of the American Osteopathic Association and their District Society for at least two years immediately preceding their election or appointment.
- B. The Senior Director shall be an active member who is also a Past President, at least five years removed from office.

SECTION 3 -- ELECTION PROCEDURE: DIRECTORS

- A. The Nominating Committee shall convene in accordance with these Bylaws to nominate members to be Directors of the Association.
- B. The report of the Nominating Committee shall be published annually to all members at least 30 days prior to the annual meeting of the House of Delegates.
- C. Not more than four of the twenty voting members of the Board of Directors may come from any one District Society.
- D. Elections shall be held at the annual meeting of the House of Delegates.
- E. At each annual meeting, three directors shall be elected from the general membership for a term of 3 years and may serve up to three consecutive, three-year terms.
- F. The Senior Director shall be elected annually to serve for one year.
- G. The Student and resident Directors shall be elected annually to serve for one year.

SECTION 4 -- DUTIES

- A. The Board of Directors shall meet at least four times annually in accordance with a schedule established at its first meeting following the annual convention, or on call of the President or a majority of the voting members of the Board and/or the House of Delegates.
- B. A majority of the voting members of the Board shall constitute a quorum.
- C. The Board of Directors shall be the Executive Body of this Association and shall manage its affairs in accordance with the Bylaws of this Association and the policies and directives of the House of Delegates.
- D. The Board of Directors shall assume the duties of the House of Delegates in the event a quorum is not present at any meeting of the House, in which case the Delegates present shall have voice but no vote.
- E. Written notice of meetings shall be mailed to all Board Members at least ten days prior to each meeting.

SECTION 5 -- TERMINATION AND FILLING VACANCIES

- A. When a member of the Board of Directors fails to attend two board meetings without proper cause or three Board meetings within a term year, then the office may be declared vacant by a majority vote of the Board of Directors.
- B. When a Board member resigns his/her position to advance to an officer's position or to leave the Board entirely prior to the end of his/her term, the position shall be considered vacant.
- C. The vacancy shall be filled by the Board until the next annual meeting of the House of Delegates, at which time the House shall fill the remainder of the unexpired term by majority vote.

SECTION 6 -- INDEMNIFICATION

- A. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a director, trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.
- B. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a director, trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director,

trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

- C. The extent that a director, trustee, officer, employee or agent of a Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) or (b), or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.
- D. Any indemnification under subsections (a) or (b) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, trustee, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in subsections (a) or (b). Such determination shall be made:
 - 1. By the Board of Directors by a majority vote of a quorum consisting of directors, trustees who were not parties to such action, suit or proceeding, or
 - 2. If such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors, trustees so directs, by independent, legal counsel in a written opinion, or
 - 3. By the House of Delegates.
- E. Expenses (including attorneys' fees) incurred by defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in subsection (d) upon receipt of an undertaking by or on behalf of the Board Member, trustee, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized in this section.
- F. The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law agreement, vote of House of Delegates or disinterested Board members, trustees or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Board member, trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.
- G. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Board member, trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Board member, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of the status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this section.

SECTION 7 -- EXECUTIVE AND FINANCE COMMITTEE

- A. The Executive and Finance Committee of the Board of Directors shall consist of the President, President-Elect, Vice-President, Secretary, Treasurer and Immediate Past President. The Executive Director, and Association Accountant shall participate in all meetings of the Executive and Finance Committee, but shall have no vote. Association general counsel shall participate when requested by the Board of Directors.
- B. Duties
The Executive and Finance Committee shall:
 - 1. Meet at least four times annually in accordance with a schedule of meetings which shall be established at its first meeting following the annual meeting of the House of Delegates or on call of the President. Written notice of meetings shall be mailed to all Committee members at least ten days prior to each meeting.
 - 2. Review the business and professional affairs of the Association and make recommendations to the Board of Directors and the House of Delegates regarding the conduct of Association activities.
 - 3. Conduct its activities in accordance with the Bylaws of the Association.

ARTICLE IX -- OFFICERS

SECTION 1 -- QUALIFICATIONS

The officers shall be active members in good standing of this Association, the American Osteopathic Association and their respective District Societies for at least two years immediately preceding their election.

SECTION 2 -- ELECTION PROCEDURE: OFFICERS

- A. The Nominating Committee shall convene in accordance with these Bylaws to nominate members to be officers of the Association.
- B. The report of the Nominating Committee shall be published annually to all members at least 30 days prior to the annual meeting of the House of Delegates.
- C. The election of officers shall take place at the annual meeting of the House of Delegates
- D. The President, President-Elect, Vice President, Secretary and Treasurer shall be elected for one year terms by the House of Delegates.

SECTION 3 -- DUTIES

- A. General Duties
 - 1. The officers of this Association shall conduct its activities in accordance with the Bylaws and shall perform such other duties as the Association may require of them.
- B. President:
 - 1. The President shall perform those duties which usually pertain to that office as well as those duties specified in the Constitution

and Bylaws.

2. The President shall be chairman of the Board of Directors.
 3. The President shall supervise the administrative operation of the Association performed by the Executive Director.
 4. The President shall automatically take office at the conclusion of the annual meeting following the annual meeting during which he was elected President-elect.
 5. The President shall function as the Chief Executive of the Association during his tenure of office. It is his duty to carry out either personally or through the elected officers and appointees, department directors and committee chairmen, the rules of the Association as expressed through the House of Delegates and the Board of Directors.
 6. The President shall appoint all committees except House committees and shall select the chairmen of departments and committees subject to approval by the Board of Directors.
 7. The President shall preside at all meetings of the Board of Directors and Executive Committee. In his absence, or at his request, the President-Elect shall preside in his place.
 8. Meeting of the Board of Directors shall be held quarterly as directed by the Bylaws or on the call of the President. An annual schedule of Board meetings shall be adopted at the first Board meeting of each administration. All meetings of the Executive Committee are subject to the call of the President or its own action in setting a regular time.
 9. Between sessions of the House, Board, or Executive Committee, the President is guided by actions by any of the aforementioned bodies. On matters which are not covered by enactment of the House, Board or Executive Committee, the President's order is final in all matters respecting the affairs of the Association, provided such order is not contrary to the determined policy of the Association, the Code of Ethics, the Bylaws, or the Rules of Parliamentary Procedure.
 10. The President shall examine the minutes of the Executive Committee, Board of Directors and the House of Delegates and outline the work program for the year from the enactments and adopted recommendations of these bodies.
 11. The President should have the sanction of the House of Delegates or the Board of Directors as to matters of policy; in case of emergency where the aforementioned bodies cannot be quickly reached, the President shall act according to his discretion in the best interests of the Association.
 12. The President, or anyone designated by him, shall give all information known by the Board of Directors concerning any item on the agenda of the House of Delegates before that item is discussed, but he shall not give any conclusions. The President shall be entitled to vote on any matter which is under consideration by the Board of Directors only in case of a tie.
 13. The President shall see that the work of departments, committees, and officers is outlined for the year, stating specific aims in writing, at the beginning of his incumbency. The President shall direct and coordinate through the Department Directors, the program of all committees including specific goals for the year which shall be stated in writing by all committees within 60 days of the annual meeting.
 14. The President shall coordinate the work of all officers.
 15. The President shall be a member, ex—officio, of all committees except the Nominating Committee.
 16. The President shall send copies of his important correspondence to the Executive Director and other interested parties. He shall make annual and interim reports with recommendations for future activities in the Association.
 17. The President shall communicate with the membership by appropriate means including email, whenever there is news to disseminate. This shall be done in cooperation with the Executive Director.
 18. The President may convene additional meetings of the Executive and Finance Committee via teleconference as may be deemed necessary.
 19. The President shall assume the duties of Speaker of the House in the absence of the Speaker and Assistant Speaker.
- C. President-Elect:
1. The President-Elect shall become acquainted with the duties of the President and the functions of the Association.
 2. The President-Elect shall assume the duties of the President in the event the President is absent or otherwise unable to perform the duties of his/her office.
 3. The President-Elect shall serve as the AROC Chairperson.
- D. Vice President:
1. The Vice President shall perform the duties of the President in the absence of both the President and President-Elect.
- E. Treasurer :
1. The Treasurer shall supervise all finances of the Association and the accounting system as administered by the Executive Director.
 2. The Treasurer shall ensure that adequate bonding of the Association staff is secured.
 3. The Treasurer shall arrange for an audit or review of the financial records annually and include the auditor's statement and the Treasurer's report to the Board of Directors and to the House of Delegates.
- F. Secretary:
1. The Secretary shall perform all functions of the office as specified in the parliamentary authority adopted by the Association except those specific duties delegated to other officers by the Bylaws.
 2. The Secretary shall act as clerk of the House of Delegates and of the Board of Directors, and shall provide within five days after each meeting, a legible copy of the minutes and all motions and resolutions for permanent file, to the Executive Director.

SECTION 4 -- TERMINATION

In the event any officer fails to perform the duties of the office as determined by a two-thirds vote of the voting members of the House of Delegates, the House shall declare the office vacant and elect a successor to serve until the next election.

SECTION 6 -- VACANCIES

If an office other than that of President or President-Elect shall become vacant mid-term, then that office and term shall be filled by presidential appointment from among the members of the Board to serve the remainder of that term.

ARTICLE X -- EXECUTIVE DIRECTOR

SECTION 1 -- GENERAL

The Executive Director shall serve as the Chief Operating Officer for the Association. Working in concert with the President, the Executive Director shall fully and faithfully perform all duties required by the officers, Board of Directors and other responsible parties of the Association consistent with the policies established by the Board of Directors and the House of Delegates.

SECTION 2 -- DUTIES

- A. The Executive Director shall be responsible for the daily operation of the Association and its affiliated organizations.
- B. Underscoring all of the duties of the Executive Director is the incumbent responsibility to report on all pertinent issues affecting the operation and management of the Association, in a timely manner to either the President, Board of Directors, or the House of Delegates, as appropriate.
- C. Specific responsibilities include, but are not limited to:
 1. Administration.
 - a. Personnel management, including the right to hire and fire staff.
 - b. Communications management, ensuring the proper and timely generation of all necessary correspondence and other forms of communications, and includes the maintenance of all necessary mailing lists.
 - c. Ensure arrangements for all meetings are properly made and that accurate minutes are recorded and prepared for distribution in a timely manner.
 - d. Maintenance of all Association records and files to include custody of the Seal, Charter, Articles of Incorporation and Bylaws.
 2. Financial Management.
 - a. The Executive Director is empowered to act independently in the execution of the Association's financial affairs so long as the approved budgetary limits and financial policies are not exceeded.
 - b. The Executive Director is empowered to implement emergency appropriations less than \$1000.00 relating to Association operations with the exception of the Association's property as discussed below. Notification to proper Association authority shall be made as soon as feasible.
 - c. In the event an emergency appropriation would be required for repair of the Association's property following unexpected failure or damage, the Executive Director is authorized to appropriate the required sum to make the necessary repairs in accordance with his/her best judgment. Notification to proper Association authority shall be made as soon as feasible.
 - d. All other aspects of financial management including:
 - (1) Preparation of the annual budget for presentation to the Executive & Finance Committee, Board of Directors and the House of Delegates.
 - (2) Monitoring of the Association's financial affairs including the collection and disbursement of funds, ensuring adherence to the approved budget and proper reporting of any significant deviations or untoward events.
 - (3) Ensuring that the Association and its assets are properly insured.
 - (4) Developing non-dues revenue programs.
 3. Management of the Association's Real Property.
 - a. The Executive Director shall serve as the Association's property manager. Subject to approval by the Board of Directors, he/she shall be responsible for the leasing of available office space in the Association's building and maintenance of the property. Long term maintenance shall be conducted in concert with the Long Range Planning Committee.
 4. Government Relations. The Executive Director shall:
 - a. Work with the Political Affairs Committee and the Association's Legislative Counsel to develop and implement the Association's legislative agenda.
 - b. Work with the Chairman of the Jersey Osteopathic Political Action Committee (JOPAC) or other Political Action Committee officially recognized by the Association to forward that organization's viability and activities.
 5. Public Relations and Communications
 - a. Serve as Executive editor of the Association's professional journal.
 - b. Publish newsletters as appropriate.
 - c. Promulgate mailings to the membership as required.
 - d. Develop and implement a public relations program to promote the objectives of the Association.
 6. Annual Convention
 - a. Serve as Convention Manager responsible for active management and supervision of the Association's annual convention.
 7. Association/Osteopathic Affairs. The Executive Director shall:
 - a. Act as liaison on behalf of NJAOPS with other statewide organizations and the AOA and other national organizations.
 - b. Provide direction and guidance to our affiliated county societies in carrying out their objectives.
 - c. In cooperation with the Membership Committee, maintain and build membership.
 8. New Jersey Osteopathic Education Foundation (NJOEF). The Executive Director shall serve as the Administrator for NJOEF and perform those duties as outlined in the NJOEF Agreement & Declaration of Trust. Specifically the Executive Director acting as NJOEF Administrator shall:
 - a. Act as liaison between the Chairman of the NJOEF Investment Committee and the Foundation's Financial Advisor. He/she shall monitor all NJOEF investments to ensure compliance with the Foundation's investment policy.

ARTICLE XI -- DEPARTMENTS AND COMMITTEES

SECTION 1 -- APPOINTMENTS

Appointment of Department Directors, Committee Chair-persons and committee members shall be made by the President. The President shall ensure that there is equitable representation from the District Societies on all committees. All appointments are subject to the approval of the Board of Directors at the first meeting following the Annual Meeting. All Department Directors shall be members of the Board of Directors.

SECTION 2 -- QUALIFICATIONS

Committee chairmen shall be members in good standing of this Association, the AOA and their respective District Society for at least two years immediately preceding their appointment. Committee members shall be members in good standing of this Association for at least one year preceding appointment.

SECTION 3 -- DUTIES

The duties of the Departments and Committees shall be outlined in the Manual of Procedure which shall be prepared by the Executive Director and shall be reviewed annually for revision. All departments and committees shall cooperate with their counterparts of the American Osteopathic Association.

SECTION 4 -- ORGANIZATION

- A. The committee activities of this Association shall be organized under three departments with an Association officer serving as director of each. The departments shall be (1) Department of Professional Affairs, (2) Department of Public Affairs and Communications and (3) Department of Organizational Affairs.
- B. The Nominating committee described under Section 8 below shall be a free standing permanent committee of this Association.
- C. The Atlantic Regional Osteopathic Committee (AROC), described under Section 9 below shall be a free standing permanent committee of this Association.
- D. Committees shall communicate on an annual basis to the Board of Directors regarding their activities.

SECTION 5 -- DEPARTMENT OF PROFESSIONAL AFFAIRS

The Director of the Department of Professional Affairs shall organize and supervise the work of the following committees and see that necessary meetings are held, programs are developed and reports prepared according to schedule.

- A. Ethics Committee shall consist of a chairman and 6 members.
 - 1. The Chairman of the Ethics committee shall be a member of the Board appointed by the president and shall serve a one year term.
 - 2. The six members of the Committee shall be elected by the House of Delegates. Two members shall be elected annually for three year terms.
 - 3. The Committee on Ethics shall have supervision over all matters relating to the Code of Ethics and shall act as arbitrator between an individual disagreement and/or misunderstanding and shall be charged with pursuing such matter to a satisfactory and reasonable conclusion. The Committee on Ethics shall also determine what ethics problems are prevalent in the State and prepare educational material for publication in the *NJAOPS Journal*, Newsletter or by special bulletin to the membership to help inform each member on any phase of ethics which seems to be violated by one or more members. The Committee should prepare several articles for dissemination through Association media during the year.
- B. Institutions
- C. Quality Assurance/Utilization Review
- D. CME
- E. Managed Care
- F. OMT
- G. New Physicians in Practice

SECTION 6 -- DEPARTMENT OF PUBLIC AFFAIRS & COMMUNICATIONS

The Director of the Department of Public Affairs and Communications shall organize and supervise the work of the following committees and see that necessary meetings are held, programs are developed and reports prepared according to schedule.

- A. Insurance Review
- B. Government Affairs
- C. Public Relations

SECTION 7 -- DEPARTMENT OF ORGANIZATIONAL AFFAIRS

The Director of the Department of Organizational Affairs shall organize and supervise the activities of the following committees and see that necessary meetings are held, programs are developed and reports prepared according to schedule.

- A. Alumni Affairs
- B. Awards
- C. Benevolence
- D. Bylaws Committee shall consist of the Secretary, a Past President and three additional members appointed by the President, and shall safeguard the form and language of amendments and maintain the clarity and integrity of the Bylaws.
- E. Insurance
- F. Long Range Planning
- G. Membership
 - 1. The Membership Committee shall consist of the Vice President, Secretary and three additional members elected by the House of Delegates, one each year for three year terms. The Membership Committee shall act to promote membership in this Association and the American Osteopathic Association and shall evaluate all applications for membership in this Association and report their general conclusion on each application to the Board of Directors without revealing detailed confidential information.
- H. Resolutions

I. Technology

SECTION 8 -- NOMINATING COMMITTEE

- A. A Nominating Committee shall be appointed by the President prior to December 1 of each year and shall consist of two members of the Board of Directors and three members of the House of Delegates who are not members of the Board of Directors. The Nominating Committee shall make nominations for President-Elect, Vice President, Secretary, Treasurer, three Directors, A Senior Director, Speaker, Assistant Speaker, Sergeant-At-Arms, Parliamentarian, two Ethics Committee members, a Membership Committee member, a Trustee for a seven year term to serve on the New Jersey Osteopathic Trust, the delegates to the American Osteopathic Association in accordance with these Bylaws and four of 12 Trustees of the New Jersey Osteopathic Education Foundation to be elected annually for three year terms.
- B. The report of the Nominating Committee shall be published annually to all members at least 30 days prior to the Annual Meeting of the House of Delegates at which time the election shall be held.

SECTION 9 --ATLANTIC REGIONAL OSTEOPATHIC CONVENTION (AROC) COMMITTEE

- A. The AROC Committee shall be responsible for the development and implementation of the Convention.
- B. This Committee shall be chaired by the President-Elect and consist of the following membership:
 - 1. President
 - 2. Vice-President
 - 3. Three Association members who are affiliated with UMDNJ/SOM
 - 4. At least three Association members who are not in the above categories

SECTION 10 -- OTHER COMMITTEES

The President, with majority approval of the Board of Directors, may appoint additional committees as deemed appropriate..

ARTICLE XII -- DELEGATES TO THE A.O.A. HOUSE OF DELEGATES

SECTION 1 -- QUALIFICATIONS

Delegates and Alternate Delegates to the House of Delegates of the American Osteopathic Association shall be active members in good standing of this Association and of the American Osteopathic Association for at least three years immediately preceding their election. Delegates shall have served on the Board of Directors or the House of Delegates for at least two years.

SECTION 2 -- ELECTION

- A. Delegates and Alternate Delegates shall be elected at the Annual Meeting of the House of Delegates of this Association in the same manner as an officer of the Association.
- B. The President of the Association shall serve as Chairman of the NJAOPS Delegation to the A.O.A. House of Delegate. He/she shall appoint an assistant Chairman.
- C. The number of delegates certified in writing by the American Osteopathic Association shall be nominated and elected to serve the following terms:
 - 1. Each year the new Secretary shall be elected as a delegate for a five year term. He/she only serve in this capacity during the terms of office as Secretary, Treasurer, Vice President, President-Elect, and President of this Association.
 - 2. The remaining number of delegates shall be elected corresponding to the number of vacancies present and serve for four years.
- D. Upon resignation of a delegate, a new delegate shall be elected for the unexpired term at the next annual meeting of the New Jersey House of Delegates.
- E. These nominations shall be made by the Nominating Committee and published at least 30 days prior to the annual meeting.

SECTION 3 -- DUTIES

- A. The delegates elected are expected to attend the meetings of the American Osteopathic Association's House of Delegates.
- B. In the absence of the delegation and assistant chairman, the other delegates present at the AOA House Meeting shall select one of the remaining delegates as temporary chairman.
- C. AOA delegates are required to attend all meetings of the House of Delegates of this Association unless excused by the Speaker for an acceptable reason. Those attending AOA delegates who are not members of the House of Delegates of this Association will have voice but not voting privileges.

SECTION 4 -- ALTERNATE DELEGATES

- A. Alternate delegates shall be elected annually for one year terms in sufficient number so there is one alternate delegate for each delegate. The order of their nomination and election shall be the line of succession.

SECTION 5 -- STUDENT DELEGATES

- A. All appointed Student Delegates to the New Jersey Delegation to the AOA House of Delegates shall be Student Members in good standing of this Association and of the American Osteopathic Association.
- B. Student Delegates shall be designated by their school of Osteopathic Medicine.
- C. All Student Delegates shall abide by the rules and regulations of the AOA House of Delegates and those governing the New Jersey AOA Delegation.

ARTICLE XIII

SECTION 1 -- GENERAL

In addition to the House of Delegates and Board of Directors meetings, the Association may hold business and/or clinical meetings as

required and approved by the House of Delegates.

ARTICLE XIV -- CODE OF ETHICS

The Code of Ethics of the American Osteopathic Association shall constitute the Code of Ethics of this Association and its affiliated organizations.

ARTICLE XV -- BUDGET & FINANCES

SECTION 1 -- APPROPRIATIONS

The Budget and all necessary appropriations shall be adopted by the House of Delegates upon recommendation of the Executive and Finance Committee and approval by the Board of Directors. An adverse ruling on such proposals by the Board of Directors or the Executive & Finance Committee may be overruled by a two-thirds vote of the House of Delegates.

SECTION 2 -- EMERGENCY EXPENDITURES

The Board of Directors by a two-thirds vote of the members voting may make emergency appropriations for items not included in the approved budget.

SECTION 3 -- BUDGET

The annual budget shall be prepared by the Executive and Finance Committee, approved by the Board of Directors and presented to the House of Delegates for adoption at the semi-annual meeting of the House of Delegates.

SECTION 4 -- SUBSCRIPTION

Membership dues shall include \$15.00 for an annual subscription to the NJAOPS Journal, the official publication of this Association, for the member and spouse.

SECTION 5 -- ASSESSMENTS

Assessments may be levied on Active members of this Association for good and sufficient reason when recommended by the Executive and Finance Committee and approved by the Board of Directors and adopted at any regular or special meeting of the House of Delegates.

SECTION 6 -- DISSOLUTION

In the event this Association should be dissolved or merged with another body and cease to be a divisional society of the A O A, the total assets of this Association, including title to real estate and all other property shall be transferred to the American Osteopathic Association.

ARTICLE XVI -- PUBLICATIONS

- A. An Editor and Consulting Editors shall be appointed by the President. The Editor shall act as Chairman of the Editorial Board. The Editor, with the assistance of the Executive Director who shall serve as Executive Editor, shall cause to be published at least six times a year, an Association publication for the purpose of keeping the members informed of Association policies, activities, state and national news of interest to the profession and as a media for publication of acceptable clinical material.
- B. The Editor and Consulting Editors shall be members of this Association, the American Osteopathic Association and of their respective District Societies for at least two years prior to their appointments.

ARTICLE XVII -- MANUAL OF PROCEDURE

1. A Manual of Procedure shall be prepared by the Executive Director. The purpose of the Manual shall be to provide a guide describing the duties of all officers, directors, departments, committees and employees of this Association in order to avoid conflict of jurisdiction or duplication of effort. A copy of the Manual shall be furnished to each officer, director, department director and committee chairman.
2. The Manual of Procedure shall be reviewed annually.

ARTICLE XVIII -- FISCAL YEAR

The Fiscal Year of this Association shall be January 1 to December 31 of each year.

ARTICLE XIX -- PARLIAMENTARY PROCEDURES

SECTION 1 -- PARLIAMENTARY PROCEDURES

"Robert's Rules of Order, Newly Revised" shall govern this Association in all cases to which it is applicable, and in which it is not inconsistent with the Bylaws or the special rules of order of this Association.

SECTION 2 -- RULES OF ORDER

- A. Order of Business
 - 1 - Call to Order
 - 2 - Roll Call
 - 3 - Minutes
 - 4 - Reports of Officers
 - 5 - Reports of Communications
 - 6 - Reports of Committees
 - 7 - New Business
 - 8 - Adjournment
- B. A 2/3 vote of the House of Delegates may change this order of business.

ARTICLE XX -- AMENDMENTS

These Bylaws may be amended by the House of Delegates at any annual or semi-annual meeting by the following procedure:

- A. The proposed amendment shall be presented in writing to the Executive Director at least ninety days prior to an annual or semi-annual meeting at which it is to be considered.
- B. The Executive Director shall forward copies of the proposed amendment to the members of the Committee on Bylaws for review of grammar and form.
- C. The Committee on Bylaws shall forward the proposed amendment and its recommendations to the Executive Director within fifteen days of receipt.
- D. The Executive Director shall publish same to the membership not less than 30 days prior to the said annual or semi-annual meeting.
- E. Passage of the proposed amendment shall require a two thirds vote of the total number of delegates present and voting at the said meeting.
- F. The revised Bylaws shall become effective immediately upon adoption.