



CONSTITUTION AND BYLAWS

*Amendments proposed by the Standing Committee on
Constitution and Bylaws for consideration by the
Reference Committee on March 29, 2108*

*Amendments were approved by the House of Delegates
on May 5, 2018 (Amended selections are notated in blue)*

Last revised on September, 2018

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CONSTITUTION

ARTICLE I -- TITLE

The name of this organization is "the Medical Society of New Jersey."

ARTICLE II -- PURPOSES

The purposes of this society are to promote the betterment of the public health and the science and art of medicine, to enlighten public opinion in regard to the problems of medicine, and to safeguard the rights of the practitioners of medicine.

ARTICLE III -- COMPONENT SOCIETIES

County medical societies that hold charters from this society shall be known and referred to as component societies. There shall be no more than one component society in any county of this state.

ARTICLE IV -- MEMBERS

This society is composed of individual members of component societies who are entitled to full privileges and others as provided in the Bylaws.

ARTICLE V -- HOUSE OF DELEGATES

The House of Delegates shall be the legislative and policymaking body of this society and shall consist of fellows, officers, and delegates as prescribed in the Bylaws.

ARTICLE VI -- GENERAL OFFICERS

The general officers of this society shall be the elected officers and elected trustees as defined in the Bylaws. Their terms of office and qualifications shall be provided in the Bylaws.

ARTICLE VII -- TRUSTEES

The Board of Trustees is composed of those elected officers so designated in the Bylaws and the elected trustees, and shall constitute the executive body of the society at such times as the House of Delegates is not in session. Its duties are those prescribed by law governing trustees of corporations and as may be prescribed in the Bylaws.

ARTICLE VIII -- SECTIONS

The House of Delegates or the Board of Trustees may provide for the division of the scientific work of this society into sections whenever the necessity therefore arises.

ARTICLE IX -- MEETINGS

The House of Delegates and the scientific sections shall meet at least annually and at such other times as are deemed necessary by the House or the Board of Trustees as provided in the Bylaws.

ARTICLE X -- FUNDS, DUES, AND ASSESSMENTS

Funds shall be raised by dues and assessments on the membership as approved by the House of Delegates as provided in the Bylaws.

ARTICLE XI -- COUNCILS AND COMMITTEES

Councils and committees shall be established by the House of Delegates or the Board of Trustees as provided in the Bylaws.

ARTICLE XII -- AMENDMENTS TO THE CONSTITUTION

This Constitution may be amended in the following manner:

(1) submission in writing of an amendment proposed by the Board of Trustees, by the Judicial Council, or by a component society to the secretary of this society not later than December 31 of the year prior to the annual meeting;

(2) transmission by the secretary of the proposed amendment within ten days to the Standing Committee on Revision of Constitution and Bylaws and to each component society;

(3) publication of the proposed amendment at least 60 days before said meeting;

(4) submission of the report of the Standing Committee on Revision of Constitution and Bylaws concerning the proposed amendment at the first session of the House of Delegates and referral to the appropriate reference committee for hearing and study;

(5) report of the reference committee to the final session of the House of Delegates for appropriate action; and

(6) acceptance by a two-thirds vote of the House of Delegates present and voting at that final session.

BYLAWS

CHAPTER I -- MEMBERSHIP

Section 1 -- Composition

The Medical Society of New Jersey shall be composed of fellows, officers, delegates, all members of component societies in good standing, emeritus members, and complimentary members. Honorary members may be elected, but they shall not be members of the corporate body. Affiliate and associate membership may be granted, but recipients may neither vote nor hold office.

(a) Fellows

The fellows are the past-presidents of this society.

Any member of this society, not already a fellow, who is elected president of the American Medical Association, shall, at the completion of this term, become a fellow of this society. (Footnote: The "immediate past-president" is that living past-president between whom and the presidency no succeeding living past-president intervenes.)

(b) Officers

The officers shall be the president, president-elect, first vice-president, second vice-president, immediate past-president, secretary, treasurer, and elected members of the Board of Trustees.

(c) Members of Component Societies

All members of component societies in good standing are hereby constituted members of this society and are entitled to full privileges.

Any physician-in-training members in good standing of component societies are hereby constituted associate members of this society, but they may not vote or hold office.

(d) Emeritus Members

A member seeking emeritus status must be so approved by vote of the House of Delegates. To be eligible for consideration, a member must be in good standing and have paid all current state and county dues assessments. The member must be fully retired from the practice of medicine and have no other gainful employment or any practice income. If the member has retired because of illness_or disability, that condition must be documented. Members retiring because of age must be at least 65 years of age.

Emeritus members shall have all privileges of membership except the right to vote and hold office. They shall not pay dues and are not to be included in the membership count for apportionment of delegates or allocation of trustees.

(e) Complimentary Members

Complimentary memberships shall be extended to the non-member presidents and non-member incoming presidents of all acute care hospital medical staffs in New Jersey.

(f) Honorary Members

Any person other than members of the Medical Society of New Jersey may be nominated by the Board of Trustees for election as an honorary member. Nominees shall be elected by a two-thirds vote of the House of Delegates during any session. Honorary members shall not be members of the corporate body, and at no time may the number of living honorary members exceed 25.

(g) Affiliate Members

Affiliate members shall be non-physician employees of member physicians.

Affiliate members may not vote or hold office, but may participate in meetings, educational programs, receive publications, and are otherwise eligible for all membership benefit programs as determined by the Board of Trustees.

The dues for affiliate members shall be established by the Board of Trustees pursuant to recommendation by the Committee on Finance and Budget.

(h) Associate Members

Associate members shall be physicians having achieved the degree of MD or DO who are:

- (1) working in academia, research, or administration, or
- (2) members of New Jersey-based medical societies or other large groups of physicians as approved by the Board of Trustees.
- (3) residing and practicing in another state but hold a license to practice medicine in New Jersey.

Associate members may not vote or hold office but may participate in Medical Society of New Jersey meetings and educational programs, may receive

publications, and are otherwise eligible for certain membership benefit programs as defined by the Board of Trustees.

Component medical societies may offer reciprocal associate membership at their discretion.

The dues for associate members shall be established by the Board of Trustees pursuant to recommendation from the Committee on Finance and Budget.

All associate members of the state society must become members of a county society of their choice with county dues determined as a percentage of the state dues as determined by the Board of Trustees.

(i) Super Group

Any group with 500 or more dues paying members shall be considered a super group. A super group may select one of its members to serve on the Board of Trustees. (Amended 2018)

(j) Large Group

Any group with 40 or more dues paying members with full membership in the Society shall be considered a large group. Any large group may select a candidate to compete with other candidates from large groups before the Nominating Committee for one elected position on the Board of Trustees. (Amended 2018)

(k) Direct payment

When a component society is not functioning, any member in that component society in good standing may send yearly dues directly to the state Society and by so doing may remain in good standing with the state Society. (Amended 2018)

Section 2 -- List of Members

The term member or membership unless otherwise qualified shall refer to those members having full privileges, including the right to vote and hold office.

Not later than the first day of March in each year, the secretary of each component society shall send to the secretary of this society a current list of associate, emeritus, and honorary members; members elected, deceased, and those who have resigned or moved from the county since the last report was submitted. Where members have transferred or have been received on transfer, the name of the county or state society to or from which they have transferred must be given.

Immediately after December 31 of each year, the secretary of this society shall notify each component society of the number of delegates in the House of Delegates to which it is entitled during the next succeeding year, based upon the number of dues-paying physician members recorded in the office of the secretary on that date. Associate membership shall not be included in such computation.

Not later than the first day of April in each year, the secretary of each component society shall send to the secretary of this society a complete list of their delegates and alternate delegates to the House of Delegates, together with the names of their delegates and alternate delegates to the Nominating Committee.

(a) Ineligibility

No person who is under sentence of suspension or expulsion from any component society, or whose name has been dropped from its roster, shall be entitled to any of the rights or privileges of this society until relieved of such disability.

(b) Rules of Conduct

The "Principles of Medical Ethics" adopted by the American Medical Association shall govern the conduct of members in all categories of the Medical Society of New Jersey in their relations to each other and to the public.

CHAPTER II – MEETINGS

Section I – Delegates

Delegates shall be chosen by and from the component societies, and shall be members of this society and of the House of Delegates for the period of time for which they are elected, subject to continuance of good standing in their respective component society, and further subject to their respective component society's continuing in good standing in this Society.

(a) Apportionment and Election

Unless otherwise stipulated by the House of Delegates, each component society shall be entitled to such delegate apportionment as equitably and proportionately determined by the secretary of the Medical Society of New Jersey in the interest of maintaining the total membership of the House so that it does not exceed 400 members, to be elected at any meeting prior to March 31 by a majority ballot of the members present. Delegate apportionment shall be based upon the number of dues-paying physician members in each component society. The term of office of each delegate shall be for three administrative years and shall begin on April 1 following their election. Each component society shall be entitled to at least three delegates.

(b) Reapportionment

In the event of geographic subdivision of any of the existing counties of New Jersey and the creation of an additional component society, the delegates from the old and the new component societies shall be apportioned on the basis above provided.

(c) Delinquency

In the event that a component society becomes a delinquent to this society, its entire delegation shall lose its status for the period of such delinquency.

(d) Vacancy

A vacancy shall exist in the delegation of any component society whenever one of its delegates ceases to be in good standing or neglects to attend a majority of the sessions of the House of Delegates at two consecutive meetings (annual or special). When such vacancy occurs, the component society shall fill the unexpired term.

(e) Alternates

Each delegate may have an alternate. The delegate or an alternate may attend the sessions of the House with full rights while wearing the proper credential badge.

(f) Organized Medical Staff Section

The Organized Medical Staff Section shall be entitled to one delegate and one alternate in the House of Delegates.

(g) International Medical Graduates Section

The International Medical Graduates Section shall be entitled to one delegate and one alternate in the House of Delegates.

(h) Section on Academic Medicine

The Section on Academic Medicine shall consist of those members who are full-time employees of the medical schools in the state. The section shall be entitled to one delegate and one alternate in the House of Delegates. Additionally, a designated member of the section may, at the discretion of the president, meet with the Board of Trustees without the right to vote. [\(Amended 2018\)](#)

(i) Residents and Fellows Section

The Residents (Training Physicians) and Fellows Section shall be entitled to one delegate and one alternate in the House of Delegates whose apportionment shall be designated by the ratio of 1 delegate per 50 members. [\(Amended 2018\)](#)

(j) Medical Society of New Jersey Student Section

The Medical Society of New Jersey Medical Student Section shall be entitled to delegates and alternates in the House of Delegates whose apportionment shall be designated by the ratio of 1 delegate per 50 members.

[Removed Specialty Societies \(Amended 2018\)](#)

Section 2 -- House of Delegates -- Meetings

(a) Composition

The House of Delegates shall be the legislative body of this society, and shall consist of the fellows, officers, and delegates.

(b) Speaker and Vice-Speaker

The speaker of the House of Delegates shall be nominated pursuant to Chapter VIII of these bylaws and be elected by ballot at the second session of the House of Delegates at the annual meeting. The speaker shall be a member of this society, and shall preside at the sessions of the House of Delegates. The speaker shall not have the power to appoint committees. The speaker shall serve a one year term with a limit of four terms.

The vice-speaker shall be nominated pursuant to Chapter VIII of these bylaws and be elected by ballot at the second session of the House of Delegates at the annual meeting. The vice-speaker shall be a member of this society and shall assist the speaker in all duties, or in the speaker's absence shall act as speaker. The vice-speaker shall serve a one year term with a limit of four terms.

(c) Sessions

The House of Delegates shall meet during the annual meeting of this society, but may meet in advance of, or after adjournment of, the annual meeting. The schedule of sessions and all functions shall be determined by the president.

The annual meeting of the House of Delegates shall consist ordinarily of a number of sessions. Except as otherwise provided, the principal business of these sessions shall include: presentation of annual reports, introduction of resolutions, introduction of new business, and assignment of same to reference committees; report of the Nominating Committee and election; presentation of and action upon reports of reference committees, unfinished business, and inauguration of newly elected officers. [\(Amended 2018\)](#)

(d) Introduction of New Business

Consent of two-thirds of the delegates present and voting shall be required for the introduction of new business at the last session of the House of Delegates during the annual meeting, except when presented by the Board of Trustees or the Committee on Finance and Budget. All new business so presented shall require a three-fourths affirmative vote of the delegates present and voting for adoption of new business so presented.

(e) Credentials

Each delegate shall present to the Reference Committee on Credentials a certificate bearing the seal of this society and the signature of its secretary. Delegates will not be permitted to register or sit as members of the House of Delegates: (1) without such certificate, (2) if membership dues have not been paid, or (3) if their component society has not paid its annual per capita assessment.

(f) Quorum

A quorum shall consist of at least 10 percent of the membership of the House of Delegates representing at least 10 percent of the delegation of each of seven component societies.

(g) Voice, Vote, and Discussion

Only members of the House of Delegates shall have the right of vote. The privilege of voice may be extended by the House at its discretion, to other members and guests.

The presiding officer, with the consent of the House of Delegates, shall be empowered to limit discussion.

(h) Authority

The House of Delegates shall have the power to:

- (1) prescribe the duties of its officers and its members; fix their compensation, if any;
- (2) assess from time to time an annuity upon the component societies in the ratio of their membership respectively;
- (3) adopt such rules and regulations for the due management of this society and the several component societies as may be deemed necessary;
- (4) issue charters to county societies applying for affiliation with this society; and
- (5) revoke the charter of any component society whose actions are in conflict with the letter or spirit of the Constitution and Bylaws, upon the recommendation of the Judicial Council.

CHAPTER III -- BOARD OF TRUSTEES

(a) Composition and Apportionment

The Board of Trustees shall be the executive body, and shall be composed of the immediate past-president, president, president-elect, two vice-presidents, secretary, treasurer, and speaker (by virtue of their offices), and elected trustees - - at least two from each judicial district for a membership up to 1,000; each judicial district shall be entitled to one additional trustee for each additional 1,000 members, or major fraction thereof, computed as of December 31. The vice-speaker shall have a seat without vote unless the speaker is absent in which case the vice-speaker may vote.

There shall be three at-large trustees. An at-large trustee shall serve only one three-year term. At the time of election, and if vetted, by the Nominating Committee this trustee must come from a county that does not have any other person serving on the Board of Trustees. A candidate may not be from the same county as the previous occupant of the same seat. The terms are to be staggered so that one position is filled each year. The at-large trustee shall be elected after all other trustees have been selected. If there is no properly vetted candidate from an unrepresented county, then the at-large position may be occupied by any properly vetted candidate from the district. If there is no properly vetted candidate from the district, then the at-large position may be occupied by a properly vetted candidate from the state. A vacancy that occurs after a term begins is not to be filled until the normal anniversary date.

There shall be one member from any Super Group who shall be selected by the Super Group and approved by the Board. There shall be one member from among all Large Groups who shall be elected at the annual meeting.

Trustee elected before June 1, 2018 shall be entitled to serve to the end of their currently elected term regardless of the district or component society from which elected.

The Medical Student Section shall be entitled to one vote on the Board of Trustees. The Medical Student Section trustee and alternate trustee shall be granted this voting privilege. Each shall be limited to one-year terms. The Medical Student Section shall nominate and elect these representatives and fill any vacancy that occurs during the term.

The Resident and Fellows Section shall be entitled to one vote on the Board of Trustees. The Resident and Fellows Section trustee shall be granted this voting privilege and shall have a one-year term. The Resident and Fellows Section shall nominate and elect their representative and fill any vacancy that occurs during the term. [\(Amended 2018\)](#)

(b) Organization

The president shall act as chair of the Board of Trustees. The president shall name the membership of all committees of the Board of Trustees. Meetings shall be called by the president, but any four trustees may -- in writing and for stated reason -- require the president to call a meeting. Notices of meetings shall be mailed at least seven days in advance of the meeting date. Board meetings may be conducted via conference call at the discretion of the President. Nine trustees shall constitute a quorum. The secretary of the society shall serve as secretary of the Board.

(c) Executive Committee

The president, president-elect, first and second vice-presidents, secretary, treasurer, and the immediate past-president shall compose the Executive Committee. It shall act on ordinary business of the Society when the time does not permit a meeting of the Board of Trustees. Any action thus taken shall be subject to formal action of the Board of Trustees at its next meeting. Ordinary business shall not include: the lease, sale or conveyance of real property; initiation of litigation and selection of counsel to file suit or binding the organization into agreements outside the approved budget. (Amended 2018)

(d) Powers

The Board of Trustees shall exercise general supervision over the affairs of this society, shall have authority to act between annual meetings, and shall perform the following functions:

- (1) make recommendations to the House of Delegates;
- (2) assign business to and advise in the deliberations of committees;
- (3) make suitable provision for the efficient conduct of the business of this society;
- (4) engage counsel as necessary and negotiate fees for services to be rendered;
- (5) review and determine the Chief Executive Officer's salary;
- (6) pass upon all recommendations for expenditures in excess of budgetary appropriations;
- (7) bond the treasurer, the chair of the Committee on Finance and Budget, and other necessary personnel; and
- (8) fill vacancies in all offices and elected committees unless otherwise provided in the Constitution and Bylaws. (Amended 2018)

(e) Property

The Board of Trustees shall have sole authority to lease, sell, or otherwise convey or dispose of any or all property of this society, both personal and real.

(f) Indemnification

To the extent permitted by law, officers, all other voting and nonvoting members of the Board of Trustees and staff members designated by the Board of Trustees shall be indemnified by the Society against reasonable expenses, including attorney's fees, settlement and judgment costs, incurred in the defense of any proceeding in which any such person is a party when the proceeding arises out of the party's service as a Board of Trustees member, officer or designated staff member of the Society so long as the person is acting within the scope of their duties and in good faith. [\(Amended 2018\)](#)

(g) Annual Report

The Board of Trustees shall render annually to the House of Delegates a summary of its activities.

CHAPTER IV -- JUDICIAL COUNCIL

(a) Composition

The judicial councilors collectively shall comprise the Judicial Council that shall be the judicial body of this society. The House of Delegates shall organize three councilor districts within the state. It shall elect one judicial councilor from among the membership of each of the three districts. Members of the Judicial Council shall serve no more than three, three-year terms. (Amended 2018)

(b) Councilors

The councilors collectively shall be known as the Judicial Council, and shall constitute the supreme judicial body of this society. The councilors shall elect their own chair.

(c) Meetings

The Judicial Council shall meet as soon after the annual meeting of the House of Delegates as is convenient, for the purpose of reorganization. Thereafter, the Judicial Council shall meet as often as may be necessary to transact its business at the call of the chair or at the request of any two councilors. Two members shall constitute a quorum. (Amended 2018)

(d) Duties of the Judicial Council

The duties of the Judicial Council shall be as follows:

- (1) To sit as an appellate tribunal and to hear and determine any and all appeals properly brought before it from any county judicial committee.
- (2) To interpret and rule upon all questions of an ethical nature that shall confront the House of Delegates or any other board or committee of this Society.
- (3) To receive inquiries, complaints, or accusations from any source concerning the professional conduct or ethical deportment of members of this society for immediate reference to the appropriate county judicial committee. The jurisdiction of the Judicial Council extends to all members in all categories of membership within the Medical Society of New Jersey.
- (4) To receive, consider, and rule on any matter of discipline concerning any member or members of this society brought to it on appeal from a county judicial committee.

(5) To make and promulgate from time to time such rules and regulations as, in its opinion, may be necessary to insure the proper functioning of the Judicial Council and the various county judicial committees, with reference both to the substance and procedure of hearings conducted by the Judicial Council and such county judicial committees. Upon receipt of such rules and regulations by the various county judicial committees, the members of said committees shall be bound thereby.

CHAPTER V -- OFFICERS

Section 1 -- Term of Office

(a) The officers, except the secretary and treasurer and the elected members of the Board of Trustees, shall hold office for one year or until their successors are elected and installed.

(b) Notwithstanding any other provision of this Constitution or Bylaws, the elected trustees, the secretary, and the treasurer shall serve no more than three, three-year terms in any of the above-mentioned offices or combination thereof.

Section 2 – Election

The officers shall be elected by ballot at the House of Delegates at the annual meeting. No member shall be eligible for more than one office at the same time, except the president, the president-elect, the first and second vice-presidents, the secretary, and the treasurer, who by virtue of such offices are at the same time members of the Board of Trustees. A vacancy in office, except that of president-elect, occurring between annual meetings, may be filled by the Board of Trustees until the next regular election for the term and office being filled. (Amended 2018)

Section 3 -- Rights and Duties of Officers

(a) The President

The president shall preside at all meetings of this society and at all sessions of the House of Delegates, unless a speaker is appointed as provided in the Bylaws.

The president shall appoint committee members as provided in these Bylaws, and shall be an ex-officio member of all committees except the Nominating Committee and Judicial Council.

The president shall be the official spokesperson of this society, and shall perform such other duties and functions as custom and parliamentary usage may require.

(b) The President-Elect and the Vice-Presidents

The president-elect and the vice-presidents shall assist the president in the discharge of presidential duties and functions.

In the absence or disability of the president, the presidential officers shall assume duties and functions in the order of their seniority.

In case of vacancy in the office of president, by death, resignation, or removal, the president's functions and duties shall devolve upon the other presidential officers in the order of their seniority, the president-elect becoming president automatically. The office of president-elect shall then remain vacant until the next regular election of the House of Delegates. In case a vacancy in the office of president recurs after being filled by the president-elect, the presidency shall devolve upon the vice-presidents, in the order of their seniority. Such service on the part of a presidential officer for a partial term as president shall not affect or diminish the regular presidential tenure.

(c) The Secretary

The secretary shall be the official custodian of the Constitution and Bylaws and of the records of this society and its House of Delegates.

Duties:

(1) attends all annual or special meetings of this society and all sessions of its House of Delegates; and keeps proper records thereof;

(2) issues official notice of all meetings, annual or special, of this society or of its House of Delegates;

(3) notifies honorary members of their election;

(4) requires and receives from the secretaries of the component societies, a list of their representatives in the House of Delegates and on the Nominating Committee, and publishes such lists as the House of Delegates or Board of Trustees may direct;

(5) requires and receives from the secretaries of the component societies a list of their officers immediately following their election;

(6) is the sole custodian of the official seal of this society and shall affix it to such documents as the Bylaws may require, or the House of Delegates, the Board of Trustees, or the president may direct;

(7) conducts such formal official correspondence in the corporate name of this society as the House of Delegates, the Board of Trustees, or the president may direct;

(8) submits to the House of Delegates an annual report of the work of the secretary's office;

(9) furnishes to the Board of Trustees or the president such information as may be necessary for this society's business;

(10) performs such other functions as are specified in the Constitution and Bylaws;
and

(11) is entitled to reimbursement for expenses incurred in fulfillment of duties imposed by the Bylaws, or authorized by the House of Delegates, or the Board of Trustees.

(d) The Treasurer

The treasurer shall be under bond, at the expense of this society, in such amount as may be required by the Board of Trustees.

The treasurer shall have general supervision of the financial affairs of the society.

The treasurer shall cause to be collected all dues and assessments and shall supervise established accounting and investment procedures for the handling of the society's funds and shall report on the financial condition of the society to the House of Delegates at each annual meeting.

At the end of each fiscal year, the treasurer shall cause to be prepared an annual audit conducted by an external certified public accountant.

(e) Term of Office

All officers shall assume office at the close of the last session of the House of Delegates of the annual meeting at which they are elected.

(f) Resignation or Removal

Any officer of this society may resign. Any officer may be removed from office by action of the House of Delegates, if found guilty by that body of neglect of duty, improper conduct, or violation of the Constitution and Bylaws. A two-thirds vote of the delegates present and voting shall be required to effect such removal.

Any officer, committee member, council member, or anyone holding an elective or appointive position within the Medical Society of New Jersey may be removed by the Board of Trustees for good cause at any time the House of Delegates is not in session.

A two-thirds vote of the trustees present and voting shall be necessary to effect such removal.

Any officer, committee member, council member, or elective or appointive official removed by the Board of Trustees under the foregoing section may file written appeal to the Judicial Council within 15 days of removal. The Judicial Council shall

conduct an appeal hearing within 20 days of receipt of such written request. The decision of the Judicial Council shall be final.

CHAPTER VI -- AMA DELEGATES AND OTHER REPRESENTATIVES

(a) American Medical Association

The terms of office of delegates and alternate delegates shall begin on January 1 of the year following their election, and shall continue for two years, ending on the second December 31 thereafter.

In the absence of any delegate, any alternate delegate shall be eligible to serve.

No member shall serve more than six, two-year terms as an AMA delegate. There are no term limits for alternate delegates. The delegate tenure limitation does not apply to members serving on an elected or appointed AMA council or section for as long as their tenure continues on that AMA council or section. If a delegate's tenure on the AMA delegation expires while he or she is serving in the capacity noted, the delegate will relinquish the position on the AMA delegation at the completion of service on the AMA council or section.

Once an individual has completed six, two-year terms as a delegate on the AMA delegation, that individual is ineligible to return to the delegation as either a delegate or an alternate.

The Nominating Committee shall nominate a "single slate," for open positions as AMA delegate or alternate delegate. The committee shall nominate only that number of people needed to fill the open delegation seats. However, the House of Delegates shall vote for each seat holder individually, and shall not vote for a block of candidates. Additional candidates for any given seat may be nominated from the floor.

(b) All Other Organizations

Official representatives from this society shall be appointed by the Board of Trustees or by the president. Their functions and terms shall be set forth in their notice of appointment.

CHAPTER VII -- MEETINGS

(a) Annual Meeting

The annual meeting shall be held at a time and place fixed by the House of Delegates or by the Board of Trustees.

(b) Special Meetings

Special meetings of this society or of the House of Delegates shall be called by the president upon the request of the Board of Trustees, or upon the request of the House of Delegates while in session, or upon the written petition of at least 5 percent of the membership of this society representing at least 10 percent of the membership of each of 4 or more component societies.

(c) Rules of Order

The deliberations of this society shall be governed by parliamentary usage as contained in the latest revision of The American Institute of Parliamentarians: Standard Code of Parliamentary Procedure, when not in conflict with the Constitution and Bylaws. (Amended 2018)

(d) Registration and Identification

Each delegate and member in any category in attendance at an annual or special meeting of this society shall properly complete an official registration card and shall present it at the registration desk.

(e) General Sessions

All registered members may attend and participate in the proceedings and discussions of the general sessions. Upon invitation other registrants may attend. The general sessions shall be for the presentation of the addresses of the president, president-elect, invited guests, and scientific papers and timely discussions, as provided in the official program.

These sessions shall be presided over by the president, president-elect, or one of the vice-presidents.

Ownership of Papers

All papers and reports presented to this society shall become its property, and when read shall be deposited with the secretary. Permission to publish such papers in any publication of this society or in other medical journals may be granted by the Board of Trustees.

Guests

Upon invitation extended by this society or any of its members, any person may become a guest during the annual meeting. Physician and non-physician guests are entitled to attend the general sessions.

CHAPTER VIII -- PROCEDURE OF ELECTION

Section I -- Nominating Committee

(a) Each component society shall elect, at any meeting prior to December 1 of the fiscal year, one of its elected delegates to serve as a member of the Nominating Committee at the next annual meeting of this society. At the same time, each component society shall elect one of its elected delegates to serve as the alternate member of the Nominating Committee.

(b) The elected member of the Nominating Committee, or if appropriate, the alternate member of the Nominating Committee, shall present their credentials to the secretary before the scheduled meeting of the Nominating Committee. (Amended 2018)

(c) The immediate past-president of this society shall be a member of the Nominating Committee representing the fellows and shall serve as chair.

(d) The nominating delegates, or their alternates, and the representative of the fellows shall comprise the Nominating Committee. The committee shall be required to meet at least 40 days prior to the election of officers at the annual meeting of the House of Delegates. Its report of nominations for the offices being filled shall be mailed with the advance materials to the delegates and shall be published prior to the annual meeting.

Section 2 -- Procedure of Nomination

(a) The chair of the Nominating Committee shall be the immediate past-president of this society, or, if unable or unwilling to serve, a member designated by the fellows. The committee shall elect one of its own members to serve as secretary, who shall call the roll of accredited members of the committee as certified by the secretary of this society.

The chair shall read to the committee this section of the Bylaws (chapter VIII, section 2) before proceeding to any other business.

(b) The secretary of this society shall furnish to the committee such information as is necessary for the proper conduct of its business, including a list of all offices to be filled and at-large positions, candidates for which shall be vetted by the Nominating Committee. (Amended 2018)

(c) The Nominating Committee meeting shall be conducted in accordance with the latest revision of The American Institute of Parliamentarians: Standard Code of Parliamentary Procedure. No candidate shall be considered by the Nominating Committee unless a curriculum vitae in conformity with the form utilized by the

Medical Society of New Jersey for those seeking elective office is available to the Nominating Committee. (Amended 2018)

(d) A majority vote of the members present shall nominate.

Section 3 -- Report and Election

(a) The report of the Nominating Committee, the submission of nominations from the floor by members of the House of Delegates, if previously vetted by the Nominating Committee, and the election shall constitute a principal business function of the House of Delegates. (Amended 2018)

(b) All elections shall be by ballot, and a majority of the votes cast shall be necessary to elect.

(c) In the event that no candidate has received a majority of the votes cast, the name of the candidate receiving the least number of votes shall be dropped. Balloting shall be repeated until an election is made.

(d) When an incumbent elected officer, as defined in chapter V, section 2 of the Bylaws, is elected to serve as an officer in another capacity, the presiding officer shall then declare the previous elective office vacant. This vacancy shall then be filled immediately by nomination from the floor from among candidates vetted by the Nominating Committee and election by the House of Delegates. (Amended 2018)

(e) The president-elect shall advance to the office of president without process of nomination and election.

(f) At-large Trustees shall be elected from a pool of candidates previously identified and vetted by the Nominating Committee. At-large elections should seek to elect one Trustee from each of the three districts, with the first contest to be a candidate from a county not represented on the Board. If there is no such candidate then the contest will be allowed for candidates from the district. If there is no such district candidate then the Trustee position shall be open to any member in the state. (Amended 2018)

CHAPTER IX -- COUNCILS AND COMMITTEES

Section 1 -- Classification

There shall be councils, standing committees, a reference committee, a revolving reference committee, special committees and a Policy & Strategy Panel. (Amended 2018)

Section 2 -- Qualifications, Selections, and Terms of Members

(a) Only regular dues-paying members of the Medical Society of New Jersey may serve on a council or committee. (Amended 2018)

(b) Reference committee members shall be appointed by the president and must be members of the House of Delegates elected by their respective component societies.

(c) The president shall designate the chair and vice-chair of each council and the various committees. The president shall be an ex-officio member of all councils and committees except the Nominating Committee and the Judicial Council. (Amended 2018)

(d) The president shall give notice to all members of any open positions on councils and committees. Notice should be included in all member publications, posted on the MSNJ web site and given at each board meeting. Interested parties may self-select and identify themselves to the president. The president shall vet candidates before selection and shall consult with the county leadership of which the candidate is a member. Once candidates are selected the president will present the proposed appointments to the board for its advice and consent. The appointment shall become effective upon presentation unless the board withholds its consent. The president-elect may follow the same procedure for council and committee appointments, but the appointments shall not become effective until the president is elected and the then current board of trustees consents. (Amended 2018)

(e) Members of councils and committees who have failed to discharge their duties in a satisfactory fashion may be removed by the Board of Trustees and the president may fill the resulting vacancy. (Amended 2018)

Section 3 -- Councils and Standing Committees

The councils and standing committees are listed below. Members elected by the House shall serve two-year terms. They may serve no more than three such terms.

Members appointed by the president shall serve one-year terms with a maximum limitation of nine terms. The number of presidential appointees is discretionary.

Councils and committees may initiate projects of their own choosing. They also shall perform functions and duties assigned to them by the Board of Trustees and/or the House of Delegates. Their actions and recommendations shall be subject to the approval of the Board of Trustees. (Amended 2018)

(a) Council on Legislation

The Council on Legislation shall consist of volunteers appointed by the president. The Council on Legislation shall continue to be housed within the Policy & Strategy Panel. (Amended 2018)

(b) Council on Medical Services

The Council on Medical Services shall be appointed by the president. There shall be at least 2 elected members from each judicial district. The president-elect shall serve as an ex-officio member of the council. The Council on Medical Services shall continue to be housed within the Policy & Strategy Panel. (Amended 2018)

(c) Council on Public Health

The Council on Public Health shall be appointed by the President. The first vice-president shall be an ex-officio member of the council. The Council on Public health shall continue to be housed within the Policy & Strategy Panel. (Amended 2018)

(d) Committee on Annual Meeting

The Committee on Annual Meeting shall consist of the immediate past president, president-elect and the president. The secretary shall be an ex-officio member of this committee. (Amended 2018)

(e) Committee on Credentials

The Committee on Credentials shall consist of the secretary of the society and a discretionary number appointed by the president. The secretary shall serve as chair of this committee.

(f) Committee on Finance and Budget

The Committee on Finance and Budget shall consist of the president, president-elect, the Chief Executive Officer and a discretionary number appointed by the president from the Board of Trustees. The committee shall control the expenditure of funds and the development of the annual budget for submission to the House of

Delegates. The treasurer shall be an ex-officio member of this committee. (Amended 2018)

(g) Committee on Medical Education

The Committee on Medical Education shall consist of 12 members appointed by the president. The Committee on Medical Education shall select their chair. The terms of members shall not be limited. (Amended 2018)

(h) Committee on Revision of Constitution and Bylaws

The Committee on Revision of Constitution and Bylaws shall consist of at least 6 members appointed by the president. The secretary shall be an ex-officio member of this committee.

**(i) New Jersey Medical Political Action Committee
Establishment and Purpose of Political Action Committee**

(a) The Committee on Political Action shall be known as the New Jersey Medical Political Action Committee (JEMPAC/MedAC). Its purpose is to raise funds and make direct political contributions consistent with state and federal laws.

(b) The committee may endorse candidates for elective office after appropriate discussion with the Board of Trustees of the Medical Society of New Jersey.

Membership Eligibility

(a) JEMPAC/MedAC shall be a membership organization consisting of individuals who:

- (1) Have contributed directly to JEMPAC/MedAC, and
- (2) Are eligible for membership in the Medical Society of New Jersey.

Board of Directors: Nominations and Appointments

(b) JEMPAC/MedAC shall be governed by a Board of Directors consisting of JEMPAC/MedAC members nominated by the membership and appointed with the advice and consent of the Board of Trustees of the Medical Society of New Jersey;

(c) The Board shall consist of seven (7) members, including the Chair, Vice Chair, Secretary and Treasurer:

(c) Of the three members not serving as leadership, at least one member must be from the north, one from the central and one from the southern region of the State;

(d) Directors shall serve three year terms, except that initially one-third of the Board shall serve for one year, one-third for two years, and one-third for three years. There shall be no limit to the number of terms a Director can serve; and

(e) The Board of Trustees shall appoint an assistant treasurer from MSNJ staff, who shall be custodian of the funds of the committee.

Board of Directors: Powers and Duties

a) The Board of Directors of the New Jersey Medical Political Action Committee shall:

- (1) Elect, annually during its first meeting of each new year, from its membership, four officers who shall serve as Chair, Vice Chair, Secretary and Treasurer subject to the approval by the Board of Trustees of the Medical Society of New Jersey;
- (2) Conduct at least one quarterly meeting to review the finances and activities of JEMPAC/MedAC, at least one of which shall be held in person;
- (3) Manage, record and disperse funds raised in a manner consistent with the Medical Society of New Jersey's policies and internal accounting controls; and
- (4) Regularly report its activities to the Board of Trustees of the Medical Society of New Jersey.

All good-faith actions of the committee members shall be indemnified by the Medical Society of New Jersey.

Obligation of Individual Directors

a) Duly appointed Directors of JEMPAC/MedAC shall:

- (1) Attend at least 50% of meetings of the Board of Directors annually;
- (2) Report committee activities to the Director's County Medical Society; and

- (3) Coordinate fundraising activities, including, but not limited to, local fundraisers and presentations to hospital medical staffs and large practices.

Disbursement of JEMPAC/MedAC Assets

JEMPAC/MedAC assets shall be disbursed upon the approval of at least two of the officers of the Board of Directors.

(j) Policy and Strategy Panel

There shall be established a Policy & Strategy Panel (PSP) which is comprised of the elected and appointed members of the Council on Legislation, the Council on Medical Services, the Council on Public Health and the Committee on Bio-Medical Ethics. The President may appoint other task forces, committees and individuals as needed.

The PSP shall recommend policy positions, strategic directions and actions on issues important to health and healthcare for consideration by the Board of Trustees.

The PSP shall be co-chaired by the 1st Vice President and the President-elect of the Medical Society of New Jersey. The co-chairs preside at the meetings of the PSP and develop the meeting agendas with input from the membership and staff. The Chairs may also form ad hoc work groups to study and recommend policy positions on topics presented to the PSP.

Section 4 -- Special Committees

Special committees may be created by the House of Delegates, the Board of Trustees, or the president. The members shall be appointed by the president. Their function shall be clearly defined. Each special committee shall automatically terminate at the end of each administrative year unless the Board of Trustees authorizes its continuation. (Amended 2018)

Section 5 -- Reference Committee

The president shall appoint a reference committee as deemed necessary. All business coming before the consideration of the House of Delegates must first be considered by the reference committee, unless the House of Delegates constitutes itself as a committee of the whole.

The reference committee shall have plenary jurisdiction on the items referred to it. Its reports are subject to the final approval of the House of Delegates. It may not, however, make amendments or alterations to reports that are solely informative in nature and do not call for specific approval of the House. (Amended 2018)

Section 6—Revolving Reference Committee

The Revolving Reference Committee (RRC) shall consist of up to five members with one member serving as the chair. Members shall be appointed by the president. The RRC shall be convened on an as-needed basis, generally three times a year, to discuss resolutions submitted by a county or the Board. The RRC will hear testimony and consider resolutions for reference to another MSNJ body. The RRC is a deliberative body with referral powers and does not have the power to make policy. The process for resolution submission and deliberation shall be determined by the president in collaboration with the Board. Once a resolution is submitted to the RRC it may be either accepted, rejected, or amended. Once the RRC has deliberated it may refer the resolution to one of three bodies within the Society: The Policy & Strategy Panel (for further consideration); the Board of Trustees (for further consideration or action); or the House of Delegates (for consideration during the annual meeting).

Once the Board acts on policy recommended by the RRC its decision shall be considered final and binding upon the organization. The decisions of the Board shall be memorialized in the RRC report and may not be extracted. A county wishing to revisit or modify a Board decision must specifically identify the policy at issue, submit a new resolution, provide new support, all within the time-frame required for resolutions to be heard at the annual meeting. Such resolutions will not be considered on an emergent basis. The Board's decisions are not subject to revision or reconsideration at the annual meeting unless this procedure is followed. (Amended 2018)

CHAPTER X – FINANCE

Section 1 -- Annual Dues

(a) By no later than the first day of August in each year, each component society shall be officially informed of the dues levied by the Board of Trustees for the following dues year. This Society and component societies that collect dues on each other's behalf shall forward payment owing to the other along with a list of the members for whom such payment is made bi-monthly.

(b) Dues shall be determined by the Board of Trustees. A new member, who joins within one-year post-training or military service, shall be entitled to a 50 percent discount for that initial calendar year. Any physician, who has not previously been a member of the society, joining after July 1 of any year, shall be entitled to a prorated 50 percent discount for the remainder of that calendar year.

(c) Dues shall not be levied against any member in good standing if:

The payment of dues would be a financial hardship by reason of physical disability or illness. A member also may be excused from payment of dues because of financial hardship for other reasons, but these reasons must be set forth annually by the secretary of the member's component society.

(d) Members above age 80 shall be dues exempt.

Section 2 -- Per Capita Assessment

The House of Delegates, with recommendations developed by the Committee on Finance and Budget and reviewed by the Board of Trustees, shall adopt an annual operating budget for the next fiscal year. The Board of Trustees shall determine the annual dues for all members.

Section 3 -- Annual Budget

The Board of Trustees shall have the power to authorize the expenditure of funds in excess of intra-budgetary appropriations as long as budgetary expenditures do not exceed the total adopted budget.

Section 4 -- Fiscal Year

The fiscal year of this society shall extend from the first day of June through the thirty-first day of May. The audit report, budget estimates, and appropriations shall likewise be for the same period.

Section 5 -- Special Assessments

Special assessments other than those necessary to fund the annual budget may be initiated by the Board of Trustees or the House of Delegates at any meeting of the House. Two-thirds of the delegates present and voting must approve the assessment.

CHAPTER XI -- COMPONENT SOCIETIES

Section 1 -- Charters

(a) County medical societies of this state that shall adopt principles of organization in accordance with the Constitution and Bylaws of this society may, upon application to the House of Delegates, be granted a charter, and thereby become a component society in affiliation with the Medical Society of New Jersey as hereinafter provided.

(b) Charters may be issued, under the seal of this society and signed by the president and the secretary, to county societies having at least ten members. There shall be only one component society chartered in each county. Upon recommendation of the Judicial Council, the House of Delegates may revoke the charter of any component society whose actions are in conflict with the letter or spirit of the Constitution and Bylaws.

Section 2 -- Qualifications of Members

(a) Membership may be initiated either through a component society or this society. Component societies shall have the responsibility to judge the qualifications of applicants for any type of membership and alone shall have the power to elect them, but election thereto shall be contingent upon clearance of each eligible applicant's formal credentials as satisfactory by the Committee on Credentials of this society. Resident physicians shall apply simultaneously to the society and a component society. If the credentials are in order, the state society may grant a provisional membership for six months. During that time, the physician shall complete the county application process.

(b) To be eligible for membership, the applicant must:

(1) be fully licensed to practice medicine and surgery by the New Jersey state Board of Medical Examiners;

(2) be legally registered under that license in a county of New Jersey;

(3) be of good moral and ethical standing; and

(4) not support, or practice, or claim to practice, any exclusive system of medicine.

(c) When a physician applies to a component society for membership in any category, or for membership by transfer from another state, the secretary of the component society shall forward the name and address of the applicant to the physician's biographic records department of the American Medical Association for such information as may be on file relative to the applicant's record.

(d) All records of formal actions concerning new and transfer members shall be compiled on forms to be supplied by the Committee on Credentials.

(e) Members are expected to engage in continuing medical education programs and earn credits equal to the standards of the Medical Society of New Jersey's Physician Recognition Award. The award program is administered by the Committee on Medical Education according to policies approved by the Board of Trustees and the House of Delegates.

Section 3 -- Transfers

An applicant for membership by transfer who holds membership in a component society in this or another state society, and whose credentials have been formally approved, may be elected to membership without a probationary period at the discretion of the component society.

Section 4 – Physician-in-Training Members

(a) Physician-in-training members shall be those physicians admitted to component societies who otherwise comply with section 2 of this chapter, be they licensed or unlicensed to practice medicine and surgery in New Jersey, who are serving in approved internships, residency programs, or fellowships. Members of the Medical Society of New Jersey Medical Student Section shall also be recognized as physician-in-training members.

(b) Physician-in-training members shall have such privileges in component societies as the constitution and bylaws of the respective societies may provide.

(c) The dues for physician-in-training members shall be established by the Board of Trustees on recommendation of the Committee on Finance and Budget.

Section 5 – Jurisdiction

(a) Physicians may elect to hold membership in the component society of the county in which they reside or in which they practice. [\(Amended 2018\)](#)

(b) No physician may be a member of two component societies at the same time.

Section 6 -- Resignations

Resignations of members will be accepted as a matter of course if all financial obligations of the members of this society and the appropriate component society have been met and there are no unresolved complaints pending before the judicial mechanism.

CHAPTER XII -- AMENDMENTS TO THE BYLAWS

These Bylaws may be amended on the approval of two-thirds of the House of Delegates present and voting at any meeting of the House of Delegates. A proposed amendment shall not be acted on, however, until it has been considered and reported on by the Standing Committee on Revision of Constitution and Bylaws. Amendments to the Bylaws shall only be considered during the report of the Reference Committee on Constitution and Bylaws.

JUDICIAL COUNCILOR DISTRICTS

Districts 1	Bergen County Hudson County Morris County Passaic County Sussex County Warren County
District 2	Essex County Hunterdon County Mercer County Middlesex County Somerset County Union County
District 3	Atlantic County Burlington County Cape May County Camden County Cumberland County Gloucester County Monmouth County Ocean County Salem County

Note: In accordance with the provision of chapter IV of the Bylaws (the House of Delegates shall organize 3 councilor districts within the state)—the above division of the state into judicial districts was made by the House of Delegates at the 2018 annual meeting. [\(Amended 2018\)](#)