

ARTICLE I

Name

The name of the Society is the New Jersey Podiatric Medical Society (hereinafter referred to as “the Society”).

ARTICLE II

Purposes and Missions

The purposes and missions of the Society are:

1. To advance and promote podiatric medicine and surgery for the betterment of public health;
2. To provide continuing medical education to its members and other members of the healthcare community;
3. To advocate for members and patients;
4. To serve as this state’s affiliate with the American Podiatric Medical Association (hereinafter “APMA”);
5. To promote cooperation and understanding amongst the healthcare professions and the public; and
6. To carry out any other goal or end permitted under its Certificate of Incorporation or the laws of this state in order to further the interests of the Society, its members and the public.

ARTICLE III

Membership

1. Active Members
 - a. Any podiatric physician licensed to practice in the State of New Jersey after completing the application required by the Society, may be elected to membership in the Society by a majority vote of the Executive Committee.
 - b. Anyone denied membership has no right of appeal and may not reapply for at least one year from the date that the Executive Committee voted to deny him or her membership.
 - c. Active members shall be entitled to all rights and privileges of the Society only so long as they have timely paid their dues and are in good standing with the division to which they have been assigned.
 - d. Active members must maintain their membership in the APMA. Failing to do so, will result in an automatic termination of membership in the Society.
2. Associate Members
 - a. Any podiatric physician with less than four (4) years prior practice experience may apply for associate membership within one year after licensure in the State of New Jersey or the commencement of practice in the state, and may be elected to associate membership in the Society by a majority vote of the Executive Committee.
 - b. Anyone denied associate membership has no right of appeal and may not reapply for any

class of membership in the Society for at least one year from the date of the Executive Committee voted to deny him or her associate membership.

c. Associate membership is limited to a term of four years after which the podiatric physician must complete an application for, and be duly elected to active membership, or have his or her associate membership automatically terminated.

d. Associate members in good standing may not in their first year of membership hold division or state office. In their second, third and fourth years of membership, associate members in good standing, may hold division office with the exception of chair and may not hold state office, including membership on the Board of Trustees. Otherwise, associate members may enjoy all the rights and privileges of membership.

e. Associate members shall pay the following percentage of full active dues, in their:

- i. First year of membership: 40%;
- ii. Second year of membership: 50%;
- iii. Third year of membership: 65%; and
- iv. Fourth year of membership: 85%.

3. Life Members

a. Life membership may be conferred, by the Executive Committee, upon any active member who has met any of the four conditions set forth below:

i. Condition One:

1. Been an active member in good standing for at least fifteen (15) consecutive years;
2. Attained the age of 65; and
3. Retired from practice.

ii. Condition Two:

1. Been an active member in good standing for twenty-five (25) consecutive years; and
2. Retired from practice.

iii. Condition Three: Been an active member in good standing for fifty (50) consecutive years.

iv. Condition Four: Was honorably discharged after service as a member of the Armed Forces of the United States in any war and was totally disabled in the line of that service.

b. Life members shall be entitled to all rights and privileges of membership.

c. Life members shall not be subject to payment of dues or assessments.

d. In determining eligibility for life membership for a member who has transferred to the Society from another recognized state component of the APMA, the number of years of continuous membership in good standing in the prior state component shall be added to the number of years of continuous membership in good standing in the Society, provided there has been no interruption greater than 120 days.

4. Permanently Disabled Members

- a. Permanently disability membership may be conferred, by the Executive Committee, upon any active member who has been an active member for at least 15 consecutive years and:
 - i. Has been forced into the permanent curtailment of practice because of illness or other disability, and
 - ii. Is not actively engaged in practice for more than 20 hours per week, and
- b. Permanently disabled members shall be entitled to all rights and privileges of membership.
- c. Permanently disabled members shall pay 50% of the dues assessed active members.

5. Senior Members

- a. Senior membership may be conferred, by the Executive Committee, upon any active member who has been an active member for at least 15 consecutive years and is:
 - i. Of retirement age as provided by the Social Security Administration, and
 - ii. Not actively engaged in practice for more than 20 hours per week.
- b. Senior members shall be entitled to all rights and privileges of membership.
- c. Senior members shall pay 50% of the dues assessed active members.

6. Faculty Members

- a. Any podiatric physician may be elected to faculty membership in the Society by a majority vote of the Executive Committee, provided they are employed full time in a teaching or research position, are qualified for faculty membership in the APMA, are not engaged in the private practice of podiatric medicine and have completed the required application.
- b. In determining "full time" status, the rules and regulations of the college where the applicant serves shall be dispositive provided that the applicant does not derive a significant portion of their total podiatry-related income from non-teaching activities, the private practice of podiatry or consulting. The determination of what is significant in terms of an applicant's non-teaching income shall be committed to the sole discretion of the Executive Committee and shall not be reviewable by any body other than the Board of Trustees.
- c. Faculty members shall be entitled to all the rights and privileges of the Society.
- d. Faculty members shall pay 50% of the dues assessed active members.

7. Honorary Members

- a. The Executive Committee may confer Honorary Membership upon any individual who has made an outstanding contribution to the profession of podiatric medicine and surgery, or who has performed a distinguished service to the profession.
- b. Honorary members shall be entitled to attend the scientific and social sessions of the Society, but shall not be accorded any other rights or privileges of Society membership.
- c. Honorary members shall not be required to pay dues or assessments.

8. Postgraduate Members

- a. Any postgraduate enrolled in an accredited podiatric training program and not engaged in private practice, may be elected to postgraduate membership by a majority vote of the Executive Committee.
- b. Postgraduate student resident members shall not be eligible to vote nor to hold Society office.
- c. Postgraduate members shall not be required to pay Society dues or assessments.
- d. Postgraduate members shall be entitled to receive the publications of the Society, place advertisements for professional positions in Society publications at no cost, and attend educational meetings at a reduced fee to be established by the Board of Trustees.

9. Application Process

- a. Applicants for all classes of membership must complete the prescribed application form and sign it where indicated, prepay the applicable dues for the class of membership sought, provide proof of licensure or any other membership qualification and agree to be bound by these bylaws and any subsequently adopted standing rules and regulations of the Society and the bylaws and rules and regulations of the APMA.
- b. Once all the requirements of paragraph "a" above are met, the application shall be forwarded to the Executive Committee and the Committee shall have ninety (90) days to act on the application as otherwise required under these bylaws. If the Executive Committee fails to so act within ninety (90) days, the Board of Trustees shall take up the application at its next regularly scheduled meeting.

10. General Qualifications for Applicants

- a. Unless the Board of Trustees in its sole discretion determines that there are extenuating circumstances, no applicant for membership in the Society who is a podiatric physician or who is licensed in this state or any other shall be elected to any class of membership in this Society or have any special class of membership conferred upon him or her, if he or she has ever:
 - i. Been convicted of a criminal act associated in any manner with the practice of podiatric medicine or the billing of podiatric services or related durable medical equipment;
 - ii. Been "debarred" from participation with, or removed from participation with any governmental healthcare reimbursement program;
 - iii. Violated the Code of Ethics of the APMA;
 - iv. Engaged in illegal, unprofessional or unethical conduct as determined by any organized hospital medical staff, state licensing agency or authority, or any other professional organization;
 - v. Violated the provisions of these bylaws, or any subsequently adopted standing rules or regulations of the Society;
 - vi. Had their license to practice podiatry or any other health profession suspended or revoked by any state or governmental licensing authority or agency or who had a voluntary surrender of their license to practice podiatry;
 - vii. Failed to acquire or complete within the appropriate time period the required number of hours of continuing medical education required by any state licensing authority, this Society or the APMA; or

- viii. Engaged in any conduct, which, in the sole discretion of the Board of Trustees, could bring discredit upon the Society.
 - b. Once elected or otherwise admitted to any class of membership, members who are podiatric physicians must continue to conduct themselves in a manner such that they continue to meet all of the qualifications set forth above in this article or face revocation of the membership by the Board of Trustees with no right of appeal.
 - c. All members who are podiatric physicians subject to this section shall have an ongoing obligation to notify the Executive Director within ten (10) days of any event which may bring into question his or her compliance with this section, or his or her continuing to be able to meet the qualifications of membership.
11. No person or entity otherwise qualified for any classification of membership in the Society shall be denied membership in violation of any law, or for the reasons of race, creed, color, national origin, nationality, ancestry, age, sex (including pregnancy), familial status, marital status, domestic partnership status, affectional or sexual orientation, atypical hereditary cellular or blood trait, genetic information, liability for military service, and mental or physical disability, perceived disability, and AIDS and HIV status.
12. No person who has been suspended or expelled from this Society nor any member of a division which is not in good standing in the Society because of delinquency in the payment of dues or any other reason, shall be entitled to any of the rights or privileges of the Society, nor shall he or she be permitted to participate in any of its proceedings until he or she reapplies and is elected once again as a member and are thereafter in good standing.
13. Members may at any time resign from the Society by sending a written notice, by certified mail, to that effect to the Society office. Prior to acceptance of such resignation, the member shall be requested to return to the Society the Certificate of Membership and pay any monies or dues owed the Society. Such resignation shall not discharge the member from dues or other financial obligations to the Society for the portion of the current year during which membership services were received.

ARTICLE IV

Officers

1. General Provisions
 - a. The officers of the Society shall be the President, the President-Elect, the Vice-President, the Treasurer, the Secretary and the Immediate Past President.
 - b. The officers shall be elected at the Annual Meeting of the Membership of the Society with the exception of the President and the Immediate Past President, and shall serve for a term of one (1) year or until such time as a successor may be elected. Any time served in an office by virtue of succession due to a vacancy created between annual meetings shall not be counted for the purposes of calculating that officer's term limit.
 - c. Only active members shall be eligible to stand for election, or serve, as an officer.
 - d. A vacancy in any office occurring between annual meetings shall be filled by succession set forth below, and any remaining vacancies, except for the office of President Elect, shall be filled the Board of Trustees from among the qualified active members.
 - e. The officers shall serve as members of the Board of Trustees.

- f. The officers shall comprise the Executive Committee.
- g. No officer shall concurrently serve in both a state and division office, or hold more than one seat on the Board of Trustees or have more than one vote on such Board, except when exercising the proxy of another person.

2. The President

- a. The President shall preside at all meetings of the Society and the Board of Trustees.
- b. The President shall appoint all committees not otherwise provided for in these bylaws, and shall be an ex-officio member of all committees except the Nominating Committee.
- c. The President shall preside over the Personnel Committee and serve as its chairperson.
- d. The President may, from time to time, recommend qualified members for service on various federal, state and local government entities.
- e. The President may appoint a qualified member to serve as the Society's Parliamentarian.
- f. The President shall perform such other duties, as custom and parliamentary needs may require.

3. The President Elect

- a. The President Elect shall assist the president in the discharge of his or her duties.
- b. In the absence of the President, the President Elect shall preside at meetings of the Society and the Board of Trustees.
- c. Should a vacancy occur in the office of President between annual meetings, the President Elect shall succeed to the office of President and serve out the remainder of such term.
- d. The President Elect assumes the office of President by right of succession at the end of the President's term of office.
- e. The President-Elect shall be the Chairperson of the Bylaws and Membership Committees.

4. The Vice President

- a. The Vice President shall assist the President in the discharge of his or her duties.
- b. In the absence of the President and the President Elect, the Vice President shall preside at meetings of the Society and the Board of Trustees.
- c. Should a vacancy occur in both the office of President and President Elect between annual meetings, the Vice President shall succeed to the office of President Elect and serve out the remainder of such term.

5. The Treasurer

- a. The Treasurer shall require the Society staff to demand, receive and preserve all funds due the Society, together with bequests and donations, and shall maintain records of such.

- b. Society funds shall only be disbursed as directed by resolution of the Board of Trustees.
- c. The Society's books and accounts shall be audited annually by a certified public accountant and as otherwise directed by the Board of Trustees.
- d. The Treasurer shall serve as the chair of the Finance Committee and a member of the Personnel Committee.
- e. The Treasurer shall submit a written report as to the financial affairs of the Society to the membership at the Annual Meeting and at all meetings of the Board of Trustees and the Executive Committee.
- f. The Treasurer with the assent of the Finance Committee shall submit an annual budget to the Board of Trustees at such time and in such manner as that body may require.
- g. The Treasurer shall have the authority to inspect and copy the financial books, records and documents of the divisions.
- h. Should a vacancy occur in the office of Vice President between annual meetings, the Treasurer shall succeed to the office of Vice President and serve out the remainder of such term.

6. The Secretary

- a. The Secretary shall be custodian of the seal of the Society (which shall not be removed from the headquarters of the Society without the prior approval of the Executive Committee).
- b. The Secretary shall assure that the minutes, papers and records of the Society are properly maintained. The Secretary shall also assure that any required notice is properly given in accordance with these bylaws.
- c. The Secretary or, in his or her absence, such other officer as designated by the presiding officer at any meeting of the Society or the Board of Trustees shall report the attendance of voting members and proxies to the presiding officer.
- d. The Secretary shall work closely with the Treasurer so that the Secretary is as well versed in the financial aspects of the Society as the Treasurer
- e. Should a vacancy occur in the office of Treasurer between annual meetings, the Secretary shall succeed to the office of Treasurer and serve out the remainder of such term.
- f. Should a vacancy occur in the office of Secretary between annual meetings, the Board of Trustees shall select an active member in good standing to serve as an interim Secretary with all the powers and duties of the office.

7. The Immediate Past President

- a. The Immediate Past President shall act as advisor to the President, Executive Committee and Board of Trustees, and shall have the same voting privileges afforded all officers of the Society.
- b. The Immediate Past President shall preside over the Nominating Committee and serve as its chairperson.
- c. The Immediate Past President shall serve as a member of the Personnel Committee.

- d. Should a vacancy occur in the office of Immediate Past President between annual meetings, the office shall remain vacant and not be filled.

ARTICLE V

APMA Delegates and Alternate Delegates

1. The President, in consultation with the Executive Committee, Executive Director and current Chief Delegate to the APMA House of Delegates, shall appoint the Society's delegation to the APMA House of Delegates; such appointments shall be subject to the ratification of the Board of Trustees.
2. The Society's APMA delegation shall consist of delegates and alternates.
3. The number of alternate delegates may be equal to the number of delegates.
4. The Chief Delegate shall be elected by majority vote of the entire delegation at least six (6) months prior the annual APMA House of Delegates Meeting and shall preside over the delegation.
5. The Chief Delegate shall report on the business of the APMA House of Delegates to the Board of Trustees as the Board may require.
6. The Chief Delegate with the assistance of the Executive Director shall assess the performance of each member of the delegation and make recommendations to the President on the future membership of the delegation.
7. The Society may reimburse delegates and alternate delegates, who attend the APMA House of Delegates sessions or other related meetings of the APMA or affiliated groups. Such reimbursement shall be for the reasonable cost of their travel, food and lodging consistent with any guidelines set by the Board of Trustees. The amount of reimbursement to be provided delegates and alternates shall be determined in advance by the Executive Committee, in its sole discretion, consistent with any prior guidelines established by the Board of Trustees, and in consultation with the Chief Delegate and the Executive Director.

ARTICLE VI

Fellows

1. The past presidents of the Society shall be known as the Fellows.
2. The Fellows, as long as they remain Society members in good standing, shall serve as honorary at-large, non-voting members of the Board of Trustees.

ARTICLE VII

Executive Director

The Executive Director shall be the Chief Operating Officer of the Society, and as such, he or she shall have charge of the day-to-day affairs of the Society subject to the direction, oversight and supervision of the Executive Committee. The Executive Director shall be appointed by and report to the Board of Trustees. The Executive Director shall have full responsibility for recruitment, appointment, management and termination of all the Society's employed staff.

ARTICLE VIII

Parliamentarian

The Parliamentarian shall act as a consultant to the officers and members on issues involving proper

parliamentary procedure. The Parliamentarian shall also serve as a member of the By-laws Committee.

ARTICLE IX

Nominations, Elections and Installation

1. Nominations by the Nominating Committee
 - a. The Immediate Past President shall serve as the chairperson of the Nominating Committee. Should there be a vacancy in the office of Immediate Past President, the Board of Trustees shall select, by majority vote, a Fellow to serve as the Nominating Committee chairperson.
 - b. Each division shall elect one of its members to serve on the Nominating Committee of the Society, and two other members to serve as the first and the second alternates. The alternates, in the order of their priority, shall serve only if the division member elected to serve on the Nominating Committee is unwilling or unable to serve. Division members elected to serve on the Nominating Committee may serve no more than three consecutive one year terms as a member of that committee.
 - c. Nominating Committee members shall be uninstructed. "Uninstructed" shall mean that committee members shall not be instructed or directed by their division or anyone else to support the nomination of any particular person or group of persons.
 - d. The Nominating Committee, by majority vote, shall nominate a slate of qualified active members to stand for election to the offices of President Elect Vice President, Secretary and Treasurer. The committee's chairperson shall vote only in the case of a tie.
 - e. The Nominating Committee shall cause its slate of nominees to be submitted to the Board of Trustees and to be prominently posted on the Society's website thirty-five (35) days before the Annual Meeting.
2. Nominations by Petition
 - a. Any fifteen (15) active members in good standing may nominate an active member for election to the offices of President Elect, Vice President, Secretary or Treasurer.
 - b. Any such original, duly signed petition must be received in the offices of the Society no later than twenty-five (25) days before the Annual Meeting.
 - c. The Nominating Committee shall determine the validity of any nominating petition within five (5) days of its timely submission and the Committee's determination shall be final and not reviewable by any other body or court.
 - d. No later than fifteen (15) days before the Annual Meeting, the Secretary shall cause the name of any member nominated by a duly validated petition to be posted prominently on the Society's website along with the office or post being sought or for which that member has been nominated.
3. Elections
 - a. No later than ten (10) days before the Annual Meeting, the Secretary shall cause a proxy notice to be sent to the fax number or email address on record with the Society for each member eligible to vote at the Annual Meeting. Such notice shall conform to the requirements of law, and the style and substance of the model form attached to these bylaws as Form A.
 - b. The election of officers shall be the first order of new business at the Annual Meeting.
 - c. Members may vote in person or by proxy provided that such proxy is (i) executed in

writing by the member, (ii) received in the Society's office by no later than forty-eight (48) hours before the Annual Meeting, (iii) shall conform to the requirements of law, and the style and substance of the model form attached to these bylaws as Form A, and (iv) it can be determined by the Nominating Committee that the proxy is authentic and was authorized by the member. A proxy may be transmitted to the Society's office by any means of electronic communication that the office is equipped to receive. No member other than the President may cast a vote by proxy on behalf of more than three (3) members. The presence at the Annual Meeting of any member who has given a proxy shall not revoke that proxy unless the member shall file written notice of revocation with the Secretary prior to the voting of the proxy. The President at the Annual Meeting, on behalf of the of those members not in attendance at the Annual Meeting and who have not made other arrangements for the exercise of their proxy, shall cast a vote for each such member in favor of the slate of nominees proposed by the Nominating Committee.

- d. A plurality of the votes cast, in person or by proxy, shall be all that is necessary to elect.
4. Installation: All elected Society and division officials shall take office or assume their posts effective on June 1st of the year of their election, and may be formally installed thereafter at a suitable ceremony at the discretion of the Board of Trustees. Such installation shall be ceremonial in nature and shall be of no legal significance.

ARTICLE X

Board of Trustees

1. Composition: The Board of Trustees shall be composed of the officers of the Society, the chairperson of each division, two trustees elected by, and from, each division, and the fellows shall be the members of the Board of Trustees.
2. Meetings
 - a. The Board of Trustees shall meet at least four times each year.
 - b. Additional meetings may be held at the call of the President or upon written request of any ten (10) voting members of the board who are from four (4) different divisions.
 - c. Members of the Board of Trustees shall be given five (5) days prior written notice of any previously unscheduled meeting. Such written notice may be delivered via mail, fax, email or any other reliable electronic means.
 - d. At his or her sole discretion, the President may determine to conduct any meeting of the Board of Trustees by telephone or internet conference (collectively referred to herein as "electronic means"). Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a physical meeting in one place. Meetings of the Board of Trustees may be conducted by electronic means only if each participant can hear the others at the same time and by the same means, or if being conducted over the Internet, all participants may read the comments of the other participants.
 - e. Three (3) officers and ten (10) other voting members of the Board of Trustees representing at least four (4) different divisions shall constitute a quorum.
 - f. Any member of the Society shall be entitled to attend and observe the open portion of any meeting of the Board of Trustees.
3. Agendas and Minutes of Meetings: Copies of the agenda for a meeting and copies of the minutes of the prior meeting shall be provided to the members of the Board of Trustees as soon as is practicable. Any Society member may receive a copy of any such agenda or minutes, at their request, unless pertaining to a meeting held in executive session or otherwise deemed by the Board of Trustees to be confidential.

4. Authority:

a. The Board of Trustees shall:

- i. Exercise general supervision over the affairs of the Society, and set the policies and direction of the Society and otherwise act on the Society's behalf as permitted by law;
- ii. More specifically, have the authority, among other things, to acquire, purchase, lease, sell or otherwise convey or dispose of any and all property (both personal and real) of the Society, to execute a lease, deed or other conveyance of real property; and
- iii. Approve and adopt an annual budget for the Society.

- b. A majority of the members of the Board of Trustees may remove from office a Society officer, member of the Board of Trustees or division officer should such person cease to be a Society member in good standing or no longer is qualified for membership.

5. Disclosures and Conflicts of Interest

- a. Disclosure: All members of the Board of Trustees, at least seven (7) days before the first meeting of the Board each year, shall submit to the Secretary a statement, on a form provided for that purpose by the Secretary, disclosing any interest, including as a shareholder, partner, or officer in any corporation, partnership or other business entity. The disclosures made by members of the Board of Trustees shall be reviewed, in executive session, by the Board of Trustees at least annually and, if deemed necessary by the Board of Trustees, as part of the review of any proposed transaction or contract that is before it. Nothing herein shall require any member of the Board of Trustees to disclose: (1) his or her share holdings in any publicly traded corporation, unless such member holds a controlling interest in any such corporation or serves as an officer or as a director on the board of such corporation, or (2) in any other way divulge the monetary value of, or compensation related to, any interest in any other entity. Each member of the Board of Trustees shall supplement their disclosure statement from time to time as may be necessitated by any change in circumstances

b. Conflicts of Interest

- i. No contract or other transaction between the Society and one or more of the members of its Board of Trustees, or between the Society and any domestic or foreign corporation, firm, corporate business entity or association of any type or kind in which one or more of the members of its Board of Trustees hold an interest shall be void, or may be rendered void, solely by reason of such conflicting interest, or solely because such member or members of the Board of Trustees is, or are, present at the meeting of the Board of Trustees or a committee thereof which authorizes or approves the contract or transaction, or solely because his, her or their votes are counted for that purpose, if:
 - (1) The contract or other transaction is fair and reasonable as to the corporation at the time it is authorized, approved or ratified; or
 - (2) The common or conflicting interest is disclosed or known to the Board of Trustees or a committee thereof and the Board of Trustees or the committee authorizes, approves or ratifies the contract or transaction by unanimous vote, provided at least one member of the Board of Trustees so voting is disinterested, or by affirmative vote of a majority of the disinterested members of the Board of Trustees, even though the disinterested members of the Board of Trustees are less than a quorum.
- ii. If the business of the Board of Trustees or any of its committees involves the discussion or consideration of any actual or potential litigation between the Society and any member of the Board of Trustees or any domestic or foreign corporation, firm, corporate business entity or association of any type or kind in which one or more members of the Board of Trustees may hold an interest, any such interested member or members of the Board of Trustees must

- absent themselves from and take no part in such discussion or consideration by the Board of Trustees. Similarly, if the business of the Board of Trustees or any of its committees involves the discussion or consideration of the legal or business position of the Society in any matter pertaining to a member of the Board of Trustees or any domestic or foreign corporation, firm, corporate business entity or association of any type or kind in which one or more members of the Board of Trustees may hold an interest, any such interested member of the Board of Trustees must absent themselves from and take no part in such discussion or consideration by the Board of Trustees.
- iii. Fair and Reasonable to the Society: For purposes of this section, a contract or transaction shall be prima facie "fair and reasonable to the Society" if made in the ordinary course of business at standard prices or other terms not less favorable to the Society than those upon which other similar contracts or transactions are typically consummated.
 - iv. Determination of a Quorum When There Are members of the Board of Trustees with Interests Conflicting with those of the Society: Members of the Board of Trustees with interests conflicting with the Society may be counted in determining the presence of a quorum at a Board of Trustees or committee meeting at which a contract or transaction described is authorized, approved or ratified.
6. Public Statements: Members of the Board of Trustees may not identify themselves as such in making any statement or taking any position on any matter without the express prior approval of the Board of Trustees, an Officer or the highest ranking member of the Society's employed staff. In making any statement on behalf of the Society, members of the Board of Trustees shall follow any communications protocol as may be established by the Board of Trustees and revised from time to time.
7. Fidelity
- a. Each member of the Board of Trustees is expected to use his or her best efforts and talents to the benefit and the furtherance of the Society's interests during their term of office. Members of the Board of Trustees may not convert to their own benefit, or the benefit of any other entity or group, opportunities that might benefit the Society unless the Board of Trustees has previously considered such opportunities and has declined to take advantage of them.
 - b. Members of the Board of Trustees shall not allow their service as officers or members of other groups or entities conflict with the Society's goals, policies, undertakings or positions.
8. Vacancies: When a voting member of the Board of Trustees, who is not an officer, fails to attend three (3) consecutive meetings of the Board of Trustees without proper cause or excuse, the office may be declared vacant by a majority vote of the Board of Trustees. A vacancy created in such manner is to be filled by a special election held by the appropriate division within 60 days of the date the vacancy is declared.

ARTICLE XI

Annual Meeting of the Membership of the Society

1. The membership of the Society shall meet at least annually at a date, time and place designated by the Board of Trustees. The membership shall be given at least sixty (60) days prior notice of any such meeting.
2. At the annual meeting, the membership shall:
 - i. Elect the officers of the Society;
 - ii. Receive the annual reports of the Society's various committees;
 - iii. Receive and act upon proposed amendments to the Constitution and Bylaws which have been approved by the Board of Trustees.

3. A quorum at the Annual Meeting shall be 10% of the members eligible to vote. For the purpose of determining whether a quorum exists qualified member proxies shall be counted as if the grantor of the proxy was actually in attendance.

ARTICLE XII

Committees

1. Standing Committees

- a. There shall be certain standing committees of the Society and the President shall appoint the chairperson and members of such standing committees consistent with these bylaws.
- b. The standing committees shall be:
 - i. Awards - This committee shall consist of four (4) Fellows who shall recommend to the Board of Trustees the names of individuals who have made outstanding contributions to the advancement of the art and science of podiatry or who have performed a distinguished service to the profession. This committee shall recommend the type of award to be presented. It shall require approval by a 2/3 majority of the members of the Board of Trustees present and voting for awards to be conferred and the qualifications of nominees shall be recited to the Board of Trustees prior to the vote.
 - ii. Constitution and Bylaws: This Committee shall consist of a Chairperson who is the present President-Elect of the Society, and at least two (2) other members including the Parliamentarian should there be an incumbent in that post. It shall consider and frame all recommendations received by it and shall present them and such others as it may deem advisable, for action as provided for, with three months of receipt.
 - iii. Continuing Education: This committee shall consist of a chairperson or co-chairpersons, and at least two (2) other members. It shall take charge of all postgraduate and scientific programs of the Society and shall act in advisory capacity for similar matters for the divisions.
 - iv. Executive Committee: This committee shall consist of the officers of the Society. Between the regularly scheduled meetings of the Board of Trustees, this Committee may be convened at the call of the President, or any three other officers upon such prior notice to all members of the Executive Committee as is practicable in the circumstances. At such time as it may meet, the Executive Committee may act in the place and the stead of the Board of Trustees. The actions, recommendations and oversight of the Personnel Committee are committed to the sole discretion of the Executive Committee, and such is to be considered confidential. In personnel matters, the Executive Committee shall have the full authority to bind the Society to the terms of any employment or other contract with a non-member. The Executive Committee shall be authorized to engage the services of a qualified person to serve as the Executive Director of the Society with such duties and authority as the Executive Committee may specify provided such shall not be conflict with these bylaws.
 - v. Finance Committee: This committee shall consist of a chairperson, who shall be the Treasurer, two (2) other members of the Executive Committee and two (2) other members of the Board of Trustees. The Finance Committee shall review all expenditures and financial records, and shall present its budget recommendations to the Board of Trustees for the Board's consideration and adoption.
 - vi. Legislative and State Advocacy Committee: This committee shall consist of a chairperson and at least four (4) other members, including but not limited to, the NJPMS PAC Representative, the APMA PAC Representative and the NJPMS Legislative liaison. It shall act as a liaison between the Society and the New Jersey State Legislature and shall engage in such advocacy efforts as permitted by law and as directed by the Board of Trustees. It is, also, to assist members in their legislative efforts, as well as to advance the priorities of the profession of podiatric medicine through public policy advocacy

- vii. Insurance Committee: This committee shall consist of a chairperson and as many other members as necessary to carry out its activities. It shall act as a liaison between the Society and the insurance industry, and may engage in advocacy efforts on behalf of members with insurance and managed care companies, and relevant governmental agencies to the extent permitted by law.
 - viii. Nominating Committee: It shall be constituted and act as otherwise provided for in these bylaws.
 - ix. Personnel Committee: This committee shall consist of the President, the Treasurer and the Immediate Past President. The President shall preside over this committee as its chairperson. The Personnel Committee shall be charged with the review of the work of any non-member staff that may be employed by the Society, and shall negotiate and secure the terms of such employment. The Personnel Committee's work shall be treated as being confidential, and the Committee shall maintain such confidentiality in any reports it makes to the Executive Committee. The Personnel Committee may not share any confidential information with anyone outside the Executive Committee and counsel, unless required to do so by operation of law or an order of a court of competent jurisdiction.
 - x. Resolutions Committee: This committee shall consist of the elected delegates and alternates to the APMA House of Delegates for that Society organizational year. The chairperson may be the immediate past president of the Society. This committee shall be responsible for writing and submitting resolutions to the APMA House of Delegates. These resolutions may be drafted from ideas submitted by any member of the Society. This committee shall also be responsible for monitoring the progress of implementation of resolutions passed by the APMA House of Delegates. This committee will report to the Board of Trustees
 - xi. Membership Committee: This Committee shall consist of the President-Elect as Chairperson as well as the Chairpersons of each of the Divisions of the Society. This Committee shall be responsible for promoting new membership in the Society as well as for membership retention
 - xii. Education and Information Committee: This Committee shall consist of a Chairperson and 1 Board Trustee from each Division to carry out its activities. The Committee shall seek ways to reach out to the public and provide information about the Society, its members and its mission. The Committee shall also be responsible for spearheading communication between the Board of Trustees of the Society, the committees of the Society as well as the general membership
2. Ordinary Committees: The President may appoint from time to time various committees to address matters of interest or importance to the Society, and he or she may appoint the chairperson and members of such committees in accordance with these bylaws.

ARTICLE XIII

Divisions

1. The Society shall have seven (7) component divisions organized on a geographical basis. Those divisions are: the Atlantic, the Capitol, the Central, the Eastern, the Northern, the Southern and the Western Divisions.
2. The officers of divisions shall be a chairperson, vice-chairperson, secretary and treasurer.
3. Each division may adopt bylaws for its governance consistent with the constitution and bylaws of the Society. Such bylaws must be submitted to, and approved by, the Society's Board of Trustees before they may take effect.
4. Each division may appoint committees suitable to its needs but not inconsistent with the constitution and bylaws of the Society.

5. No Society member may be a member of more than one division at the same time.
6. The Society Secretary shall cause all society members to be assigned to the division of their choice provided that the members reside within the geographic boundaries of the chosen division or their office was located within such division's boundaries. A member's request to be assigned, or transferred, to any other division must be approved the Board of Trustees and then, only for good cause shown.
7. Each division shall elect two of its members to serve along with the division's chairperson as members of the Society's Board of Trustees. Each division shall also elect one of its members to serve, in the absence of the division's regular members, on the Board of Trustees.
8. Each division shall submit any of its original records, including its financial records, to the Society's Executive Committee within five (5) business days of the request for same. The Society's Executive Committee may require at any time that a division submit to a financial audit. The division and the Society shall share the cost of any such audit.
9. In the event a division becomes delinquent in its obligations or loses its good standing with the Society for any reason whatsoever, the division shall lose its status and it shall not be allowed to participate in the affairs of the Society (directly or through its members), including but not limited to participation on the Board of Trustees, throughout the period of such delinquency, and all division funds and assets shall immediately be turned over to the Society's Treasurer for safekeeping or disposition as the Society's Board of Trustees may see fit. The Society may also pay down any division's indebtedness to the Society from any funds that may otherwise be due the division.
10. Each division may set and access its own local dues in accordance with its budgetary requirements. The adoption of such local dues shall be on thirty (30) days notice to a division's members and shall require a super-majority of 60% of the votes cast.
11. Under no circumstances shall the Society be responsible for the indebtedness or unfulfilled financial obligations of any division.

ARTICLE XIV

Finances and Dues

1. Finances
 - a. The Society may set and require of its members the payment of annual dues or assessments.
 - b. The Society may accept and should seek non-dues revenue, that is, revenue derived from publications, conventions or meetings, or other professionally related projects, or grants or donations.
 - c. The Board of Trustees shall approve the annual budget and may incur any necessary expense on behalf of the Society for the normal continuance of Society activities.
 - d. All non-budgeted expenditures greater than \$5,000 shall be referred to the Finance Committee for study and the Finance Committee shall report back to the Board of Trustees at its next regularly scheduled meeting. In cases deemed an emergency by the Executive Committee, a simple majority of the Executive Committee may direct the payment of such expenditure with notice being given of same to the Board of Trustees at its next regularly scheduled meeting.
 - e. All Society checks for an amount exceeding \$25,000.00 shall require the approval of the Treasurer and the President, and be signed by the Executive Director. The Executive Director shall report monthly to the Executive Committee the particulars of Society checks.

- f. In the event of the dissolution of the New Jersey Podiatric Medical Society, any remaining funds and assets shall be equally distributed among the colleges of podiatric medicine existing at the time of dissolution, which are then approved or accredited by the Council on Podiatric Medical Education of the APMA or its successor.

2. Dues

- a. The Board of Trustees shall set the dues for all classes of membership.
- b. The Executive Director may after due consideration recommend to the Executive Committee the waiver of the payment of dues by a particular member. The Executive Committee may favorably act on the Executive Director's recommendation, when the payment of dues would constitute a hardship by reason of physical disability, illness or any other reason that is acceptable to the APMA for such purposes.
- c. A member shall be considered delinquent and not in good standing if at least $\frac{1}{4}$ of his or her dues are not paid by June 1st, a total of $\frac{1}{2}$ of his or her dues are not paid by September 1st, a total of $\frac{3}{4}$ of his or her dues are not paid by December 1st and all of his or her dues are not paid in full by March 1st.
- d. A member who becomes delinquent in his dues shall, from the date of his delinquency, be deemed to be not in good standing and ineligible to be a candidate for or hold any Society elected or appointed office or post, or any component divisions. Such ineligibility may be rescinded upon evidence that the delinquency has been corrected.
- e. Members of the Society who have forfeited their membership because of non-payment of annual dues, may be reinstated upon (1) payment of such indebtedness which shall apply only to the period of delinquency during which membership services were received, (2) payment for such portion of the annual dues as is equivalent to the number of months remaining in the fiscal year of forfeiture, and (3) any reinstatement fee set by the Board of Trustees. In case of such reinstatement, the number of years required for life membership in accordance with Article III need not be consecutive, provided that only one such reinstatement shall be permitted and, further, such reinstatement shall not be available to anyone whose membership was suspended or interrupted for unethical or illegal activity involving the practice of podiatric medicine.
- f. If a regular member joins after June 1st in any year, then that member's dues shall be prorated on a monthly basis for the period remaining during that year of membership. Associate or regular membership dues shall be in addition to the dues required by the APMA.

ARTICLE XV

Ethics and Laws

The principals of podiatry ethics adopted by the APMA and the state laws governing the practice of podiatric medicine and surgery shall guide the conduct of members in their relations with each other and the public.

ARTICLE XVI

Continuing Medical Education

All members who are podiatric physicians must successfully complete a sufficient number of hours of continuing medical education each year to assure compliance with all relevant laws and the requirements of the APMA.

ARTICLE XVII

Indemnification

All members of the Board of Trustees, all officers, all employees of the Society and all such other persons

who may be specified from time to time by the Board of Trustees shall be indemnified by the Society against all expenses and liabilities including counsel fees, reasonable incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a member of the Board of Trustee, an officer, a member or an employee of the Society, or any settlement thereof, whether the person is a member of the Board of Trustees, an officer, a member, or an employee at the time such expenses are incurred, except in cases wherein the person seeking indemnification is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. The right of indemnification provided in these bylaws shall be in addition to, and not exclusive of, all other rights to which the indemnified person may be entitled.

ARTICLE XVIII

Rules of Order

The rules of order followed by the APMA and specified by such body shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any later adopted standing rules or regulations.

ARTICLE XIX

Amendments

These bylaws may be amended in the following manner:

1. The Constitution and Bylaws Committee shall receive all proposed amendments and report upon them within 90 days of receipt.
2. The Constitution and Bylaws Committee shall present any proposed amendment to the Board of Trustees for its approval. A 2/3 super-majority vote of those members of the Board of Trustees present and voting is necessary for Board of Trustees' approval.
3. Any proposed amendment having the approval of the Board of Trustees shall then be presented to a meeting of the membership of the Society. A 2/3 super-majority vote of the members in good standing, who are voting in person or by proxy, is necessary for the adoption of such amendment.

ARTICLE XX

Repeal of Prior Standing Rules and Regulations

All standing rules and regulations in effect prior to the adoption of these amended bylaws are repealed and rendered without effect.

FORM A

Proxy Notice and Instructions

The Annual Meeting and Election of Officers of the New Jersey Podiatric Medical Society (the "Society") will be held on *[insert here the meeting date]* at *[insert here the meeting time]*. The meeting location is *[insert here the meeting location]*. Pursuant to the Society's bylaws, as an active member in good standing you may attend the Annual Meeting and vote in person, or you can vote by proxy. If you wish to vote by proxy you must complete, sign, date and return this form to the Society's office by hand delivery, by fax *[insert here the appropriate Society fax number]* or by email *[insert here the designated Society email address]* **NO LATER THAN forty-eight (48) hours before the meeting.**

PROXY

I, _____, grant my proxy to:
(Print Your Full Name)

(Check ONLY ONE box below)

The President of the Society to be cast on my behalf for the election of those members nominated by the Society's Nominating Committee.

-OR-

Such other member in good standing as indicated below to be cast in accordance with the instructions I have set forth below. *If I have checked both boxes above or I have failed to provide any information below, the President shall exercise my proxy in favor of the Nominating Committee's slate and any other provisions made by me herein shall be rendered null and void.*

Member in good standing to whom I grant my proxy:

(Print Name of Member Above)

My proxy is to be voted for the following members for the following offices:

President-Elect: _____

Vice-President: _____

Treasurer: _____

Secretary: _____

My signature: _____ Dated: _____