

**BYLAWS OF THE HEALTH LAW SECTION
OF THE
NEW JERSEY STATE BAR ASSOCIATION**

Article I

Purpose

Section 1. This Section of the New Jersey State Bar Association shall be known as the Health Law Section.

Section 2. The purposes of this Section shall be:

- (a) To bring together attorneys who practice or are interested in health law to study and to exchange information and expand their breadth of knowledge in health law;
- (b) to inform members of the New Jersey Bar of significant issues in health law, and as applicable and with due regard for the interest of the public involved in those issues, to suggest changes in the law and to develop such changes;
- (c) To report periodically to the Association its recommendations for Action by the Association Board of Trustees.

Article II

Membership

Section 1. Membership in this Section shall be open to all members of the New Jersey State Bar Association who have expressed their desire in writing to become members of this Section and shall pay Section dues.

Article III

Officers

- Section 1.** The Officers of this Section shall be the Chair, Chair-Elect, Vice-Chair, Secretary and Immediate Past-Chair.
- Section 2.** Each Officer shall be elected or succeed to office in the manner hereinafter set forth. All Officers shall hold office for a term beginning at the close of the meeting of the Board of Directors at which they are elected or otherwise succeed to office. The term of office shall be a period of one (1) year, or until respective successors have been elected or succeed to office as provided herein. Upon expiration of the term of the Chair or a vacancy in the office of Chair, the Chair-Elect shall succeed to the office of Chair. Upon expiration of the term of the Chair, the Chair shall succeed to the office of Immediate Past-Chair.

Article IV

Board of Directors

- Section 1.** The Section shall be governed by a Board of Directors which shall be comprised of between nine (9) and thirteen (13) Directors. The Board of Directors shall have full power to direct the activities and affairs of the Section, subject only to the direction of the Board of Trustees of the New Jersey State Bar Association.
- Section 2.** In order to be eligible for election to and service on the Board of Directors, an individual must be a member in good standing of the Association and the Section at the time his or her nomination to the Board of Directors is submitted and during the term thereof, and must have been a member in good standing of the Association and the Section for at least three (3) full years prior to the date of the election and have demonstrated significant involvement in and made contributions to the Section for at least two (2) years. The term of office shall be a period of one (1) year, or until respective successors have been elected or succeed to office as provided herein.
- Section 3.** A regular meeting of the Board of Directors shall be held with seven days prior notice, not later than forty-five days after the Annual Meeting of the Section. The Board of Directors may provide, by resolution which shall be published in advance of the next meeting, the time and place for the

holding of additional regular meetings of the Board without further notice other than such resolution.

- Section 4.** Special meetings of the Board may be called by the Chair or a majority of the Directors.
- Section 5.** At least seven (7) days' written notice, which may be by email, (with mailed notice provided where no e-mail address is available or in other appropriate cases where notice by mail is required by the New Jersey Bar Association or the Section Chair) shall be furnished for all regular and special meetings of the Board. Such notice shall contain a short statement as to the purpose of the meeting. Regular or special meetings may be held without notice if all Directors sign a written waiver of notice, which waiver may be given before or after such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice.
- Section 6.** A majority of the total number of Directors shall constitute a quorum for transaction of business. The act of the majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors.
- Section 7.** One or more persons may participate in a meeting of the Board of Directors, or any committee thereof, by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other.

Article V

Nomination and Election of Officers And Members of the Board of Directors

- Section 1.** There shall be a minimum of nine (9) members of the Board of Directors, and a maximum of thirteen (13), two (2) of whom shall succeed automatically. Nominations of seven (7) to eleven (11) members of the Board of Directors shall be made sixty (60) days prior to the annual meeting of the Section. The Chair Elect shall automatically remain on the Board for one (1) year and to become Chair and the Chair shall automatically remain on the Board for one (1) year to become Immediate Past Chair. These nominations shall be made by a Nominating Committee of three (3) members of the Section appointed by the Chair, one of which shall be the Immediate Past Chair. Notice of such nominations shall be emailed to each member of the Section for whom the Association has an email address (with mailed notice provided where no e-mail address is available or in other appropriate cases where notice by

mail is required by the New Jersey Bar Association or the Section Chair) no earlier than sixty (60) days and not later than forty-five (45) days prior to the commencement of the annual meeting. Additional nominations may be made by petition signed by at least ten (10) members of the Section (hereinafter "Additional Members"), submitted to the Secretary no later than thirty (30) days prior to the commencement of the annual meeting of the Section at which the election is scheduled to be held Such additional nominations ("Additional Nominations"), if any, shall be included on a notice emailed to each member of the Section (for which the Association has an email address) (with mailed notice provided where no e-mail address is available or in other appropriate cases where notice by mail is required by the New Jersey Bar Association or the Section Chair) no later than fifteen (15) days prior to the commencement of the annual meeting of the Section at which the election is scheduled to be held (such notice shall be made only in the event that Additional Nominations have been received by the Secretary).

Section 2. Elections shall proceed by written ballot in the event that Additional Nominations are made for the Board of Directors and a total of twenty-five (25) members request a written ballot by submitting the written request to the Secretary at least ten (10) days prior to the time of the election.

Section 3. All members in good standing of the Section who have been members in good standing as of the first day of March of the year in which the election is to take place and who are in attendance at the annual meeting of the Section meeting may vote for the election of Board members.

Section 4. The members of the Board of Directors, shall at their first organizational meeting elect officers from amongst themselves, including a Chair-Elect to serve in that capacity for a term of one (1) year with an automatic succession to the offices of Chair, a Vice-Chair and Secretary. The Chair of the Section, after consultation with the other officers, shall then appoint the Committee Chairs of the Standing Committees set forth in Article XI. The Chair may appoint any member of the Section as the Chair of a Standing Committee. The Chair of a Standing Committee, may, but need not be, a member of the Board of Directors.

Article VI

Duties of Officers

Section 1. The Chair shall preside at all meetings of the Section and Board of Directors. The Chair should formulate and present at each annual meeting of the New Jersey State Bar Association a written report of the

work of the Section for the past year and shall further perform such other duties and acts as usually pertain to such office and shall name those Section members who shall serve as Delegates to the General Council.

Section 2. The Chair-Elect shall, in the absence of the Chair, perform the duties of the Chair, or in the event of the death, resignation or disability of the Chair, shall succeed to the office of the Chair. In addition, the Chair-Elect shall perform such duties and functions as may be delegated by the Chair.

Section 3. The Vice Chair shall be an active member of the Board and shall perform such duties as may be requested by the Chair.

Section 4. The Secretary shall be custodian of all books, papers, documents and other records which are property of this Section, shall keep the record of all proceedings of this Section and its Board of Directors, and shall be responsible for the giving of all notices required by these bylaws.

Section 5. The Immediate Past-Chair shall be available for advice and guidance on prior policies and procedures of the Section. The Immediate Past-Chair shall also perform such duties and functions as may be delegated by the Chair.

Article VII

Vacancies

Section 1. In the event of a vacancy in any office, including directors, the vacancy may be filled by the Chair with the advice and consent of the Board of Directors until the next annual meeting.

Article VIII

Emeritus Board Membership

Section 1. In order that the Board of Directors may avail itself of the experience of former Directors of the Section, there shall be a class of Board Membership to be known as "Emeritus". Emeritus Board members shall be in addition to the members described in Article IV, Section 1 and shall not be counted in determining the maximum number of Board members.

Section 2. Emeritus Board members will be appointed and invited to serve by resolution of the Board of Directors from among those members of the Section who have previously served as Directors of the Section for at least

six (6) years and demonstrated outstanding service to the Section over an extended period of time.

Section 3. The Emeritus members of the Board shall serve solely in an advisory function to the Board of Directors. To facilitate the advisory function, members of the Emeritus Board will be notified of and invited to attend and participate in all meetings of the Board and copied on all notices and correspondence to the Board of Directors.

Section 4. The Emeritus members of the Board will have no vote at Board meetings and will not be counted in determining a quorum of the Board of Directors.

Article IX

Meetings

Section 1. Regular meetings and special meetings may be held at such times and places as the Chair may deem desirable or, at any time, upon the request of any five (5) members of the Section submitted to the Secretary. There shall be at least seven (7) days' written notice (which can be by e-mail) of special meetings, which shall contain a short statement as to the purpose of the meeting.

Section 2. Special meetings of the membership of the Section may be called by Chair upon the approval of a majority of the Board of Directors, at such time and place as the Board of Directors may determine.

Section 3. Ten (10) members of the Section, present at any regular or special meeting, shall constitute a quorum for the transaction of business. A majority vote of the members present shall bind the Section membership.

Section 4. One or more persons may participate in a meeting of the membership, or any committee thereof, by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other.

Section 5. The annual meeting of the Section shall be held in May of each year at the same time and place as the Annual Meeting of the New Jersey Bar Association, and the date of such meeting shall be fixed by the Association in consultation with the Chair. In addition, the Section shall hold at least one general meeting annually at such time and place as may be fixed by the Chair.

Article X

Amendments

- Section 1.** The bylaws may be amended at any meeting of this Section where a quorum is present by a two-thirds vote of the members of the Section present, but such amendments shall not take effect until they have been approved by the Board of Trustees of the New Jersey State Bar Association.
- Section 2.** Written notice of the text of any proposed amendments shall be given or emailed to the members of this Section at least thirty (30) days prior to the meeting of the Section at which such amendments will be voted upon.

Article XI

Committees

- Section 1.** The standing committees of this Section shall consist of the following:
- (a) A Seminar Committee
 - (b) A Federal Legislative Committee
 - (c) A State Legislative Committee
 - (d) A Communications Committee
 - (d) A Publications Committee
 - (e) A State Regulatory Developments Committee
 - (f) A Federal Regulatory Developments Committee
 - (g) A Meeting Program Committee
 - (h) A Nominating Committee
- Section 2.** The standing committees shall meet and shall perform such duties as the Board of Directors shall delegate to them. The Chair of each Standing Committee, as appointed under Section 4 of Article V shall consult with the Board of Directors for the appointment of the members of the Committees.
- Section 3.** The Chair shall appoint such additional committees from time to time as the Chair shall deem necessary.

Article XII

Compliance

This Section shall be organized and conducted in all respects subject to the bylaws and policy of the New Jersey State Bar Association.

Approved April 2012