

The Human Genetics Association of New Jersey Inc.



BYLAWS

Of

THE HUMAN GENETICS ASSOCIATION OF NEW JERSEY, INC.

ARTICLE I – NAME

The Society shall be called, “The Human Genetics Association of New Jersey, Inc.

ARTICLE II – OFFICES

The principal office of the corporation shall be in the City of New Brunswick in the State of New Jersey. The corporation may also have offices at such other places within or without New Jersey as the Board may, from time to time, determine or the business of the corporation may require.

ARTICLE III – PURPOSES

The purposes for which this corporation has been organized are as follows:

- A. To encourage, support, and develop the science of human genetics and its clinical availability to the people of the State of New Jersey.
- B. To bring together those individuals who provide medical genetic services, and facilitate statewide interaction among clinical genetic centers.
- C. To apply for, receive and distribute grants, contributions and funds from governmental, foundation and individual sources to be used in the fields of genetics, birth defects and allied diseases as well as for the purposes set forth below.
- D. To review and coordinate grant applications at the request of applicants or prospective grantors in the fields of genetics and birth defects.
- E. To encourage public and private support for research, clinical programs, training and education in the fields of genetics and birth defects, including the causes, methods of treatment, prevention and cure of birth defects and genetics diseases and counseling in such fields.

F. The corporation, in furtherance of its corporate purposes above set forth, shall have all the powers enumerated in the Not-for-Profit Corporation Law, subject to any limitations provided in the Not-for-Profit Corporation Law or any other statute of the State of New Jersey.

ARTICLE IV - MEMBERSHIP

1. Active Members: Membership shall be extended to those individuals involved or interested in the delivery of genetic services in the State of New Jersey. This may include, but need not be limited to, laboratory service providers, clinical geneticists, genetic counselors, nurse genetic specialists, genetic social workers, genetic program personnel, and genetics instructors. In the event of any question or dispute concerning the qualifications of a member, the Board of Directors shall hear such question or dispute and its decision shall be final and binding. Active members may vote, attend all meetings, hold office, and serve on committees, or as representative to other organizations.

2. Guests: Invited guests and other interested parties may attend meetings. However, they may not hold office or otherwise participate as voting members.

3. Dues: The amount of annual dues shall be established from time to time by the Board of Directors. Dues shall be payable within two months after notification at the winter meeting. Failure to pay dues by the date of the annual spring meeting shall result in an automatic suspension of membership.

4. Membership List: The Secretary shall keep a membership list containing the names, addresses, telephone numbers and email addresses of all current members.

5. Suspension, Expulsion, Resignation, and Reinstatement: A member may be expelled or suspended by a three-fourths vote of the Board of Directors upon a finding that such member has violated such standards as may be promulgated by the Board of Directors. The Board subscribes to the standards of the codes of ethics of the professional organizations represented by the membership, including, but not limited to, the American Medical Association, the American College of Medical Genetics, the National Society of Genetic Counselors, and the International Society of Nurses in Genetics. A member may be reinstated by a three-fourths vote of the Board of Directors upon finding that such member has embraced the practice of standards as may be promulgated by the Board of Directors. A member may resign at any time by giving written notice to the Secretary.

ARTICLE V - BOARD OF DIRECTORS

1. Management of the Corporation: The Board of Directors shall manage and direct the activities, business and affairs of the corporation.

2. Number: The Directors shall consist of the Officers of the Society, the most recent past president, and two elected members from the active membership. The number of Directors may be increased or decreased from time to time by amendment to these Bylaws, except that the number of Directors shall not be less than seven and no decrease in the number of Directors shall shorten the term of any incumbent Director.

3. Term: The Directors named in the Certificate of Incorporation shall serve until the second annual meeting of members, at which time four Directors, the Officers, shall be elected for two-year terms, and two Directors shall be elected for three-year terms. Thereafter, the non-Officer Directors shall hold terms of two years. No Director may serve more than three consecutive elected terms in office. Any Director whose term has expired shall continue to serve until his successor shall have been elected.

4. Qualifications: Directors shall be members.
5. Vacancies: Vacancies among the Directors may be filled by action of the remaining members of the Board of Directors. Any Director so chosen shall serve only until the next annual membership meeting.
6. Resignation: A director may resign at any time by giving written notice to the Secretary and the resignation shall take effect upon receipt by the Secretary or upon the date stated in the notice, whichever is the later.

ARTICLE VI - OFFICERS

1. Number: The officers of the corporation shall be a President, President-Elect, Secretary and Treasurer. In addition, the Board of Directors may appoint any other officers under Section 7 of this Article. No person may occupy two offices simultaneously.
2. Election, Term of Office and Qualifications: The Board of Directors shall elect the officers of the corporation at its annual meeting. All other officers shall hold office for a term of two years and until their successors shall have been duly elected and shall have qualified.
3. The President: The President shall preside at all meetings of the members and the Board of Directors. S/he shall establish committees, appoint Chairpersons of the committees, except the Nominating Committee, and appoint, with the approval of the Directors, delegates to other organizations or conferences. S/he shall have such other powers and perform such other duties, not inconsistent with these by-laws, as may be assigned to him from time to time by the Board of Directors.
4. The President-Elect: In the event of the temporary absence or disability of the President, the President-Elect shall perform all the duties of the President. The President-Elect shall also perform such other duties, not inconsistent with these by-laws as may be assigned to him from time to time by the Board of Directors or the President.
5. The Secretary: The Secretary shall attend all meetings of the Board of Directors and of the members, shall record all of the proceedings of such meetings, shall be the custodian of the records of the Corporation and shall affix the seal to all such documents as may be required. S/he shall give or cause to be given notice of all meetings of the members and of the Board of Directors in accordance with the provisions of these by-laws. In general, s/he shall perform all duties incident to the office of Secretary and such other duties, not inconsistent with these by-laws, as may be assigned to him from time to time by the Board of Directors or the President.
6. Treasurer: The Treasurer shall be authorized to collect all moneys payable to the Corporation, shall be charged with the care and custody of the funds of the Corporation, and from such funds shall make such disbursements, duly authorized, as may be necessary or appropriate. S/he shall keep the Corporation's financial and bank accounts, shall enter in detail all receipts and disbursements and shall report thereon at the request of the Board of Directors or the President. These accounts shall be open at all times to the inspection of any member of the Board of Directors. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties, not inconsistent with these by-laws, as may be assigned to him from time to time by the Board of Directors or the President.
7. Resignations: Any officer may resign at any time by giving written notice of his resignation to the Board of Directors or the Secretary. Any such resignation shall take effect at the time specified therein, or if no time is so specified upon its receipt by the Board of Directors or the Secretary, as the case may be.

8. Vacancies: The Board of Directors may fill any vacancy among the officers of the Corporation for the unexpired portion of the term.

ARTICLE VII - MEETINGS OF MEMBERS

1. Annual and Stated Meetings: The annual meeting of the members for the election of Directors and such other business as may properly come before the meeting shall be held in the months of March, April or May of each year, as determined by the Board of Directors. The first annual meeting shall be held in 1982, and may be held at any time during the first three months following incorporation. In addition, the Board of Directors shall call at least two stated meetings of the general membership in each year.

2. Special Meetings: The President or the Board of Directors may call special meetings of the members, and such meetings shall be called by the Secretary upon the written request of 10 percent of the members. Business transacted at any special meeting of members shall be confined to the purposes stated in the notice of meeting. A Special Advisory Meeting of the members shall be convened upon written request of 25 percent of the members, and any resolutions passed at such meeting shall be binding upon the Board of Directors with respect to the subject matter thereof. Business transacted at any Special Advisory Meeting shall be confined to the purposes stated in the notice of meeting.

3. Place of Meeting: All meetings of the members shall be held at a place, within or without the State of New Jersey designated by the Board of Directors and specified in the notice or waiver of notice of such meeting.

4. Conduct of Meetings: The President, or in his absence the President-Elect, shall preside at each meeting of the members. The Secretary shall act as secretary of the meeting, or, if he is not present, the President shall appoint a secretary of the meeting. Proceedings at such meetings shall be governed by Robert's Rules of Order Revised.

5. Notices: Written or printed notice stating the place, day and hour of the meeting, and in case of a special meeting the purpose or purposes for which, and by whose order, the meeting is called, shall be delivered not less than 10, nor more than 50 days before the meeting, either personally or by postal or electronic mail, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation with the postage thereon prepared.

6. Quorum: One—third (1/3) of the members shall constitute a quorum at meetings of members. When a quorum is present at any meeting, the vote of a majority of the members entitled to vote, present in person shall decide any question brought before such meeting unless the question is one upon which, by express provision of statute or these by-laws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

7. Voting: Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of members. A member may only vote in person.

ARTICLE VIII - MEEETINGS OF BOARD OF DIRECTORS

1. Annual Meeting: The annual meeting of the Board of Directors shall be held within 60 days of the annual meeting of the membership, at such time as the Board of Directors shall determine.

2. Special Meeting: Special Meetings of the Board of Directors may be called by the President and such meetings shall be called by the Secretary upon the written request of three Directors.

3. Place of Meeting: All meetings of the Board of Directors shall be held at a place, within or without the State of New Jersey designated by the President and specified in the notice or waiver of notice of such meeting.

4. Open Meetings: All meetings of the Board of Directors shall be open to all members of the corporation.

5. Quorum and Manner of Acting: Four members of the Board of Directors shall constitute a quorum. All matters shall be decided at a meeting, a quorum being present, by the affirmative vote of a majority of those present, except in cases where the presence or the vote of a greater number is required by statute or these by-laws.

6. Notice: Notice of any meeting of the Board of Directors shall be given at least 5 days prior thereto. Notice shall mean written notice delivered personally or sent by postal or electronic mail or telegram to each member of the Board of Directors at his address as it appears on the records of the corporation. Notice shall also be given to the members of the corporation when practicable. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the Telegraph Company. The attendance of a member of the Board of Directors at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting unless specifically required by statute.

ARTICLE IX – COMMITTEES

1. Chairpersons and Membership: Committees shall be formed from time to time by the Board of Directors to further the goals of the corporation. Each committee shall have a Chairperson or two co-chairpersons (referred to herein as a “Chairperson”) who shall be appointed by the President. The Chairperson shall preside over meetings of the Committee. Any Chairperson may be removed by the President, with the approval of a majority of the Directors. The President shall then appoint a successor.

2. Rules: Each Committee shall keep records of its proceedings and report the same from time to time to the Board of Directors, as may be requested by the President. Any action required or permitted to be taken at any meeting of any Committee may be taken without a meeting if a majority of all members of the Committee consent in writing or by electronic communication to the adoption of a resolution authorizing such action. Such resolution and written/electronic consents thereto shall be filed with the minutes of proceedings of the Committee.

3. Notice: Notice of any meeting of a committee shall be given by the Chairperson of that committee at least 5 days prior thereto. Notice shall mean written notice delivered personally or sent by postal or electronic mail or telegram to each member of the committee at his address as it appears on the records of the Corporation. Notice shall also be given to the members of the Corporation when practicable. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the Telegraph Company. The attendance of a member of the committee at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting unless specifically required by statute.

4. Nomination and Election: As necessary, the Board of Directors shall appoint a Nominating Committee from among the Members to nominate Directors. Nominations may also be made by any five Members. Nominations shall be submitted to the membership in person, or by postal or electronic mail no less than 14 days prior to the annual meeting. Each Member shall be entitled to vote for the number of directors to be elected. Election shall be by plurality vote of those Members present and voting in person.

ARTICLE X - DISSOLUTION OR MERGER

The Corporation may be merged, consolidated or dissolved in the manner provided by statute but, notwithstanding any such statute, any plan of merger, consolidation or dissolution shall be favorably recommended by five members of the Board of Directors, and shall thereafter be approved by two-thirds of the members voting either at a meeting or by mail ballot. In the case of a plan of dissolution, such plan may, but need not, designate with particularity the recipients of funds and other assets of the corporation. Such transferees must, however, be approved by five members of the Board of Directors.

ARTICLE XI - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of any statute, the Certificate of Incorporation or these by-laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time states therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII - ACTION WITHOUT A MEETING

Any action required or permitted to be taken at a meeting of the members or of the Board of Directors may be taken without a meeting. A consent in writing setting forth the action so taken shall be signed by all of the Members or all of the members of the Board of Directors, as the case may be, and such written consent is filed with the minutes of the proceedings. Such consent shall have the same force and effect as a unanimous vote of the Members, or the Board of Directors, as the case may be, and may be stated as such in any article or document to be filed with public authorities.

ARTICLE XIII - FINANCES

1. Fiscal year: The fiscal year of the corporation shall be determined by the Board of Directors.
2. Financial Statement: The corporation shall issue an annual statement of its finances as of the close of the fiscal year.
3. Checks, Drafts, etc.: All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or his/her designee.
4. Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
5. Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, grant, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE XIV – EMOLUMENTS

The Corporation shall not pay a salary to any Director or committee member for his or her services as such, but the Board of Directors may authorize reimbursement of expenses incurred by such persons in the performance of their duties. Nothing herein contained shall be construed to preclude any Director, committee member or corporation representative from service to the Corporation in any other capacity and receiving compensation therefore.

ARTICLE XV - AMENDMENTS TO BY-LAWS

Amendments to these by-laws may be proposed by any member of the Board of Directors or by petition signed by eight Active Members of the Corporation. Such amendment shall be acted upon at the next regular meeting of the Board of Directors and if approved by a majority vote of the Board of Directors shall be presented for approval of the Members, either at a meeting or by postal or electronic mail ballot. If approved by a majority of the Members voting, the amendment will be deemed adopted. If not so approved, the amendment shall be deemed defeated.

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