

**AMENDED AND RESTATED BY - LAWS**  
**OF**  
**NEW JERSEY ASSOCIATION OF**  
**AMBULATORY SURGERY CENTERS, INC.,**  
**A NEW JERSEY NONPROFIT CORPORATION**

**ADOPTED January 23, 2019**

**ARTICLE I**  
**NAME**

**SECTION 1           NAME**

The name of the corporation is the **NEW JERSEY ASSOCIATION OF AMBULATORY SURGERY CENTERS, INC.** (the “Corporation”).

**ARTICLE II**  
**PRINCIPAL OFFICE**

**SECTION 1           PRINCIPAL OFFICE**

The Corporation shall have a principal office within the State of New Jersey at such location as the Board of Directors may from time to time designate.

**ARTICLE III**  
**PURPOSES AND MISSION**

**SECTION 1           PURPOSES**

The purposes for which the Corporation is formed are:

To provide a vehicle for the dissemination of information and communication regarding the ambulatory surgery center community among its members.

To provide a unified voice on issues affecting member ambulatory surgery centers.

To monitor State and Federal legislation and apply strategic influence towards that which has a potential impact on member ambulatory surgery centers.

To provide educational opportunities for its members.

To engage in activities which promote the ambulatory surgery center industry.

To promote the common business interests of its members.

To foster congenial and collegial relationships among those in the ambulatory surgery center industry.

## **SECTION 2 MISSION**

The mission of the Corporation is to promote and support New Jersey ambulatory surgery centers in providing the highest quality of care in the most effective place of service.

## **ARTICLE IV MEMBERSHIP**

### **SECTION 1 CLASSES OF MEMBERSHIP**

The Corporation shall have three (3) classes of membership: Full Membership, Corporate Membership and Associate Membership.

### **SECTION 2 ELIGIBILITY FOR MEMBERSHIP**

**Full Membership:** Any health care provider which is a free standing (separate tax identification numbers from the hospital if hospital affiliated or if a satellite of another surgical center) outpatient ambulatory surgery center in the State of New Jersey, which is licensed by the State of New Jersey as an ambulatory surgery center shall be eligible to become a Full Member of the Corporation.

**Corporate Membership:** Entities or companies which are in the business of providing supplies, equipment, and/or management and consulting services to ambulatory surgery centers and which are not, nor any of their affiliates or related entities, qualified in any way as a Full Member, shall be eligible to become a Corporate Member of the Corporation.

**Associate Membership:** Individuals or entities with one owner (non-corporate), who are in the business of providing management and consulting services to ambulatory surgery centers, providers of professional medical services to ambulatory surgery centers or employees of providers of professional medical services to ambulatory surgery centers, and who are not an affiliate, owner, or employee of an ambulatory surgery center.

### **SECTION 3 ELECTION TO MEMBERSHIP**

Applications for Full, Corporate or Associate Membership once received with the appropriate application fee and requested documentation shall first be reviewed by the Membership Committee which shall recommend to the Board of Directors whether or not the applicant should be accepted for membership consistent with Section 2 above. Following receipt of the Membership Committee's recommendation, the Board of Directors shall either approve or disapprove of the application for membership. An applicant that is accepted by the Board of Directors for membership shall become a member, in the appropriate class, upon payment of the required dues and/or initiation fee, if applicable.

**SECTION 4 MEMBERSHIP CERTIFICATES**

The Board of Directors shall provide for the issuance of certificates evidencing Full Membership, Corporate Membership or Associate Membership in the Corporation. Such certificates shall be issued each year and shall be in such form as the Board of Directors shall determine but shall at least: (1) be signed by the President or the Vice President and the Secretary; (2) state that the member is a Full Member, Corporate Member or Associate Member of the Corporation; and (3) state the year for which the certificate is applicable.

**SECTION 5 VOTING RIGHTS AND PRIVILEGES OF MEMBERSHIP**

**FULL MEMBERS:**

1. This class of membership shall have voting privileges except as provided in **Article V, Section 6**, of these By-Laws or as otherwise required by law. Full Members shall have the right to vote at any annual, regular, or special meeting or at any other such time as issues are voted upon by the members
2. Full Members, through their representatives, shall be given notice of all meetings of the membership; be given notice of all Corporation sponsored educational programs; be eligible to be elected to and hold office; be eligible to be elected and to serve as a Director; and be eligible to serve on and chair committees.

**CORPORATE MEMBERS:**

1. This class of membership shall have no voting rights.
2. Corporate Members, through their representatives, shall be given notice of all meetings of the membership; and shall be given notice of all Corporation sponsored educational meetings.

**ASSOCIATE MEMBERS:**

1. This class of membership shall have no voting rights.
2. Associate Members, through their representatives, shall be given notice of all meetings of the membership; and shall be given notice of all Corporation sponsored educational meetings.

**SECTION 6 DESIGNATION OF REPRESENTATIVES AND ALTERNATIVE REPRESENTATIVES**

Each Full, Corporate and Associate Member shall designate, in writing to the Secretary or the President, the name of one (1) person authorized by that member to act as that member's representative in affairs of the Corporation and the name of one (1) person authorized by that member to act as that member's alternative representative. At any meeting of members, such member shall be considered to be present if either its designated representative or its designated alternate representative is present; if such a member is so present at a meeting of members and is

entitled to vote with respect to an item of business coming before the meeting, that member's vote shall be cast by the member's designated representative or in the absence of the designated representative, by the member's designated alternate representative. A member may change from time to time the persons so designated by it as its representative or alternate representative by providing written notice to the Secretary or to the President of the name of its new representative or alternate representative; such change shall be effective on the date stated in the written notice but may not be prior to the date the Secretary or President receives the written notice.

## **SECTION 7                    DUES AND ASSESSMENTS**

1.     Dues: The Board of Directors shall recommend from time to time the amount of initiation fees, and/or annual dues, if any, payable to the Corporation by Full, Corporate and Associate Members. The amount of dues to be paid must be approved by a two-thirds (2/3) majority vote of a quorum of the Full Membership entitled to vote at any annual, regular, or special meeting of the membership. Dues shall be due and payable at the beginning of each calendar year. New members' dues will be prorated in accord with the month of application for membership according to the following schedule: those receiving membership prior to May 31st of the calendar year will be invoiced for the full amount of the yearly dues; and those receiving membership after May 31st of the calendar year will be invoiced at fifty percent (50%) of the yearly dues. Dues shall not be refundable.
  
2.     Assessments: Special assessments may be levied upon the Full Members if approved by a two-thirds (2/3) majority vote of a quorum of the Full Membership entitled to vote at any annual, regular, or special meeting of the membership provided:
  - a.       The special assessment has been recommended by the Board of Directors.
  - b.       The notice of the meeting of members states that a special assessment will be considered and voted upon at the next meeting.
  - c.       The notice of the meeting of members states the proposed amount and date, or dates of payment of the special assessment.

If a member cannot be present, a mail or fax ballot may be sent to the Board of Directors one (1) week prior to the meeting date and such ballot will be counted in the vote at the meeting.

The amount and date, or dates of payment as recommended by the Board of Directors shall be subject to amendment from the floor irrespective of whether or not the amendment increases or decreases the proposal as stated in the notice of the meeting.

Any assessment so approved by the members entitled to vote shall be due and payable as stated in the resolution of the members approving the assessment.

3. Non-payment of Dues or Assessments: If a member fails to make payment of dues or assessments on or before the date due, until all its delinquent dues and assessments are paid, that member shall not be entitled to vote at any meeting of members. A member who is delinquent in payment of dues or assessments remains obligated to pay any additional dues or assessments levied during the period of delinquency.
4. Reinstatement Fees: The Board of Directors shall recommend from time to time the amount to be paid by members for reinstatement to the Corporation after termination of membership as provided for in these By-laws. The amount to be paid must be approved by two-thirds (2/3) vote of a quorum of the Full Members entitled to vote at any annual, regular, or special meeting of the membership.

## **SECTION 8                    TRANSFER OF MEMBERSHIP**

Membership in the Corporation is not transferable.

## **SECTION 9                    TERMINATION OF MEMBERSHIP**

A member's membership in the Corporation and all rights and privileges incident thereto, may be terminated and canceled by any of the following:

1. Written resignation of the member submitted to the Secretary of the Corporation; such resignation shall be effective on the date of receipt of the written resignation by the Secretary.
2. By action of the Board of Directors in the event that the member, after being properly notified, fails to make payment of its dues or assessments within ninety (90) days after the due date; such termination shall be effective on the date of the Board of Directors' action. Reinstatement of membership so withdrawn will require payment of all delinquent dues and payment of a reinstatement fee to the Corporation.
3. By action of the Board of Directors in the event the member ceases to meet the eligibility requirements for membership; such termination shall be effective on the date of the Board of Directors' action. Reinstatement of membership so withdrawn will require re-application to the Corporation.

## **ARTICLE V MEETING OF MEMBERS**

### **SECTION 1                    PLACE OF MEETING**

All meetings of members shall be held within the state of New Jersey or at such place as may be determined by the Board of Directors. In the absence of a determination otherwise, the meetings shall be held at the principal office of the Corporation.

### **SECTION 2                    ANNUAL MEETING**

The annual meeting of the members of the Corporation shall be held within six (6) months after the close of each fiscal year of the Corporation for the purpose of electing Directors and the transaction of such other business as may properly come before the meeting. The date, time, and place of the annual meeting shall be determined by, or pursuant to, a resolution of the Board of Directors.

### **SECTION 3                   REGULAR MEETINGS**

In addition to the annual meeting of the members, the Corporation shall hold regular meetings for the purpose of the transaction of business that may properly come before the meeting and to discuss matters and developments relating to the ambulatory surgery center industry no less than twice (2x) per year. The date, time, and place of the regular meetings shall be determined by, or pursuant to, a resolution of the Board of Directors.

### **SECTION 4                   SPECIAL MEETINGS**

Special meetings of the members of the Corporation may be called by the President, by a majority of the Board of Directors, or by written petition signed by not less than one-third (1/3) of the members of the Corporation entitled to vote.

### **SECTION 5                   NOTICE OF MEETINGS**

Notice of all annual, regular, and special meetings of the members shall be given in writing at least ten (10) calendar days before the date of the meeting to each member and shall state the place, day and hour of the meeting, and in the case of a special meeting, the purpose for which the meeting is called. Unless otherwise provided by the laws of the State of New Jersey or these By-Laws, the act of a majority of the members present and voting at a meeting at which a quorum is present shall be the act of the members.

### **SECTION 6                   QUORUM**

At any annual, special or regular meeting of the members of the Corporation, a quorum shall be constituted by one third (1/3) of those members entitled to vote at the meeting.

### **SECTION 7                   VOTING**

Each Full Member of the Corporation entitled to vote concerning an item of business at a meeting of members whose representative or alternative representative is present at the meeting shall have one (1) vote concerning that item of business; provided, however, no members whose dues or assessments are due but unpaid at the time of the vote on an item of business shall be entitled to vote on that item.

### **SECTION 8                   VOTING LIST**

The Secretary shall keep, or cause to be kept, at all times, at the principal office of the Corporation, a complete and accurate list of all members entitled to vote which may be inspected by any member, for any proper purpose, at any reasonable time.

**SECTION 9 MAIL, E-MAIL OR FAX VOTE**

The Board of Directors may authorize, in lieu of an annual, regular, or special meeting, a mail, e-mail, or fax vote on any matter or matters that could be voted upon at an annual, regular, or special meeting. If such a mail, e-mail, or fax vote is approved by the Board of Directors, the Board shall determine the procedure, consistent with these By-Laws, by which the mail, e-mail, or fax vote shall be conducted. Each member of the Corporation shall have the right to vote by mail, e-mail, or fax, provided that the member is otherwise entitled to vote concerning the subject matter of the vote and is not delinquent in its dues or assessment at the time the Corporation receives the member's mail, e-mail, or fax ballot.

**SECTION 10 MEMBERS ACTION WITHOUT A MEETING**

Any action which is required to be taken at a meeting of members, or any action which may be taken at a meeting of members, may be taken without a meeting if, prior to such action, a consent in writing, setting forth the action to be taken, is signed by all of the members entitled to vote with respect to the subject matter thereof and such written consent is filed with the minutes of the proceedings of the members.

**ARTICLE VI  
BOARD OF DIRECTORS**

**SECTION 1 ELECTION OF THE BOARD OF DIRECTORS**

The Board of Directors shall consist of nine (9) members total elected from the Corporation's membership categories (Full Membership, Corporate Membership and Associate Membership) by majority approval of a quorum of voting members at the annual meeting of the Corporation. A minimum of two-thirds (2/3) of the Directors must be Full Members. Each Director will serve for a term of three (3) years and for no more than three (3) consecutive terms in total. Notwithstanding the foregoing, the term of a Director who is concurrently serving as the President of the Corporation shall have his or her term on the Board of Directors extended until the end of such Director's then current term as President. The terms of the Directors shall be staggered such that three (3) Directors are elected at each annual meeting of the Corporation. At the annual meeting of the Membership to be held on June \_\_, 2019, the terms of the newly elected and existing Directors shall be modified such that three (3) Directors will have terms that expire one (1) year following the annual meeting, three (3) Directors will have terms that expire two (2) years following the annual meeting, and three (3) Directors will have terms that expire three (3) years following the annual meeting.

The Nominating Committee shall vet and nominate candidates for the Board of Directors. There shall be no more than one (1) member from any one (1) State licensed facility on the Board of Directors. Every member of the Board of Directors must be a member in good standing of the Corporation and shall complete the Corporation's conflict of interest and confidentiality forms.

**SECTION 2 GENERAL POWERS**

Subject to the limitations imposed by the Articles of Incorporation, these By-Laws, and the laws of the State of New Jersey, the affairs of the Corporation shall be managed, and all corporate powers exercised, by the Board of Directors.

### **SECTION 3            VACANCIES**

When a vacancy occurs on the Board of Directors through death, resignation, ineligibility, removal or otherwise, the Executive Committee shall screen, interview and nominate candidates to fill the vacancy. The Board of Directors shall elect a successor Director to serve for the remainder of the unexpired term from the list of candidates by majority approval of a quorum of the existing Board of Directors present at the next regularly scheduled meeting of the Board of Directors. Such appointment shall be confirmed by majority approval of a quorum of voting members at the next scheduled meeting of the members of the Corporation. The Board of Directors may accept a resignation prior to the filling of that vacancy with a successor.

### **SECTION 4            REGULAR MEETINGS**

Regular meetings of the Board shall be held at least quarterly, and shall be preceded by notice to the membership of the time and place of such meeting.

### **SECTION 5            SPECIAL MEETINGS**

Special meetings of the Board may be called at any time at the request of the President, or by a majority of the Board of Directors, following three (3) days' notice of the Board of Directors by mail, fax, e-mail or telephone. Unless an alternative location is indicated by the President, the place of such special meetings shall be the office of the Corporation.

### **SECTION 6            ATTENDANCE AT MEETINGS**

Notwithstanding **Section 9** of this **Article VI**, each member of the Board of Directors must attend at least fifty percent (50%) of the regular and special meetings in person unless otherwise excused by the President.

### **SECTION 7            QUORUM**

The presence of a majority of the Directors holding office at any point in time shall constitute a quorum. The Directors shall continue to transact business at any meeting at which a quorum is initially present; however, any action must be approved by a majority of the quorum.

### **SECTION 8            ACTION WITHOUT A MEETING**

Any action required to be taken by a majority of the Board of Directors may be taken without a meeting of the Board of Directors, provided the members of the Board of Directors have given unanimous consent in writing. Such action by written consent shall have the same effect as a unanimous vote of the Board of Directors, and shall be reflected in the minutes of the proceedings of the Board of Directors.



**SECTION 9 MEETING BY MEANS OF TELEPHONE**

Members of the Board of Directors may meet by means of a conference telephone or similar communication equipment.

**SECTION 10 COMPENSATION**

No Director shall receive compensation for services as a member of the Board of Directors. Nothing herein shall preclude a Board of Directors member from serving as a paid employee or agent of the Board of Directors or from receiving reimbursement for reasonable expenses in accordance with the reimbursement policy developed by the Board of Directors.

**SECTION 11 NOTICE OF MEETINGS**

Directors of the Board of Directors shall be given notice of each meeting of the Board of Directors other than the annual meeting, which notice shall state the date, time and place of the meeting and, in the case of a special meeting, the items of business to be transacted. It shall be the duty of the Secretary to cause each notice to be given to each Director not less than three (3) calendar days prior to the meeting. Such notice shall be given personally or by mail, e-mail, telephone, or fax to the Directors' residence or place of business last listed at the Corporation's principal office. Notice of any meeting of the Board of Directors may be waived by any member by their execution of a written waiver of such notice either before or after the holding of such meeting; such a waiver shall be filed with the minutes of the meeting. The attendance of any Director at any meeting without protesting, at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him or her of notice of the meeting.

**SECTION 12 PLACE OF MEETING**

All meetings of the Board of Directors shall be held within the State of New Jersey at such a place as may be determined by, or pursuant to, a resolution of the Board of Directors. In the absence of such a Board of Directors' resolution, the meeting shall be held at the principal office of the Corporation.

**SECTION 13 DIRECTORS CONFLICT OF INTEREST**

No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors is a Director or officer or is financially interested shall be either void or voidable because of this relationship or interest or because the Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because their votes are counted for such purposes, if:

1. The fact of this relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

2. The fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; and
3. The contract or transaction is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves or ratifies such contract or transaction.

## **ARTICLE VII OFFICERS**

### **SECTION 1            OFFICERS**

The Board of Directors shall, among themselves, elect an Executive Committee, consisting of a President, Vice President, Secretary, and Treasurer from the members serving as Directors of the Board at that time. The immediate Past President shall also serve on the Executive Committee.

### **SECTION 2            ELIGIBILITY**

An officer must be a member of the Board of Directors. No person shall hold the same office for more than two (2) consecutive full terms, and two (2) or more offices may not be held by the same person at the same time.

### **SECTION 3            ELECTION AND TERM**

Officers shall be elected by a majority vote of a quorum of the Board of Directors at the annual meeting of the Board of Directors. Each officer shall serve for a term of three (3) years or until such officer is no longer a member of the Board of Directors. Officers who have been elected to the same office for two (2) consecutive three (3) year terms shall not be eligible for re-election to the same office until at least one (1) year has expired following such officer's last term.

### **SECTION 4            VACANCIES**

A vacancy in any office because of death, resignation, ineligibility, removal or otherwise shall be filled by a member appointed to the vacant position, as a result of a majority vote of a quorum of the Board of Directors, for the unexpired term of that such office.

### **SECTION 5            RESIGNATION**

Any officer may resign at any time by giving written notice to the Corporation. A resignation shall take effect on the date of receipt of written notice or at any later time specified in the letter of resignation.

### **SECTION 6            DUTIES OF OFFICERS**

1. President. The President shall preside at all meetings of the members, at all meetings of the Board of Directors, at all meetings of the Executive Committee, and shall have general supervision over the work of the Corporation. The President shall perform such other duties as prescribed from time to time by law, by these By- Laws, by the Board of Directors, or by the membership.
2. Vice President. The Vice President shall assist the President in the performance of his or her duties. During the absence of the President or in case of a vacancy in that office, the Vice President shall exercise and perform the powers and duties of the President until a successor is elected. The Vice President shall perform such other duties as prescribed from time to time by law, by these By-laws, by the Board of Directors or by the membership.
3. Secretary. The Secretary shall keep or cause to be kept all corporate records, a current membership roster, updated credentials (licenses and accreditation), and minutes of all meetings of the members or the Board of Directors. The Secretary shall cause to be sent notices of meetings of the Board of Directors and of meetings of the members. The Secretary shall perform such other duties as prescribed from time to time by law, by these By-Laws, by the Board of Directors or by the membership.
4. Treasurer. The Treasurer shall be responsible for all funds and securities of the Corporation, shall keep or cause to be kept regular books of account, and in general shall perform all duties as prescribed by law, by these By-Laws, by the Board of Directors or by the membership. The Treasurer shall be responsible for the disbursement of the funds of the Corporation as authorized by the Board of Directors. The Treasurer shall provide a financial report at the annual meeting of members.
5. Immediate Past President. The immediate Past President shall serve as a voting member of the Executive Committee.

## **SECTION 7                    COMPENSATION**

No officer of the Corporation shall receive compensation for services performed by him or her as an officer unless such compensation has been approved by the membership. However, nothing herein shall be construed to preclude any officer from receiving compensation from the Corporation for other services actually rendered to the Corporation or for expenses incurred for serving the Corporation as an officer, as approved by the Board of Directors.

## **ARTICLE VIII FISCAL YEAR**

The Corporation's fiscal year shall be January 1 to December 31.

## **ARTICLE IX COMMITTEES**

### **SECTION 1           STANDING COMMITTEES**

There will be the following standing committees: the Membership Committee, the Executive Committee, the Events Committee, the Government Relations Committee, the Educational Program Committee and the Nominating Committee. Chairs of these standing committees must be members of the Board of Directors, and shall be appointed by and serve at the pleasure of the President. The committee chair is empowered to appoint committee members, subject to the overruling of such appointment by the President. Notwithstanding the foregoing, the members of the Executive Committee shall consist of the Officers of the Corporation and immediate past president. The chair of each committee shall report to the Board of Directors on a quarterly basis. Standing committee meeting minutes shall be made available to the Board of Directors upon request. In the event any standing committee, except for the Executive Committee, votes to take a particular action, the committee shall not proceed without the majority vote of a quorum of the Board of Directors.

### **SECTION 2           ADDITIONAL COMMITTEES**

The President may establish or dissolve additional committees to address particular issues and may appoint an individual Director to serve as the liaison to the Board of Directors for each such committee, subject to overruling of such actions by majority vote of a quorum of the Board of Directors. The President is empowered to appoint or replace the chair of a committee. The committee chair is empowered to appoint committee members, subject to the overruling of such appointment by the President. The committee chair of any additional committees established by the President shall report to the Board of Directors on a quarterly basis. Further, minutes of committee meetings shall be made available to the Board of Directors upon request.

## **ARTICLE X INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHER CORPORATE AGENTS**

The Corporation holds harmless its officers, Directors, agents and employees from and against any action, threatened action or proceeding brought by reason of their respective positions in the Corporation, including without limitation all reasonable attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Article. The Corporation may obtain Officers and Directors liability insurance for the purpose of protecting its officers and Directors.

## **ARTICLE XI BOOKS AND RECORDS**

The Corporation shall keep at its principal office correct and complete books and records of account, written minutes, a copy of the Articles of Incorporation, and a record of the name of the Directors and officers.

**ARTICLE XII  
RULES OF ORDER**

The Corporation shall govern itself under the rules contained in Robert’s Rule of Order, newly revised, or as may be amended from time to time, provided such governance is consistent with the Articles of Incorporation, these By-Laws and applicable State and Federal Statutes and regulations governing the conduct of a mutual benefit corporation.

**ARTICLE XIII  
AMENDMENTS**

These By-Laws may be amended or repealed by the majority vote of the members at a meeting at which a quorum is present. A copy of the proposed amendment shall be given to each member no later than the notice of the meeting.

**ARTICLE XIV  
DISSOLUTION**

**SECTION 1            DISSOLUTION**

The Corporation may be dissolved in accordance with the laws of the state of New Jersey.

**SECTION 2            DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the Corporation, its assets shall be distributed in accordance with the provisions of the Internal Revenue Code relating to the distribution of assets following dissolution applicable to § 501(c)(6) corporations, or any corresponding sections of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization, as said Court shall determine.

Enacted this \_\_\_\_\_ day of \_\_\_\_\_ in the year \_\_\_\_\_.