



## **Bylaws**

# **A.M.H-E- Incorporated New Jersey Chapter**

(A Nonprofit Corporation Formed Under Title 15A Of The New Jersey Nonprofit Corporation Act)

## ARTICLE I NAME

### Section 1. Name

The name of the Corporation shall be A.M.H.E. Incorporated - New Jersey Chapter ("The Corporation"). The name A.M.H.E. Incorporated - New Jersey Chapter shall reflect in all activities of the Corporation.

The name of the Corporation was originally A.M.H.E. of New Jersey, Inc., as stated in the original Certificate of Incorporation. The name was amended pursuant to the New Jersey Nonprofit Corporation Act.

A.M.H.E. stands for Association des M6decins HaYtiens 2 l'Etranger (in English: Association of Haitian Physicians Abroad).

## ARTICLE II OFFICE

### Section 1. Office Location

The principal office of the Corporation shall be located in the State of New Jersey. The Board of Directors may from time to time appoint such place at it deems necessary to operate the Corporation.

## ARTICLE III PURPOSES

### Section 1. Purposes

The Corporation shall be devoted exclusively for scientific, educational and charitable purposes, and more particularly to:

1. Establish and tighten the links between Haitian physicians and dentists of New Jersey and surrounding states.
2. Help organize the medical community.
3. Encourage the physicians, dentists and other health care professionals to respond to the medical needs of the local community.
4. Promote improved professional standards within the medical profession.
5. Evaluate the availability of medical services to the public and seek methods to deliver such services to the Haitian communities in the United States and abroad.
6. Support research, education, training, and recruitment in the field of medicine.
7. Provide assistance to appropriate agencies involved in the delivery of medical care to the public.
8. Disseminate health education, health care prevention and encourage wellness in the Haitian and other communities.
9. Assist the central organization, A.M.H.E. Incorporated, in discharging its duties as described in its constitutive and governing documents.

### Section 2. Statutory Activities

The Corporation shall conduct any other activities that may be necessary, useful, or desirable, not inconsistent with the purposes and character of this Corporation or with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or the corresponding section of any future federal tax code, and, in general, to exercise any, all and every power for which a nonprofit corporation is organized under the applicable provisions of the New Jersey Nonprofit Corporation Act.

### Section 3. Tangible Property

The Corporation shall have rights to hold property, real and personal, and to accept grants, gifts, donations and bequests from any sources and to hold, use and administer the same properties in any manner allowable by state and federal statutes in the furtherance of the nonprofit purposes.

## CHAPITRE IV MEMBERSHIP

### Section 1. Classes of membership

The Corporation shall have classes of members: active members, auxiliary members, and honorary members.

### Section 2. Active Members

- 1) Can be active member(s):
  - a. Any Haitian physicians and Haitian dentists residing in the state New Jersey or in the vicinity states, except New York State.
  - b. Any graduates, of Haitian origin, ascent, or nationality, of the Faculty of Medicine and Dentistry of Haiti or of a recognized foreign university and holders of a practical medical license.
- 2) The Corporation confers to the active member(s) the rights to participate in all activities, to attend all meetings, special and general, to participate in discussions, to vote and to run for all the elective positions of the Corporation.

### Section 3. Auxiliary Members.

1. Can be auxiliary member(s):
  - a. Any individual helping the Corporation organize its various cultural, social, artistic, economic and community activities.
2. The Auxiliary Member shall not have any rights to vote, to participate in the decision process, and shall not be eligible to run for any elective position of the Corporation.

### Section 4. Honorary Members

1. Can be honorary member(s):
  - a. Any individual that contributes to the development and enrichment of the Corporation. The Executive Committee of the Corporation with the approval of the Central Executive Committee ("CEC") of AM.H.E. Incorporated, the parent organization, shall confer the title of honorary member;
2. The Honorary Member shall not have any rights to vote and to participate in the decision process, and shall not be eligible to run for any elective position of the Corporation.

### Section 5. Admission

Admission to membership shall be by vote of the CEC after submission of the individual application accompanied by the annual due fee by the prospective member. A prospective member residing in New Jersey shall be automatically affiliated with the AM.H.E.-NJ. A prospective member residing in other vicinity states, except the New York State, or abroad, shall be affiliated with AM.H.E. - New Jersey with the consent of the AM.H.E.-NJ or with the consent of the CEC or at the request of the prospective member.

## Section 6. Sanctions

The parent organization, A.M.H.E. Incorporated, define the sets of sanctions in its constitutive and governing documents. The New Jersey Chapter shall abide by them. The various disciplinary sanctions include reprimand, suspension and expulsion.

The Ethics Committee shall examine any complaint made against a member and discuss the case with the Committee Executive Central (CEC) of A.M.H.E. Incorporated. The Ethics Committee shall communicate a notice of reception of a complaint against a member to him, and the member should also be notified 45 days prior to the deliberations of the executive committee. After deliberation, the executive committee shall decide immediately on the recommendations of sanctions to be imposed. The member shall be notified of a notice of sanction at least thirty days prior to the application of the sanction.

In case of conflict between the Executive Committee of the New Jersey Chapter and the accused member, the CEC, the Board of Trustees and the Chamber must be informed and must discuss of the case.

In order to validate a proposal of disciplinary sanction submitted by the executive committee, a twothirds vote by the board of director is required.

Any member expelled shall the rights to bring an appeal before the board of directors.

## Section 6. Resignation

1. A written notice of resignation of any member should be sent to the Corporation, who, in turn will notify the CEC. The Corporation or the CEC shall accept the resignation of the requesting member if there is no disciplinary proceeding against the member.
2. The Corporation or the CEC may enter into a settlement agreement accepting the resignation of any member who is facing a disciplinary action. Such resignation shall become effective on the date an agreed upon settlement is signed.

## Section 7. Reinstatement

At the written request of a former member, the Corporation with the approval of the CEC may decide to reinstate the membership of the former member upon such terms as both the Corporation and the CEC designate. The reinstatement shall not be effective unless the member satisfies all his/her financial or legal or ethical obligations at the time of the termination or resignation. Furthermore, the Corporation and the CEC shall first satisfy themselves as to the continued eligibility, character, and fitness of the applicant for reinstatement.

## Section 8. Membership Discrimination Policy

The Corporation, in any manner, shall not discriminate against any person on the basis of race, color, ethnicity or religion.

# CHAPITREIV DUES

## Section 1. Annual Dues

1. The CEC shall establish the annual membership dues for all categories of members. The membership dues shall be divided between the Corporation and the CEC in accordance with written agreement signed by both parties.

## **Section 2. Dues Period and Payment**

1. The annual dues period shall be from January 1<sup>st</sup> to December 31<sup>st</sup>, covering a full calendar year. The annual dues are nonrefundable. Upon receipt of the dues payment by the Corporation, the member shall receive a membership card bearing the name and logo of the Corporation. The membership card shall not be transferable.
2. Any member who does not pay his/her dues in the periods prescribed shall have his/her membership status suspended indefinitely until payment is received.

## **Section 3. Member Under Suspension**

1. A member under suspension shall not be liable for any dues during the period of suspension.

# **CHAPTER V MEETINGS**

## **Section 1. Place**

Every meeting of the members and of the Board of Directors shall be held anywhere in the State of New Jersey, and in the vicinity states, except New York State, or elsewhere in the United States or abroad, as shall be designated in the call for.

## **Section 2. Annual Meeting**

1. The Corporation shall call its members together at least twice a year for scientific, academic, social, administrative, and cultural objectives. This annual meeting shall constitute the last meeting of the year and shall be held anywhere in the United States of America, except in a State where the A.M.H.E. has a chapter, or abroad. This special meeting shall constitute the General Assembly and shall take place no later than two months after the closing of the calendar year.

## **Section 3. Special Meetings**

Special meeting may be held at such time and place as the Executive Committee may select. Special meetings shall be convened on demand and to solve a particular matter regarding the Corporation. The Corporation with the cooperation of another regional A.M.H.E. chapter can call for an extraordinary meeting of the Chamber of Representatives for the purpose of considering a specific problem

## **Section 4. General Meeting**

Regular meetings of the Executive Committee, the commissions, sub-commissions shall be held: at least three times each year. The meetings shall be convened as often it is necessary but at least seven times per year to discuss general matters of the Corporation.

## **Section 5. Annual Convention**

1. The CEC organizes its annual convention at a designated location every year. The Corporation shall send officers of the Executive Committee to represent the Corporation, to participate in and deliberate on matters relating to the furtherance of the charitable purposes of the Corporation.

## **Section 6. Meeting Notice**

For all meetings, adequate notice shall be given personally to the members. Written notice shall be given at least ten days prior the date of the meeting. All medias of communications, e.g. mail, email, electronic messenger, telephone shall be used. If telephone is used, written notice must follow up. If a member cannot be .----- physically present, a conference call shall be sufficient to assure participation. A majority of members shall constitute a quorum. The notice shall set forth the time, place, date, and agenda of the meeting.

### **Section 7. Meeting Agenda**

The agenda of meetings shall run as follows: roll call; proof of the announcement of the meeting request; reading the minutes of the preceding meeting; correspondence; reports of officers; committee reports; old business; new business; elections of officers if appropriate; questions of general interests.

### **Section 8. Quorum! Adoption**

A majority of members present in person or proxy shall constitute a quorum for the purpose treated at any meeting. All matters discussed during the meetings shall be approved at the simple majority to be legally binding.

### **Section 9. Minutes**

During meetings the Secretary or the Assistant Secretary shall be present and shall take written notes of the discussion, e.g. minutes. All minutes must be kept at the principal location of the Corporation. The minutes shall be kept for a period no less than three years and shall become parts of the permanent files of the Corporation. Minutes of all deliberative bodies shall be made available for the members on request.

### **Section 10. Annual Report**

At the annual meeting of the members, the Directors or the Officers shall present a report detailing the activities of the Corporation for the immediate past calendar year. The President and the Treasurer, or a majority of the Directors of the Corporation shall certify such report. The verified report shall become part of the permanent files of the Corporation. A written note of such meeting shall be entered in the records of the Corporation.

## **CHAPTER VI VOTING**

### **Section 1. Right to Vote**

Only active members have the right to vote. Active member shall be entitled to one vote with respect to matters submitted to the members.

### **Section 2. Vote at meeting**

At any meeting of the members of the Corporation, active members present in person can vote. Active member may also vote by proxy at any meeting with respect to matters detailed on the agenda included in the notice of meeting, provided that such meeting is authorized to be voted on by proxy. The proxy shall be valid only for the meeting and shall expire on the date set for the meeting. A longer period for a proxy may be set by the Corporation to cover several meetings for the calendar year. A proxy shall be revocable by the member executing the proxy. ---

## **CHAPTER VII BOARD OF DIRECTORS**

### **Section 1. Composition**

The Corporation shall be governed by a Board of Directors (the "Board"). The Board shall comprise at least the officers, the immediate past President, and two active members. The Directors, excluding the officers and the immediate past President, shall be active members of the Corporation, and shall be elected for a term not to exceed two years.

**Section 2. Resignation or removal**

The resignation of an elected Director or the immediate past President shall be tendered to the Board. An elected Director or the immediate past President may be removed for cause by a vote of at least two-thirds of the members of the entire Board.

**Section 3. Vacancy**

In case of vacancy, the Board shall designate a member to serve until the end of the calendar year, or until the election of a successor at the annual meeting, whichever is later. The election or designation of an elected Director as an officer shall create a vacancy that shall be filled immediately.

**Section 4. Authority**

The Board shall have the general charge, management, and control of the affairs, funds, and property of the Corporation.

**Section 5. Meeting**

Regular meetings of the Board shall be held without notice at such time and place as the Board may fix by resolution. At least seven meetings shall occur during the calendar years. One-half of the entire Board shall constitute a quorum. If at a meeting less than half of the Board is present, a majority of those present may adjourn the meeting to another time and place.

**Section 6. Rules**

The Board may establish, amend rules to govern the conduct of actions taken by the Board and the Executive Committee. Such rules and amendments shall become effective thirty days following publication to the entire membership.

## **CHAPTER VIII EXECUTIVE COMMITTEE**

**Section 1. Executive Committee**

The Executive Committee shall have seven members: one president, two vice-presidents, one secretary, one assistant secretary, one treasurer, one assistant treasurer, the immediate past president, and an adviser.

**Section 2.** The Executive Committee shall be responsible for the operating management, the applicability of the constitutive and governing documents, the execution of the decisions of the General Assembly, while fulfilling the purposes of the Corporation.

**Section 3.** The General Assembly shall represent the supreme instance of the Corporation. It holds meeting at least once a year in planetary session

**Section 4.** The commissions shall constitute the basic structure of the Corporation and encompass all activities. They are divided into five sections: Ethic Commission, Scientific and Cultural Commission, Information and Public Relations Commission, Publication Commission, Finance Commission.

**Section 5.** The sub-commissions shall represent the subdivisions of the commissions. They can be formed in regards to the facts and circumstances and needs of operating efficiently the Corporation.

**Section 6.** The committees shall be organized by the Executive Committee to respond to and to solve a specific problem.

## CHAPTER X COMMISSIONS, SUB-COMMISSIONS AND COMMITTEES

**Section 1.** The commissions shall be permanent. They shall comprise members of the Assembly chosen by the heads mentioned in the forgoing Articles 3, 4, 5, 6. Any member of the Corporation can serve on a permanent or special committee; only an active member can be president of a committee.

**Section 2.** The Ethics Commission shall be presided by the Vice-President. Its purposes shall be to:

- a) Evaluate requests for registration, the quality of candidates to the Executive Committee position.
- b) Establish a database of Haitian physicians and dentists of the state of New Jersey.
- c) Investigate all ethical and moral infringement against the medical deontology, and other complaints brought to its attention.

**Section 3.** The Scientific and Cultural Affairs Commission shall be head by the second Vice-President. Its role shall be to establish and coordinate all activities relating to education, culture in general, and medicine in particular regarding the New Jersey Chapter.

**Section 4.** The Information and Public Relations Commission shall be presided by the Secretary. The goal of this commission shall be to instigate and maintain contacts with the communities in general, the medias, and the professional organizations.

**Section 5.** The Publication Commission shall be presided by the Assistant Secretary. This commission shall be responsible for all publications, e.g. newsletters, journal, books, etc., emanating from the New Jersey Chapter.

**Section 6.** The Finance Commission shall be head by the Treasurer. Its activities shall include all acts relating the finances of the Chapter. It must propose and instigate tasks that shall lead to the increase of the financial resources of the Chapter.

**Section 7.** The sub-commissions shall be created by the General Assembly on demand from the heads of the commissions. The sub-commissions can be temporary or permanent.

### **Section 8. Committees**

The Officers of the Corporation shall serve in different committees to better achieve the operational purposes of the Corporation. At the discretion of the Executive Committee, volunteers, in respect fo their professional and ethical experiences, may be called upon to serve in the committees. The following committees shall be constituted for special purposes:

### **Section 9. Assistance Committee**

The Corporation shall formulate programs tailed to the communities in time of emergencies.

### **Section 10. EthicsLegal Committee**

The Corporation shall comply with local and federal laws in the United States of America. The Corporation shall formulate its code of professional ethics.

### **Section 11. Medical, Educational, Scientific Committee**

This committee shall be in charge of inquiry, dissemination of information on prevalent diseases in the communities, on their treatment and prevention, in cooperation with local communities, and health authorities.



## **Section 12. Audit/Finance Committee**

Compliance with accounting and income tax regulations of the United States of America. Overseeing the work of the treasurer and the fundraising committee. Contact with donors.

## **Section 13. Public Relations/Communications**

Joint venture/contact with other professionals, news media, other nonprofit organizations, international institutions, donors, etc.

## **CHAPTER XI ELECTIONS**

**Section 1.** The officers of the Executive Committee shall be elected for a two-year term by secret ballot at the absolute majority of active members present. They enter into office immediately and assume the duties that have been assigned to them until election of their successors.

**Section 2.** The list of candidates shall be announced at least one month before the elections.

**Section 3.** The Executive Committee shall fill any vacancy at the Executive Committee during a reasonable time.

## **CHAPTER XII JURISDICTION**

### **Section 1. Member(s)**

Any contestation between the director(s), officer(s), manager(s), employee(s) and the New Jersey Chapter shall be resolved through negotiation. If any solutions could not be found, the matter shall be submitted to a qualified third party, unanimously chosen by the director(s), officer(s), manager(s), employee(s) and the Corporation. The qualified third party could be a professional well versed in the matter, a Court of Arbitration at the local, city, state, or national level.

### **Section 2. Creditor(s)**

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of creditors and/or between the Corporation and its directors, officers, managers, employees, any court of equitable jurisdiction within New Jersey State may order a meeting of the creditors or class of creditors, filld the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths (3/4) in value of the creditors or class of creditors, agree to any compromise or arrangement and, if the said arrangement is sanctioned by the court to which the said arrangement application has been made, the said compromise shall be binding on all the creditors or class of creditors and the Corporation.

## **CHAPTER XIII LIABILITY**

**Section 1.** The Corporation shall, to the fullest extent permitted by Title 15A of the New Jersey Nonprofit Corporation Law, as amended from time to time, indemnify each agent (director or officer or manager or employee or volunteer) who acted on behalf of the nonprofit organization, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was, or has agreed to become, a member, manager, employee, volunteer of the not-for-profit organization, or is or was serving, or has agreed to serve, at the request of the not-for-profit

organization, as a director, officer, manager, employee, volunteer, or in a similar capacity with, another business entity .

Section 2. The Corporation shall assume the advancement of expenses of defense of any action, suit, proceeding or investigation of which the not-for-profit organization receives notice, and in which a member (referred as "person") of the Corporation is implicated while discharging his duties in the Corporation. The Corporation shall pay expenses, including attorneys' fees, incurred by the person in defending a civil or criminal action, suit, proceeding or investigation of any appeal therefrom. And it is further provided that no such advancement of expenses shall be made if it is determined that the person did not act in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Section 3. The Corporation may, to the extent authorized from time to time by its board of directors, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth in this Article.

#### CHAPTER XIV COMPENSATION

##### Section 1. Creditor

Except as otherwise provided, the directors, and officers shall not receive any compensation for services rendered to the Corporation. Hired manager(s), employee(s) and volunteer(s) operating the Corporation shall receive a compensation for their services. The Executive Committee shall establish guidelines for compensations. Any compensation will be subject to the financial condition of the Corporation. Payroll taxes related to the salary should be filed with the appropriate State and federal authorities. Compensation, if any, shall be reviewed in a meeting called by the members of the Executive Committee when the members deem the meeting appropriate.

##### Section 2. Future Compensation

The provisions of this article shall be reviewed as often as it is necessary to reflect the changes in the operations of the Corporation. In the future, the officers may decide to compensate themselves. The decision must be settled during a special meeting or a general meeting.

#### CHAPTER XV ACCOUNTING AND TAXATION POLICIES

##### Section 1. Books

The Corporation shall keep full, true and complete books of accounts and any additional financial records required to be maintained pursuant to the Nonprofit Corporation Law of the State of New Jersey and the United States of America. Such books of accounts shall at all times be maintained at the principal office of the organization and shall be open to the inspection and examination of the public upon request and within a reasonable time as required by State and federal statutes. The Corporation shall adopt the generally accepted accounting standards of the United States of America as applicable to nonprofit entities.

##### Section 2. Annual Statements

Audited financial statements of the Corporation, which shall include a statement of financial position, a statement of activities, a statement of cash flows, and a statement of functional expenses, should be prepared

within a reasonable period of time after the close of each fiscal year. A copy of financial statements shall be accessible to each member of the Board of Directors and the committees of the Corporation.

### Section 3. Funds of the Corporation

All funds of the Corporation shall be deposited in the Corporation's name in a designated bank account(s). Withdrawals from such bank account(s) shall be made upon such signature(s) designated to the bank by the Corporation's governance body.

### Section 4. Taxation

The annual information tax return of the Corporation shall be prepared and filed in accordance with New Jersey State and federal tax laws, within a reasonable time after the closing of its fiscal year or within the filing period imposed by federal and State Statutes.

### Section 5. Other Legal Compliance

The Corporation shall comply with all the State of New Jersey and federal laws determining the nonprofit status. Disclosures about donations, fundraising activities, etc, shall be executed in appropriate time and manner as prescribed by local state and federal laws governing the nonprofit corporation.

## CHAPTER XVI STATUTORY COMPLIANCE

### Section 1. Inurements

No part of the net earnings of the Corporation shall inure to the benefit of its directors, officers, managers, employees, volunteers, or other private individuals, except that reasonable compensation may be paid for services rendered to or for the Corporation; and no members, trustees, officers of the Corporation or any private individuals shall be entitled to share in the distribution of any of the Corporation assets upon dissolution of the Corporation.

### Section 2. Political Activities

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by IRC §501(h)], and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

### Section 3. Distribution Of Assets

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC §501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New Jersey.

In any taxable year in which the Corporation is a private foundation as described in IRC §509(a), the Corporation shall distribute its income for said period as such time and manner as not to subject it to tax under IRC §4942, and the Corporation shall not (a) engage in any act of self-dealing as defined in IRC §4941(d), retain any excess business holdings as defined in IRC §4943(c), (b) make any investments in such manner as to subject the Corporation to tax under IRC §4944, or (c) make any taxable expenditures as defined in IRC §4945(d) or corresponding provisions of any subsequent Federal tax laws.

#### Section 4. Dissolution/termination

The Corporation shall have the rights to dissolve its operations at any time provided that the dissolution is approved by a two-thirds (2/3) vote of the majority of the members of the Board of Directors at any regular or special meeting of the Board of Directors.

The Corporation shall be deemed terminated upon completion of the dissolution, winding up, liquidation and distribution of its assets, in compliance with New Jersey State and federal Nonprofit Corporation laws.

#### Section 5. Amendments

The Corporation shall have the rights to amend, alter, change or repeal any provision contained in these bylaws, in the manner now or hereafter prescribed by statutes of the State of New Jersey and by the Articles of Organization.

Any amendment to these bylaws must be approved by a two-thirds vote of the majority of the active members of the General Assembly, at any regular or special meeting, on proposition of the Ethics Commission or on proposition signed by five percent of the total active members of the Chapter.

The proposed changes shall be set forth in the notice of the meeting. Any amendments to the articles of organization must be filed with the Secretary of State pursuant to Title 15A of the New Jersey Nonprofit Corporation Act.

### ARTICLE XVII CERTIFICATION

We, the undersigned, President, the Secretary and other elected officers of the meeting of the A.M.H.E. INCORPORATED -NEW JERSEY CHAPTER, held on the 5th day of May, 2004, do hereby certify that the foregoing Bylaws of the Corporation are adopted at the said meeting by the majority vote of the members.

IN WITNESS WHEREOF, this governing instrument shall be executed and the seal of the Corporation shall be affixed on this 8<sup>th</sup> day of July, 2004.