



MORRIS COUNTY MEDICAL SOCIETY

Founded 1816

52 Elm Street, Morristown, NJ 07960

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Guy A. Taylor, M.D.
President

Andrea Donelan
Executive Director

The information below will be presented and decided at the May 24, 2012 Annual Meeting by a vote of those present, the proposed amendment to the Morris County Medical Society's Certificate of Incorporation must pass by a 2/3 majority, and the amendment to the Constitution must pass by a majority, as per Morris County Medical Society of New Jersey bylaws. Anyone not attending who wishes to vote may cast a vote by Proxy by completing the attached Proxy form and return it to the Morris County Medical Society as directed.

Article Second of Morris County Medical Society's Certificate of Incorporation currently reads as follows:

The purposes for which this corporation is formed are to organize all the reputable physicians of Morris County; and as a component branch of the Medical Society of New Jersey to unite with other county societies to form that organization, and through it to aid in maintaining the American Medical Association; to advance medical knowledge, and to aid in broadening the field of preventive medicine and public hygiene; to so elevate and maintain professional standards as to render the profession of this County most capable of service to the public.

The suggested revision to Article Second is as follows:

The purposes for which this corporation is formed are:

1. to organize all the reputable physicians of Morris County;
2. to advance medical knowledge, and to aid in broadening the field of preventive medicine and public hygiene;
3. to so elevate and maintain professional standards as to render the profession of this County most capable of service to the public; and
4. during any period when there shall be in effect a charter from the Medical Society of New Jersey designating this Corporation as a "component society," to act as a component branch of the Medical Society of New Jersey to unite with other county societies to form that organization, and through it to aid in maintaining the American Medical Association, provided, however, that the Corporation shall NOT be deemed a chapter of a chapter organization within the meaning of N.J.S.A. 15A:2-12, and in the event that the affiliation between the Medical Society of New Jersey and the Corporation shall terminate for any reason, whether by voluntary withdrawal by the Corporation, termination or revocation of a charter issued by the Medical Society of New Jersey, or otherwise, then the Corporation's existence shall nevertheless continue for the purposes provided in clauses 1 through 3 above.

Article II of the Constitution of Morris County Medical Society's currently reads as follows:

The purpose of this Society shall be to organize all the reputable physicians of Morris County, and, as a component of The Medical Society of New Jersey, to unite with other county societies to form that organization; to aid in maintaining the American Medical Association; to advance medical knowledge to aid in broadening the field of preventive medicine and public hygiene; and to so elevate and maintain professional standards as to render the profession of the County most capable of service to mankind.

The suggested revision to Article II of the Constitution Second is as follows:

The purposes of this Society shall be to:

1. to organize all the reputable physicians of Morris County;
2. to advance medical knowledge, and to aid in broadening the field of preventive medicine and public hygiene;
3. to so elevate and maintain professional standards as to render the profession of this County most capable of service to the public; and
4. during any period when there shall be in effect a charter from the Medical Society of New Jersey designating this Corporation as a "component society," to act as a component branch of the Medical Society of New Jersey to unite with other county societies to form that organization, and through it to aid in maintaining the American Medical Association, provided, however, that the Corporation shall NOT be deemed a chapter of a chapter organization within the meaning of N.J.S.A. 15A:2-12, and in the event that the affiliation between the Medical Society of New Jersey and the Corporation shall terminate for any reason, whether by voluntary withdrawal by the Corporation, termination or revocation of a charter issued by the Medical Society of New Jersey, or otherwise, then the Corporation's existence shall nevertheless continue for the purposes provided in clauses 1 through 3 above.

PROXY

The undersigned, as a member of the Morris County Medical Society (the "Society"), now revokes all previous proxies, acknowledges receipt of the Notice of the Members' Meeting to be held on May 24, 2012 (the "Meeting") and the accompanying statement of the Executive Committee of the Society as to the proposed amendment of the Society's Articles of Incorporation (the "Article Amendment"), and the proposed amendment of the Society's Constitution (the "Constitution Amendment") and appoints Guy A. Taylor, M.D., Donald M. Chervenak, M.D., Anna VanderSchraaf, M.D., Richard J. Claps, M.D. and Steve A. Maser, M.D., and each of them, with full power to act without the others and with full power of substitution and revocation, to attend the Meeting to be held on May 24, 2012 at 7:00 pm, at The Birchwood Manor, 111 North Jefferson Road, Whippany, New Jersey, and any adjournment, with all powers that the undersigned would be entitled to exercise if personally present at the meeting.

The vote of the member represented by this proxy will be voted (please initial the applicable line):

_____ FOR the Article Amendment

_____ AGAINST the Article Amendment

_____ FOR the Constitution Amendment

_____ AGAINST the Constitution Amendment

If no direction is indicated above, the vote of the member represented by this proxy will be voted FOR the Article Amendment and FOR the Constitution Amendment.

This proxy is solicited by the Executive Committee of the Society, which recommends that you vote FOR the Amendment.

You are requested to date and sign this proxy and return it promptly in one of the following manners prior to May 24, 2012:

Mail to: Morris County Medical Society * 52 Elm Street, Morristown, NJ 07960.

Fax to: (973) 539-9493

Email a scanned signed form to: mcms1816@aol.com

This proxy will not be used if you attend the meeting, notify the secretary of your intent to vote, and vote in person.

Dated: _____

Name: _____ (print)

Signature _____.