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**ARTICLE I**  
**Name**

The name of this organization is the Louisiana State Medical Society.

**ARTICLE II**  
**Object**

The objects of the Louisiana State Medical Society are those listed in Article II of the Charter.

**ARTICLE III**  
**Members – General**

**A. Qualifications**

A member of the Louisiana State Medical Society, unless otherwise stipulated in these bylaws,

1. Must be a Doctor of Medicine, a Doctor of Osteopathy, or a medical student;
2. Must be licensed to practice medicine by the Louisiana State Board of Medical Examiners;
3. Must be of good ethical and moral character;
4. Must be a member in good standing of a component Parish Society; and
5. Must be entitled to exercise the rights of membership in his component society corresponding to those rights in his category of membership in the Louisiana State Medical Society.

**B. Method of Selection**

A member of a component society becomes a member of the Louisiana State Medical Society when

1. The secretary of the component Parish Society has certified to the Secretary-Treasurer of the Louisiana State Medical Society that the applicant is indeed a member of the component society;
2. The application has been approved by the Board of Governors; and
3. Applicable dues have been received by the Secretary-Treasurer of the Louisiana State Medical Society.

**C. Tenure**

A member shall retain his membership as long as he complies with these bylaws and other rules of the Louisiana State Medical Society and the principles of medical ethics adopted by the House of Delegates of the Louisiana State Medical Society.

**D. General Rights**

A member of the Louisiana State Medical Society, unless otherwise limited by these bylaws,

1. Is entitled to full parliamentary rights of membership; and
2. Is entitled to full societal rights of membership.

**E. General Obligations**

A member of the Louisiana State Medical Society, unless otherwise limited by these bylaws,

1. Must maintain his license to practice medicine as issued by the Louisiana State Board of Medical Examiners;
2. Must maintain his membership in a component Parish Society;
3. Must comply with the bylaws and other rules of the Louisiana State Medical Society;
4. Must comply with the principles of medical ethics adopted by the House of Delegates of the Louisiana State Medical Society; and
5. Must pay applicable dues in a timely fashion.

**F. Transfer of Jurisdiction**

Should a member move his practice to another jurisdiction within the state, he may continue his membership in the Louisiana State Medical Society by establishing membership in the component society into whose jurisdiction he has moved. Unless his application has been acted upon favorably and within one year following his transfer, his name shall be removed from the rolls of the Louisiana State Medical Society by the Secretary-Treasurer.

## **ARTICLE IV**

### **Members – Categories**

The categories of membership are: active, dues-exempt, academic, resident, affiliate, service, medical student, active part-time, corresponding, and associate. A member may hold only one category of membership in the Louisiana State Medical Society at any one time.

#### **Section 1—Active Members**

##### **A. Qualifications**

An active member

1. Must fulfill the general qualifications of membership as specified in Article III Subsection A of these bylaws; and
2. Must hold a comparable membership in a component society entitling him to full membership rights including the right to vote and to hold office.

##### **B. Rights**

An active member is entitled to full parliamentary and societal rights.

##### **C. Obligations**

An active member

1. Must fulfill the general obligations of membership as specified in Article III Subsection E of these bylaws; and
2. Shall pay full dues and full special assessments.

#### **Section 2—Dues Exempt Members**

##### **A. Qualifications**

A dues-exempt member

1. Must fulfill the general qualifications of membership as specified in Article III Subsection A of these bylaws;
2. Must have been an active, academic, or service member of the Louisiana State Medical Society for at least the 5 consecutive years immediately prior to his application for dues-exempt membership;
3. Must be fully retired from the practice of medicine; but
4. Need not be licensed by the Louisiana State Board of Medical Examiners if he is not actively practicing medicine.

Active, academic, or service members who have reached age 65 but who continue to practice medicine 20 hours or less per week are eligible to pay dues and special assessments in an amount equal to 50% of that regularly paid by members in their category of membership. Such members are still classified as active, academic, or service members.

In a like manner, (1) dues-exempt status may be granted a member, regardless of age, who is fully retired from the practice of medicine due to disability; and (2) reduced rates for dues and special assessments may be granted a member, regardless of age, whose practice of medicine is limited to 20 hours or less per week due to disability.

Active, academic, or service members, regardless of age, who practice medicine more than 20 hours a week pay dues and special assessments in an amount equal to that regularly paid by members in their category of membership.

##### **B. Rights**

A dues-exempt member is entitled to full parliamentary and societal rights, including the right to vote and the right to hold office.

##### **C. Obligations**

A dues-exempt member

1. Must fulfill the general obligations of membership as specified in Article III Subsection E of these bylaws; but
2. Shall pay no dues and no special assessments.

### **Section 3—Academic Members**

#### **A. Qualifications**

An academic member

1. Must fulfill the general qualifications of membership as specified in Article III Subsection A of these bylaws; and
2. Must be predominantly engaged in teaching, administration, or research in an approved medical school.

#### **B. Rights**

An academic member is entitled to full parliamentary and societal rights.

#### **C. Obligations**

An academic member

1. Must fulfill the general obligations of membership as specified in Article III Subsection E of these bylaws; and
2. Shall pay full dues and full special assessments, if classified as assistant professor or above; or
3. Shall pay dues and special assessments in an amount equal to 50% of that paid by active member, if classified below the level of assistant professor.

### **Section 4—Resident Members**

#### **A. Qualifications**

A resident member

1. Must fulfill the general qualifications of membership as specified in Article III Subsection A of these bylaws, except that the resident need not be fully licensed to practice medicine by the Louisiana State Board of Medical Examiners; and
2. Must be serving an internship or residency program in a Louisiana hospital approved by the Accreditation Council for Graduate Medical Education; and
3. Must be a member of the Resident Section and a Component Parish Society of their choice.
  - a. Resident members, on an annual basis, will be asked to choose membership in a component society; and
  - b. If a resident member does not respond to the selection request within three months from the date of the request, the resident member shall be assigned membership in a component society according to a policy developed by the Louisiana State Medical Society Board of Governors.

#### **B. Rights**

A resident member is entitled to full parliamentary and societal rights.

#### **C. Obligations**

A resident member

1. Must fulfill the general obligations of membership as specified in Article III Subsection E of these bylaws; and
2. Shall pay dues in an amount determined from time to time by the House of Delegates, but shall pay no special assessments.

### **Section 5—Affiliate Members**

#### **A. Qualifications**

An affiliate member

1. Must be a physician who is a member of a chartered, national medical society of a foreign country or an American physician who is a Louisiana resident located in a foreign country or in a possession of the United States;
2. Need not be licensed to practice medicine in Louisiana; and
3. Need not be a member of a component society.

#### **B. Rights**

An affiliate member is entitled to full parliamentary and societal rights except for the right to vote, the right to hold office, and the right to receive publications of the Louisiana State Medical Society (except by subscription).

**C. Obligations**

An affiliate member

1. Must fulfill the general obligations of membership as specified in Article III Subsection E of these bylaws; and
2. Shall pay no dues or special assessments.

**Section 6—Service Members**

**A. Qualifications**

A service member

1. Must fulfill the general qualifications of membership as specified in Article III Subsection A of these bylaws;
2. Must be a member of the United States Army, the United States Navy (including the United States Marine Corps), the United States Air Force, the United States Public Health Service, the United States Coast Guard, or the Veterans Administration;
3. Need not be licensed to practice medicine in Louisiana; and
4. Need not be a member of a component society.

**B. Rights**

A service member is entitled to full parliamentary and societal rights.

**C. Obligations**

A service member

1. Must fulfill the general obligations of membership as specified in Article III Subsection E of these bylaws; and
2. Shall pay dues and special assessments in an amount equal to 50% of that paid by active members.

**Section 7—Medical Student Members**

**A. Qualifications**

A medical student member

1. Must be a medical student, in good standing, in a medical school in Louisiana, which has been approved by the Liaison Committee on Medical Education;
2. Must be a member of the Medical Student Section and a Component Parish Society of their choice;
3. Must be of good ethical and moral character;
4. Need not hold a degree of Doctor of Medicine or Doctor of Osteopathy; and
5. Need not be licensed by the Louisiana State Board of Medical Examiners.

**B. Rights**

A medical student member

1. Is entitled to full parliamentary and societal rights except for the right to hold office and the right to vote at general membership meetings;
2. May vote at meetings of those Louisiana State Medical Society committees or House of Delegates committees of which he is member; and
3. Shall have the right to vote in the House of Delegates of the Louisiana State Medical Society if he is a delegate to the House of Delegates.

**C. Obligations**

A medical student member

1. Must maintain membership in the Medical Student Section and a Component Parish Society of their choice;
2. Must comply with the bylaws and other rules of the Louisiana State Medical Society;
3. Must comply with the principles of medical ethics adopted by the House of Delegates of the Louisiana State Medical Society; and
4. Shall pay dues in an amount determined from time to time by the House of Delegates, but shall pay no special assessments.

**Section 8—Active Part-Time Membership**

**A. Qualifications**

An active part-time member

1. Must fulfill the general qualifications as specified in Article III Subsection A of these bylaws:

2. Must hold membership in a component society;
3. Must pursue or otherwise be involved with the practice of medicine for a maximum of twenty (20) hours per week; and
4. Such membership must be approved on an annual basis by the Board of Governors on written request.

**B. Rights**

An active part-time member shall have the right to vote, hold office, and is entitled to all other privileges of membership.

**C. Obligations**

An active part-time member

1. Must fulfill the general obligations of membership as specified in Article III, Subsection E of these bylaws; but
2. Shall pay 50% of dues assessment.

**Section 9 – Corresponding Members**

**A. Qualifications**

A corresponding member

1. Must be a physician who has been a member of the LSMS; and is now residing in another state or in a possession of the United States;
2. Must remain licensed to practice medicine in Louisiana; and
3. Need not be a member of a component society.

**B. Rights**

A corresponding member is entitled to full parliamentary and societal rights except for the right to vote or hold office, but who shall have the right to receive publications of the LSMS.

**C. Obligations**

A corresponding member

1. Must maintain a license to practice medicine as issued by the Louisiana State Board of Medical Examiners; and
2. Must comply with the bylaws and other rules of the Louisiana State Medical Society; and
3. Must comply with the principle of medical ethics adopted by the House of Delegates of the Louisiana State Medical Society; and
4. Shall pay dues in an amount set by the Board of Governors annually but shall pay no special assessments.

**Section 10 – Associate Members**

**A. Qualifications**

An associate member

1. Must be a fully retired physician who has moved to Louisiana since retirement; and
2. Need not be licensed to practice by the Louisiana State Board of Medical Examiners; and
3. Need not have been a member of the Louisiana State Medical Society; and
4. Must be a member of a component society; and
5. Must have held an unrestricted license to practice medicine in another state at the time they retired.

**B. Rights**

An Associate member is entitled to full parliamentary and societal rights, except for the right to vote or hold office.

**C. Obligations**

1. Must comply with the bylaws and other rules of the Louisiana State Medical Society; and
2. Must comply with the principles of medical ethics adopted by the House of Delegates of the Louisiana State Medical Society; and
3. Shall pay dues in an amount determined by the Board of Governors, but shall pay no special assessments.

## ARTICLE V Officers – General

The general officers of the society are: President, President-elect, Immediate Past President, Vice President, Secretary-Treasurer, Speaker of the House of Delegates, Vice Speaker of the House of Delegates, Councilors, and the Chairman of the Council on Legislation.

### A. Qualifications

A general officer of the Society must have been an active member of the Society for at least 3 years prior to his election, is not under suspension under any provision of these bylaws, and has not been convicted of a crime under the laws of any jurisdiction in the United States, which constitutes a felony or for any crime which is related to the practice of medicine other than for a violation of a court order regarding the production of confidential medical records.

### B. Method of Selection

1. *Nominations*—Nominations for general officers shall be made by a member of the House of Delegates at the Annual Meeting of the House of Delegates.
2. *Elections*
  - a. *Time*—Officers, except for the Chairman of the Council on Legislation, shall be elected at the Annual Meeting of the House of Delegates. The date and hour for nominations and elections shall be designated on the official agenda of the Annual Meeting.
  - b. *Method*—All elections shall be by ballot. A majority of the votes cast is necessary to elect.

In the event any nominee fails to receive a majority of votes cast, the nominee receiving the lowest number of votes shall be eliminated and a new ballot taken. This procedure will then continue until one of the nominees receives a majority of the votes cast.

When there is only one nominee for an office, the Speaker of the House shall declare that nominee elected.

The ballots shall be counted and tallied by the Credentials Committee. Each candidate shall be allowed to name one observer to attend the counting and tallying of the ballots.

The final numerical tabulation may be presented to the House only by a majority vote of the members present and voting.

At the termination of the final count and tabulation, if there be no protest or objection sustained by a majority of those present and voting, the ballots shall be destroyed immediately by the Credentials Committee.

- c. *Recount*—A recount of the votes may be ordered by the Speaker of the House of Delegates or by a majority vote of the members of the House of Delegates present and voting, but only at the time of the election. The recount will be conducted in the same manner as the original count and tabulation.
  - d. *Eligibility*—All certified and attending members of the House of Delegates shall have the right to vote.
3. *Installation*—The President-elect shall be installed and assume the duties of the President at the Annual Meeting of the House of Delegates.

All other general officers shall assume their duties at the close of the Annual Meeting at which they were elected.

### C. Term

1. The President serves a term of one year or until his successor is installed.
2. The President-elect serves a term of one year or until he is installed as president.
3. The Vice President, the Immediate Past President, the Secretary-Treasurer, the Speaker of the House of Delegates, and the Vice Speaker of the House of Delegates, serve terms of one year. These officers take office at the close of the Annual Meeting.
4. The Councilors and Alternate Councilors serve terms of two years, staggered so that approximately one half of the Councilors and Alternate Councilors are elected each year. A Councilor and Alternate Councilor may be elected for no more than four full terms. Time served as an appointee to fill a vacancy shall not be counted against time of elected terms.
5. If a general officer misses two consecutive meetings of the Board of Governors without a valid cause,

his office will be declared vacant by the Board of Governors and the vacancy filled in accordance with Article V Subsection D of these bylaws.

#### **D. Vacancies**

##### **1. Creation of a Vacancy**

A vacancy in the office of any general officer shall be created by any of the following circumstances:

- a. Death of an officer;
- b. Disability of an officer severe enough to prevent fulfillment of duties;
- c. Resignation of an officer;
- d. Automatic suspension of an officer as set forth in Paragraph E below; and
- e. Removal of an officer as set forth in Paragraph F below.

##### **2. Filling a Vacancy**

- a. A vacancy in the office of President shall be filled by the Vice President, who shall then succeed to the office of Immediate Past President at the conclusion of his term as President.
- b. A vacancy in the office of President-elect shall be filled by an appointee of the Board of Governors. This appointee shall serve for the unexpired portion of the term only; he shall not automatically succeed to the office of President at the conclusion of his term as President-elect. The resulting vacancy in the office of President shall be filled by election at an annual or special meeting of the House of Delegates.
- c. A vacancy in the office of Speaker of the House of Delegates shall be filled by the Vice Speaker of the House of Delegates.
- d. A vacancy in the office of Vice Speaker of the House of Delegates during a House of Delegates meeting shall be filled by the Board of Governors, such appointee shall be a former Speaker of the House of Delegates and shall serve only during the current House of Delegates meeting pending the election of a new Vice Speaker at that meeting.
- e. A vacancy in the office of Chairman of the Council on Legislation shall be filled by the Vice Chairman of the Council on Legislation.
- f. A vacancy in the office of any other general officer shall be filled by an appointee of the Board of Governors in accordance with the qualifications set forth in Paragraph A above except during the Annual Meeting. If a vacancy becomes apparent during an Annual Meeting it will be filled by election during the meeting.

#### **E. Automatic Suspension of an Officer**

Any officer of the LSMS who is convicted of a crime under the laws of any jurisdiction in the United States which constitutes a felony, or for any crime, which is related to the practice of medicine other than for a violation of a court order regarding the production of confidential medical records, shall be automatically suspended from office. Such suspension shall remain in force until the conviction is either upheld or reversed.

#### **F. Removal**

Any officer or member selected to an office of the Society neglecting his/her duty or violating any Society policy, article of this charter or bylaws may be removed from office after a hearing at any regular or special session of the House of Delegates following the procedures set forth below. The complaint shall originate from a majority of the Board of Councilors or on the request of 50 voting members of the Louisiana State Medical Society representing 10 component Parish Societies. If the complaint involves a member of the Board of Councilors, such member shall recuse himself or herself from participation in the vote on the complaint.

##### **1. Procedure**

- a. The complaint against the officer shall be set forth in writing and will be delivered to such officer via certified mail.
- b. Such officer shall receive thirty-days prior written notice of the date of the regular or special session of the House of Delegates at which the complaint will be considered.
- c. Such officer and the Society shall be entitled to be represented by legal counsel during the special or regular session of the House of Delegates.

##### **2. Disposition**

An officer, after a hearing by the House of Delegates, shall be removed from office upon the two-thirds affirmative vote of those present and voting in the House of Delegates.

## **ARTICLE VI Officers – Duties**

### **Section 1—President**

The duties of the President shall include the following:

1. To preside at all general meetings of the Society;
2. To preside at all meetings of the Board of Governors;
3. To preside at all meetings of the Executive Committee of the Board of Governors;
4. To appoint all committees of the Louisiana State Medical Society not otherwise provided for in these Bylaws;
5. To serve as a member of the Board of Governors;
6. To serve as a member of the Executive Committee of the Board of Governors;
7. To serve as a member of the House of Delegates;
8. To serve as a member of all Louisiana State Medical Society committees ex officio;
9. To serve as Immediate Past President for one year following his term as president;
10. To serve as a member of the Board of Governors for one year following his term as President;
11. To deliver an annual address;
12. To address the opening session of any meeting of the House of Delegates;
13. To serve as official spokesman for the Louisiana State Medical Society;
14. To remove members of LSMS Committees appointed by the President for violation of the confidentiality agreement as set forth in Article XXXIII;
15. To perform such other duties as may be required of him by the House of Delegates or the Board of Governors; and
16. To perform such other duties as may be required of him by law, custom, parliamentary usage, or other rules of the Louisiana State Medical Society.

### **Section 2—President-elect**

The duties of the President-elect shall include the following:

1. To assume the office of President at the end of his term as President-elect;
2. To serve as a member of the Board of Governors;
3. To serve as a member of the Executive Committee of the Board of Governors;
4. To serve as a member of the House of Delegates;
5. To perform such other duties as may be required of him by the President, the House of Delegates, or the Board of Governors; and
6. To perform such other duties as may be required of him by law, custom, parliamentary usage, or other rules of the Louisiana State Medical Society.

### **Section 3—Vice President**

The duties of the Vice President shall include the following:

1. To officiate for the President during his absence or at his request;
2. To assume the office of President for the unexpired portion of the term, if there is a vacancy in that office;
3. To serve as a member of the Board of Governors;
4. To serve as a member of the Executive Committee of the Board of Governors;
5. To serve as a member of the House of Delegates;
6. To serve as chairman of the Scientific Assembly;
7. To perform such other duties as may be required of him by the President, the House of Delegates, or the Board of Governors; and
8. To perform such other duties as may be required of him by law, custom, parliamentary usage, or other rules of the Louisiana State Medical Society.

### **Section 4—Secretary-Treasurer**

The duties of the Secretary-Treasurer shall include the following:

1. To be the official custodian of all securities owned by the Society and the income there from, subject to the direction of the Committee on Budget and Finance
2. To select a bank or trust company to act as custodian and transfer agent for such securities, in cooperation with the Board of Governors;
3. To make bond in an amount specified by the Board of Governors, the premium to be paid by the

- Louisiana State Medical Society;
4. To supervise preparation of the official minutes of all meetings of the Board of Governors of the Louisiana State Medical Society;
  5. To serve as a member of the Board of Governors;
  6. To serve as a member of the Executive Committee of the Board of Governors;
  7. To serve as a member of the House of Delegates;
  8. To perform such other duties as may be required of him by the President, the House of Delegates, or the Board of Governors; and
  9. To perform such other duties as may be required of him by law, custom, parliamentary usage, or other rules of the Louisiana State Medical Society.

#### **Section 5—Immediate Past President**

The duties of the Immediate Past President shall include the following:

1. To serve as a member of the Board of Governors;
2. To serve as a member of the Executive Committee of the Board of Governors;
3. To serve as a member of the House of Delegates;
4. To perform such other duties as may be required of him by the President, the House of Delegates, or the Board of Governors; and
5. To perform such other duties as may be required of him by law, custom, parliamentary usage, or other rules of the Louisiana State Medical Society.

#### **Section 6—Speaker of the House of Delegates**

The duties of the Speaker of the House of Delegates shall include the following:

1. To preside at all meetings of the House of Delegates;
2. To address the House of Delegates at the opening session of all meetings, limiting his address to matters of conduct and procedure in the House;
3. To exercise his right to vote (or not to vote) in the House of Delegates only when the vote is by ballot or to make or break a tie;
4. To serve as a member of the Board of Governors;
5. To serve as a member of the Executive Committee of the Board of Governors;
6. To serve as a member of the House of Delegates;
7. To perform such other duties as may be required of him by the President, the House of Delegates, or the Board of Governors; and
8. To perform such other duties as may be required of him by law, custom, parliamentary usage, or other rules of the Louisiana State Medical Society.

#### **Section 7—Vice Speaker of the House of Delegates**

The duties of the Vice Speaker of the House of Delegates shall include the following:

1. To officiate for the Speaker during his absence or at his request;
2. To serve as a member of the Board of Governors;
3. To serve as a member of the House of Delegates;
4. To perform such other duties as may be required of him by the House of Delegates or the Board of Governors; and
5. To perform such other duties as may be required of him by law, custom, parliamentary usage, or other rules of the Louisiana State Medical Society.

#### **Section 8—Councilors**

The duties of a Councilor shall include the following:

1. To serve as a member of the Board of Councilors;
2. To serve as a member of the Board of Governors;
3. To serve as a member of the House of Delegates’;
4. To act as advisor to the physicians and component societies in his district;
5. To submit at the Annual Meeting of the House of Delegates a written report of his activities during the preceding year;
6. To perform such other duties as may be required of him by the President, the House of Delegates, or the Board of Governors; and
7. To perform such other duties as may be required of him by law, custom, parliamentary usage, or other rules of the Louisiana State Medical Society.

## **Section 9—Chairman of the Council on Legislation**

The duties of the Chairman of the Council on Legislation shall include the following:

1. To preside at all meetings of the Council on Legislation;
2. To call all meetings of the Council on Legislation;
3. To submit at the Annual Meeting of the House of Delegates a detailed written report of the activities of the Council on Legislation for the preceding year;
4. To serve as a member of the Board of Governors;
5. To serve as a member of the House of Delegates;
6. To perform such other duties as may be required of him by the President, the House of Delegates, or the Board of Governors; and
7. To perform such other duties as may be required of him by law, custom, parliamentary usage, or other rules of the Louisiana State Medical Society.

## **ARTICLE VII Meetings of the General Membership**

### **A. Call**

A general meeting of the members of the Louisiana State Medical Society may be called by the House of Delegates or by the Board of Governors and must be called on written petition from at least 50 voting members of the Society representing at least 10 Component Parish Societies.

### **B. Time and Place**

The time and place for a general meeting shall be determined by the Board of Governors, which shall be responsible for the necessary arrangements.

### **C. Notice**

Written notice of a general meeting shall be delivered to each member of the Society at least 30 days in advance of the meeting.

### **D. Attendance at Meetings**

All members of the Louisiana State Medical Society are eligible to attend a general meeting. Guests may be in attendance by invitation.

### **E. Business to be Transacted**

Any matter affecting the welfare of the Society may properly come before a general meeting of the Society, provided such business has been specified in the notice for the meeting.

### **F. Quorum**

The quorum for any general meeting of the Society shall be the members present, provided that at least 10 Component Parish Societies are represented at the meeting.

### **G. Order of Business**

At a called general meeting of the Society, the order of business shall be:

1. Call to order
2. Reading of the notice
3. Transaction of the business specified in the notice
4. Adjournment

## **ARTICLE VIII Board of Governors**

### **A. Members**

The Board of Governors shall be composed of the general officers of the Society plus one medical student member who shall be elected annually by the House of Delegates, one resident physician member elected annually by the House of Delegates, and one young physician section member elected annually by the House of Delegates. The medical student, resident physician, and young physician section members of the Board of Governors shall serve one (1) year terms.

## **B. Organization**

The President of the Society shall serve as Chairman of the Board of Governors.

## **C. Meetings**

The Board of Governors shall hold at least two meetings annually. One of these meetings is to be held within 60 days after the last day of the Annual Meeting of the House of Delegates.

Special meetings of the Board of Governors may be called at any time by the President of the Society or on the written petition of four members of the Board of Governors. Written notice of the special meeting must be given at least 10 days prior to the meeting, except in an emergency.

A majority of the members of the Board shall constitute a quorum at any regular or special meeting.

## **D. Duties**

The duties of the Board of Governors shall include the following:

1. To perform all acts and transact all business for and on behalf of the Society;
2. To manage the property and conduct the affairs, work, and activities of the Society except as may be otherwise provided for in these Bylaws;
3. To appoint such committees as are necessary to carry out the work of the Society and any other committees directed by the House of Delegates, unless otherwise provided for in these Bylaws;
4. To fill any vacancy on a committee not otherwise provided for in these Bylaws;
5. To serve as liaison between the Louisiana State Medical Society and the Journal Corporation;
6. To assume all duties delegated to the House of Delegates in the interim between meetings of the House of Delegates, subject to the approval of the House of Delegates;
7. To select, appoint and define the duties of a chief operating officer of the Society who may be designated as Executive Vice President; and
8. To perform such other duties as may be required by law, custom, parliamentary usage, or other rules of the Louisiana State Medical Society.

## **E. Reports**

Minutes shall be developed and maintained for each meeting of the Board of Governors. A copy of these minutes shall be submitted to the House of Delegates. Recommendations from the Board of Governors to the House of Delegates shall be submitted in the form of resolutions.

## **F. Executive Committee of the Board of Governors**

### *Members*

The Executive Committee of the Board of Governors shall be composed of the President, the President-elect, the Vice President, the Immediate Past President, the Secretary-Treasurer, the Speaker of the House of Delegates, and the Chairman of the Board of Councilors.

### *Term*

A member of the Executive Committee of the Board of Governors shall serve for a period concurrent with his term in the office that made him eligible for membership on the Committee.

### *Organization*

The President of the Society shall serve as Chairman of the Executive Committee of the Board of Governors.

### *Meetings*

The Executive Committee of the Board of Governors shall meet at the call of the Chairman.

### *Duties*

The Executive Committee of the Board of Governors may perform all acts and transact all business for and on behalf of the Board of Governors between meetings of the Board, subject to the approval of the Board.

### *Reports*

The Executive Committee of the Board of Governors shall submit a written report of its actions to the Board.

## **ARTICLE IX Committees of the Louisiana State Medical Society**

The committees of the Louisiana State Medical Society shall be standing committees and special committees. All members of any LSMS standing and special committees must be members of the Louisiana State Medical Society.

## **Section 1—Standing Committees**

The following standing committees shall be established:

### **A. Regular Standing Committees**

#### **1. Listing**

- a. Chronic Diseases and Geriatrics
- b. CME Accreditation
- c. Disaster and Emergency Medical Services
- d. Evolving Trends in Medicine
- e. Insurance
- f. Managed Care Liaison
- g. Maternal, Child and Adolescent Health
- h. Medical Education
- i. Medical/Legal Interprofessional
- j. Membership
- k. Mental Illness and Substance Abuse Disorders
- l. Physician-Patient Advocacy
- m. Public Health
- n. Public Relations
- o. Sports Medicine

#### **2. Members**

Each standing committee shall be composed of not less than 6 nor more than 18 members including the chairman. The number of members of a committee shall be divisible by three.

The members of a standing committee are appointed by the President.

#### **3. Organization**

The President designates the chairman of each standing committee.

#### **4. Term**

Committee members are appointed for a term of three years, serving from the time of their appointment until the appointment of their successor. A committee member may be reappointed for succeeding terms at the discretion of the President.

One third of the members of a standing committee are appointed each year.

The chairman is appointed for a term of one year, serving from the time of his appointment until the appointment of his successor.

The chairman may be reappointed for succeeding terms at the discretion of the President.

A committee member with more than two unexplained absences during his term will be dropped from the committee roster.

A vacancy, whether due to death, disability severe enough to prevent fulfillment of duties, resignation, or removal, shall be filled by an appointee of the President.

#### **5. Meetings**

Each standing committee shall meet at least once a year at the call of the chairman.

One third of the members of a standing committee, but not less than three members, shall constitute a quorum.

#### **6. Duties**

The duties of each standing committee shall include:

1. Those duties specified in the Committee Functions Handbook; and
2. Those other duties required of the committee by the President, the Board of Governors, or the House of Delegates.

## **7. Reports**

Minutes shall be developed and maintained for each committee meeting. A copy of these minutes shall be submitted to the Board of Governors. Recommendations from the committee to the House of Delegates shall be submitted in the form of resolutions.

## **B. Committee on Budget and Finance**

### **1. Members**

The Committee on Budget and Finance shall be composed of the following seven members:

- a. Three members appointed by the Speaker of the House;
- b. Two members appointed by the President of the Society;
- c. The Secretary-Treasurer of the Society; and
- d. The Chairman of the Council on Legislation. The Chairman of the Council on Legislation shall have all rights except the right to vote and the right to serve as Chairman of the Committee on Budget and Finance.

### **2. Term**

The members appointed by the Speaker of the House serve terms of three years, staggered so that one member is appointed each year. The member appointed by the President of the Society serves terms of two years, staggered so that one member is appointed each year. The term of member begins at the close of the Annual Meeting of the House of Delegates.

A committee member with more than two unexplained absences during his term will be dropped from the committee roster.

### **3. Organization**

The committee shall select its own chairman. The term of the chairman is one year. The chairman may serve more than one term but no more than two terms consecutively. The committee shall formulate its own rules of procedure. These rules must not conflict with the rules of the House of Delegates or with the rules of the Louisiana State Medical Society.

### **4. Meetings**

The Committee on Budget and Finance meets at least once a year at the call of the chairman.

### **5. Duties**

The duties of the Committee on Budget and Finance include the following:

- a. To present to the Board of Governors a budget of income and expense for the ensuing year;
- b. To review the audit of the books of the Secretary-Treasurer and of all committee funds;
- c. To perform such advisory duties as may be of financial benefit to the Society;
- d. To recommend the employment of a certified public accountant; and
- e. To review proposed fiscal notes attached to resolutions and to make recommendations regarding funding.

## **C. Council on Legislation**

### **1. Members**

The Council on Legislation shall be composed of one member from each medical district as delimited in Article XXII Subsection F of these bylaws and one member from the Young Physician Section.

There shall be an alternate for each member of the Council on Legislation. The alternate is chosen from the same medical district or section; must meet the same qualifications as the member; is elected in the same manner as the member except the young physician member is elected by the House of Delegates; is seated only in the absence of the member; is entitled to all of the rights of the member when seated; is entitled to reimbursement for travel expenses while attending a Council on Legislation meeting; and shall be required to attend any meeting of the Council on Legislation.

### **2. Selection**

Members of the Council on Legislation and alternates shall be elected in the same manner as specified for the election of officers in Article V Subsection B of these bylaws.

### **3. Term**

A member of the Council on Legislation and alternates shall serve a term of three (3) years, except the young physician section member and alternate shall serve a term of one (1) year. Terms are staggered so that approximately one-third of the members and alternates are elected each year. A member may serve a maximum of three terms, not necessarily consecutive, and not including terms as alternate.

The term of a member begins at the time of his election.

A vacancy shall be filled for the unexpired portion of the term by the Board of Governors except during the Annual Meeting. If a vacancy becomes apparent during the Annual Meeting it will be filled by election during that meeting.

A council member with more than two unexplained absences during his term will be dropped from the council roster.

### **4. Organization**

The Council on Legislation shall annually select its own chairman and vice-chairman.

### **5. Meetings**

Meetings shall be held at the call of the chairman.

### **6. Duties**

The duties of the Council on Legislation shall include the following:

- a. To direct all of the state legislative activities of the Society provided such directions are not in conflict with the actions and policies of the House of Delegates;
- b. To advise the Society as to the course of action deemed desirable to obtain its legislative goals; and
- c. To present in writing at each Annual Meeting of the House of Delegates a detailed report of its activities during the preceding year.

## **D. Committee on Charter and Bylaws**

### **1. Members**

The Committee on Charter and Bylaws shall be composed of six members, who must be delegates to the House of Delegates. The Speaker and Vice-Speaker of the House of Delegates shall serve ex-officio without the power to vote.

### **2. Term**

Committee members are appointed for a term of three years, serving from the time of their appointment until the appointment of their successor. A committee member may be reappointed for succeeding terms at the discretion of the President.

One third of the members of the committee are appointed each year.

The chairman is appointed for a term of one year, serving from the time of his appointment until the appointment of his successor. The chairman may be reappointed for succeeding terms at the discretion of the President.

A committee member with more than two unexplained absences during his term will be dropped from the committee roster. A committee member not in attendance at the HOD will be presumed to have resigned unless he has a valid excuse, subject to the approval of the committee.

A vacancy, whether due to death, disability severe enough to prevent fulfillment of duties, resignation, or removal, shall be filled by an appointee of the President.

### **3. Organization**

The President designates the chairman of the committee.

### **4. Meetings**

The committee shall meet at the call of the chairman.

Three members shall constitute a quorum.

## 5. Duties

The duties of the Committee on Charter and Bylaws shall include:

- a. To serve as a fact-finding and advisory committee on matters pertaining to the Charter and Bylaws of the LSMS;
- b. To evaluate and recommend to the House of Delegates and the Board of Governors the guidelines and rules that establish the authoritative direction or control of the conduct and affairs of the corporate and policy-making bodies of the Society;
- c. To periodically review the Charter and Bylaws, and other adopted rules of the LSMS and initiate the process of amending such when indicated.
- d. To receive all proposed amendments to the Charter and Bylaws for review and perfection of language to implement the actions of the House of Delegates.
- e. To issue interpretations of meaning of the Charter and Bylaws and other adopted rules when requested by the President, the Board of Governors or the House of Delegates.
- f. To review the bylaws of subsidiary and component units as to compliance with the Charter, Bylaws, or other adopted rules of the LSMS.

## Section 2—Special Committees

### A. Specialty Society Committee

#### 1. Organizational Members

To qualify for committee representation the specialty society must:

- a. Be an active statewide organization with an established constitution and bylaws, a slate of periodically elected officers and must hold periodic meetings; and
- b. Represent a medical specialty for which there is a national examining board as listed in the Directory of Graduate Medical Education Programs accredited by the Accreditation Council for Graduate Medical Education.

#### 2. Qualifications of Committee Members

All committee members shall be members in good standing in their respective societies and shall be active members of the Louisiana State Medical Society.

#### 3. Term

- a. Organizational Members must be confirmed by the Board of Governors on an annual basis.
- b. Committee Members will serve for a term at the discretion of the specialty societies they request provided they meet the qualifications in Article IX, Section 2, Paragraph A, 2.

#### 4. Organization

The President of the Louisiana State Medical Society shall appoint a Chair and Vice-chair of the committee.

#### 5. Meetings

The Committee will meet at the call of the Chair. One third of the members must be present to constitute a quorum.

#### 6. Duties

The duties of the Specialty Society Committee shall include the following:

- a. To advise the Board of Governors on and monitor socioeconomic matters occurring in a rapidly changing health care climate.
- b. To monitor and coordinate appropriate legislative action through the Council on Legislation.
- c. To pursue methods of risk management education with all specialty societies.
- d. To maintain a close liaison with other LSMS committees to attain an understanding of issues through a broad-based perspective.
- e. To serve in an advisory role to the Public Relations Committee in its public policy role and health education media efforts.
- f. To serve as a sounding board and appropriate conduit in the evaluation of new technology, practice patterns and other specialty society matters.
- g. To serve the specialty societies by determining what issues are most germane and what support could be appropriately rendered by the LSMS.
- h. To facilitate understanding and cooperation for mutual benefit between all physicians and specialty societies in Louisiana.

## **B. Ad Hoc Committees**

From time to time ad hoc committees may be created by the President, the Board of Governors, or the House of Delegates.

The creating body shall specify the members of the committee, the chairman of the committee, and the charge to the committee.

An ad hoc committee reports in writing to the creating body.

An ad hoc committee stands discharged when its assignment has been completed.

## **ARTICLE X Corrective Action**

### **A. Basis**

In all controversies between a member and his component society or between a member and the Louisiana State Medical Society, an evidentiary hearing and, if necessary, an appellate review may be requested by the individual, the component society, or the Louisiana State Medical Society before final action is taken.

### **B. Jurisdiction**

If the controversy involves a question of fact, the appeal is made to the Board of Councilors, whose decision thereon shall be final.

If the controversy involves a question of law and order, the appeal is made to the Board of Governors, whose decision thereon shall be final.

### **C. Procedure**

1. All complaints shall be made in writing.
2. All parties concerned shall receive 30-days written notice of the meeting at which the complaint is to be considered.
3. All parties concerned shall receive a written statement of the charges and allegations.
4. All parties concerned shall be entitled to be represented by legal counsel.
5. All parties concerned shall receive written findings and conclusions with respect to the allegations or charges.

### **D. Disposition**

After the evidentiary hearing and, if necessary, the appellate review, the Board of Governors or the Board of Councilors has a choice of the following dispositions:

1. To dismiss the case;
2. To act as mediator in an attempt to resolve the complaint to the satisfaction of all concerned; or
3. To recommend such other corrective actions as are appropriate.

### **E. Automatic Corrective Action**

1. *Failure to maintain good standing in a component society*—If the Secretary-Treasurer of the Society is officially informed that a member is not in good standing with his component society, the member shall be removed automatically from the rolls of the Louisiana State Medical Society.
2. *Failure to maintain license to practice medicine*—If the Secretary-Treasurer of the Society is officially informed that a member's license to practice medicine issued by the Louisiana State Board of Medical Examiners has been revoked or suspended, the member shall be removed automatically from the rolls of the Louisiana State Medical Society. However, if a member's license to practice medicine is suspended for less than 90 days, the member shall automatically be assigned to inactive membership status in lieu of automatic removal from the rolls of the Society. During this period of inactive membership status, the member shall not be entitled to any of the rights, benefits, or honors of the Society, including the right to attend any meetings of the Society. When the suspension of a member's license to practice medicine has been lifted by the Louisiana State Board of Medical Examiners, the member shall automatically be reinstated to his former membership status, provided that the member has requested reinstatement in writing to his component society and provided that the secretary of the component society had certified to the Secretary-Treasurer of the Louisiana State Medical Society that the suspension has been lifted and that the member has requested reinstatement.

If the member does not request reinstatement within 30 days following the lifting of his suspension, the member shall be deemed to have resigned from the Louisiana State Medical Society.

**F. Effect of Suspension or Expulsion**

1. A member who is under suspension or expulsion shall not be entitled to any of the rights, benefits, or honors of the Society.
2. A member who is under suspension or expulsion shall be denied the right to register or participate in any of the meetings of the Society.

**G. Reinstatement**

A former member whose membership was suspended or who was expelled from the Louisiana State Medical Society may reapply for membership following the same procedure as prescribed for a new member.

**ARTICLE XI  
House of Delegates**

The House of Delegates is the legislative and policy-making body of the Society.

**A. Members**

The House of Delegates is composed of:

1. Delegates, or alternate delegates, selected by the component Parish Societies;
2. The general officers of the Louisiana State Medical Society;
3. Delegates, and alternate delegates, to the American Medical Association;
4. All Past Presidents of the Louisiana State Medical Society;
5. All Past Speakers of the House of Delegates;
6. The Editor of the Journal;
7. Emeritus Officers;
8. One delegate, or alternate delegate, from the faculty of each Liaison Committee on Medical Education (LCME) accredited medical school in the state, as designated by that school;
9. One delegate or one alternate delegate from the Young Physicians Section, as designated by the Young Physicians Section;
10. One delegate or one alternate delegate, from each of the Accreditation Council for Graduate Medical Education (ACGME) accredited training institutions in the state with greater than 100 residents. These delegates shall be members of and designated by the Resident Section;
11. One delegate or one alternate delegate, from each LCME accredited medical school in the state, who are members of and designated by the Medical Student Section;
12. One delegate or one alternate from each member organization of the Louisiana State Medical Society Specialty Society Committee; and
13. One delegate or alternate delegate from the Retired Physician Section, as designated by the Retired Physician Section.

A member of the House of Delegates must be a member of the Louisiana State Medical Society.

All members of the House listed in this subsection have the right to vote in the House of Delegates.

**B. Organization**

There shall be a Speaker of the House of Delegates and a Vice Speaker of the House of Delegates, who shall be elected in accordance with Article V Subsection B of these bylaws and whose duties are specified in Article VI Sections 6 and 7 of these bylaws.

**C. Meetings**

*Annual meetings*—The House of Delegates shall meet annually at a time and place approved by the House. The Board of Governors shall recommend to the House the location and dates of the annual meetings. The location and dates selected may be changed under unusual circumstances by the Board of Governors at any time, but not less than 30 days prior to the date previously selected for that annual meeting.

*Special meetings*—A Special Meeting of the House of Delegates shall be called by the Speaker (1) on the written request of 50 or more delegates representing 10 or more component Parish Societies, or (2) on the request of a majority of the Board of Governors.

Following the receipt of a valid petition for a Special Meeting of the House of Delegates, the Speaker of the House of Delegates of the Louisiana State Medical Society shall designate the time and place for the Special Meeting. The date so designated must be within 45 days of the receipt of the petition in the office of the Secretary-Treasurer of the Louisiana State Medical Society.

When a Special Meeting is thus called, the Secretary-Treasurer of the Louisiana State Medical Society shall mail a notice to the secretary of each component parish society and to the last known address of each member of the House of Delegates, at least fifteen days before the Special Meeting is to be held. The notice shall specify the time and place of the meeting and the purpose for which it has been called.

The House of Delegates shall consider no business except that for which the meeting has been called.

#### **D. Sessions**

1. *Open Sessions*—An open session shall be open to any member of the Louisiana State Medical Society and to invited guests. An open session may be moved into either a closed session or an executive session by majority vote of the delegates.
2. *Closed Sessions*—A closed session shall be restricted to members of the Louisiana State Medical Society and members of the staff of the Society.
3. *Executive Sessions*—An executive session shall be restricted to members of the House of Delegates and to such employees of the Louisiana State Medical Society as may have been designated by the Speakers as necessary for the function of the House.

#### **E. Registration and Seating**

Before being seated at any session of the House of Delegates, each delegate or his alternate shall be designated by the president or secretary of the component society or organization he represents, stating that he is a properly selected or appointed delegate or alternate delegate to the House of Delegates.

When a delegate and his alternate delegate are both unable to attend a meeting, the appropriate authorities of the component society or group concerned may appoint a substitute delegate who, on presenting properly signed credentials, shall be seated in the House of Delegates.

A delegate, alternate delegate, or substitute delegate may be seated without credentials provided he is properly identified to the Chairman of the Committee on Credentials as having been selected by his appropriate group.

#### **F. Privilege of the Floor**

The privilege of addressing the House may be extended to any person:

1. By a majority vote of the members present and voting;
2. By the Speaker of the House; or
3. By the President of the Society.

#### **G. Official Observers at the House of Delegates**

1. Louisiana physician organizations may apply to the Board of Governors of the LSMS for official observer status in the LSMS House of Delegates.
2. Applicants must demonstrate compliance with the following guidelines:
  - a. The organization should be statewide in scope.
  - b. The organization should have goals and concerns about health care issues similar to those of the LSMS.
  - c. The organization should bring a unique perspective to the House of Delegates.
3. The Board of Councilors shall review the organizations requesting official observer status and make a recommendation concerning these organizations to the Committee on Rules and Order of Business. The Committee on Rules and Order of business will then make a recommendation to the House of Delegates who will make the final determination on the conferring of official observer status.
4. The official observer status for an organization shall continue until such time as the status is revoked by a majority vote of the House of Delegates.
5. Rights and Privileges.
  - a. Organizations with official observer status are invited to send one representative to observe the actions of the House of Delegates at all meetings of the LSMS House of Delegates.
  - b. Official observers have the right to speak and debate on the floor of the House upon invitation from the Speaker.
  - c. Official observers do not have the right to introduce business, introduce an amendment, make a motion, or vote.

- d. The observer must be a member of the named organization and not a hired representative or staff member.

#### **H. Method of Doing Business**

1. *Order of Business*—The following shall be the general order of business at all meetings of the House of Delegates:
  - a. Call to order;
  - b. Report of the Committee on Credentials;
  - c. Report of the Committee on Rules and Order of Business;
  - d. Disposing of the record of proceedings;
  - e. Remaining agenda, as given to each delegate.

The Speaker of the House or the House of Delegates, by majority vote, may change the order of business.

2. *Introduction of Resolutions*—Resolutions may be presented by a delegate, an alternate delegate, a component society, a general officer of the Society, the Board of Governors, a standing committee of the Louisiana State Medical Society, or a standing committee of the House of Delegates.

A fiscal note must be attached if any expenditure of funds is anticipated. This note may be attached by the proponent, but, if not by the proponent, must be attached by the administrative staff.

To be considered as regular business, resolutions must be presented in writing to the Speaker of the House of Delegates not later than 45 days before the opening session of a meeting of the House of Delegates.

Resolutions presented later than 45 days before the opening session of a meeting of the House will be considered as new business only if:

- a. Presented by the President of the Society;
- b. Presented by the Board of Governors;
- c. Decreed to be of an emergency nature by a committee composed of the President, the Speaker of the House, and the Vice Speaker of the House; or
- d. Accepted by a two-thirds vote of the House of Delegates, provided that, before any such resolution shall come before the House of Delegates for action toward acceptance as a late resolution, the resolution must have been presented to the Committee on Rules and Order of Business for their consideration and recommendation.

Only the resolved portion of a resolution becomes official policy of the Society if the resolution is adopted.

3. *Quorum*—A majority of the registered voting members of the House of Delegates shall constitute a quorum, provided at least two thirds of the regularly elected delegates are registered for the opening session.

### **ARTICLE XII Committees of the House of Delegates**

There shall be standing committees of the House of Delegates and there may be special committees.

The standing committees are: The Committee on Credentials and the Committee on Rules and Order of Business.

The members of the Committee on Credentials and the Committee on Rules and Order of Business are appointed by the Speaker of the House of Delegates.

Members of the committees of the House of Delegates must be members of the House of Delegates.

A committee member with more than two unexplained absences during his term will be dropped from the committee roster.

Committees of the House of Delegates that function between sessions of the House shall be under the direction of the Board of Governors.

In case a vacancy occurs in a standing or special committee between meetings of the House, the Speaker of the House may appoint an eligible member to fill the vacancy, unless otherwise directed in these bylaws.

## **Section 1—Committee Credentials**

### **A. Members**

The Committee on Credentials shall be composed of three members.

### **B. Selection**

Members of the Committee on Credentials are appointed by the Speaker of the House.

### **C. Term**

A member of the Committee on Credentials shall serve a term of one year. The term begins on the first day after the Annual Meeting of the House of Delegates and terminates on the last day of the succeeding Annual Meeting.

### **D. Organization**

The Speaker of the House designates the chairman.

### **E. Meetings**

The Committee on Credentials meets daily during the Annual Meeting and at the call of the chairman between Annual Meetings.

### **F. Duties**

The duties of the Committee on Credentials include the following:

1. To certify the credentials of all members of the House of Delegates;
2. To present the roll of the House of Delegates to the Speaker of the House at the opening session of each meeting of the House;
3. To present to the Speaker of the House any challenges and recommendations as to the qualifications of a member of the House;
4. To maintain a vigil at the entrance to the House when in session and to advise the Speaker if any unauthorized persons are present; and
5. To count and tabulate ballots at all elections of the House of Delegates.

## **Section 2—Committee on Rules and Order of Business**

### **A. Members**

The Committee on Rules and Order of Business shall be composed of five members.

### **B. Selection**

Members of the Committee on Rules and Order of Business shall be appointed by the Speaker of the House.

### **C. Term**

A member of the Committee on Rules and Order of Business shall serve a term of one year. The term begins on the first day after the Annual Meeting of the House of Delegates and terminates on the last day of the succeeding Annual Meeting.

### **D. Organization**

The Speaker of the House designates the chairman.

### **E. Meetings**

Meetings shall be held at the call of the chairman or the Speaker of the House of Delegates.

### **F. Duties**

The duties of the Committee on Rules and Order of Business include the following:

1. To define and publish the rules under which the Annual Meeting of the House of Delegates shall operate;
2. To determine and publish an agenda listing the order in which the items of business shall be handled;
3. To consider all late resolutions and recommend to the House of Delegates whether such resolutions should be brought before the House for action; and

4. To report to the House of Delegates at the opening of the first session of the Annual Meeting and as needed thereafter.

### **Section 3—Special Committees**

The House of Delegates or the Speaker of the House of Delegates may create special committees for special purposes. The number of members, the manner of their selection, the organization of the committee, and the duties of the committee shall be specified in the motion creating the committee, or, if not so stated, shall be at the discretion of the Speaker of the House.

## **ARTICLE XIII Scientific Assembly**

The Louisiana State Medical Society may schedule a Scientific Assembly.

### **A. Definition**

The Scientific Assembly of the Louisiana State Medical Society is a convocation of its members and guests for the presentation and discussion of subjects pertaining to the science and art of medicine and to the socioeconomic aspects of medical practice.

### **B. Time and Place of Meetings**

The Scientific Assembly shall be held at a time and place determined by the Board of Governors.

### **C. Organization**

The Vice President of the Society shall serve as Chairman of the Scientific Assembly.

In collaboration with the Board of Governors, the chairman shall be responsible for appointment of other officers and committees of the Scientific Assembly, for arranging for meeting areas, for arranging for programs, and for arranging for social events.

Financial arrangements shall be made in consultation with the Committee on Budget and Finance.

## **ARTICLE XIV Board of Councilors**

### **A. Members**

The Board of Councilors shall be composed of the District Councilors; one from each medical district as delimited in Article XXII Subsection F of these Bylaws.

There shall be an alternate for each District Councilor. The alternate is chosen from the same district as the District Councilor; must meet the same qualifications as the District Councilor; assumes all of the duties and rights of the District Councilor in the absence of the District Councilor; is entitled to reimbursement for travel expenses while attending a Board of Governors meeting; and shall attend any meeting of the Board of Councilors or of the Board of Governors.

### **B. Term**

A District-Councilor shall serve on the Board of Councilors for a period concurrent with his term as District Councilor.

### **C. Organization**

The Board of Councilors shall select a chairman and a secretary and designate their terms of office. The Chairman of the Board of Councilors shall serve as a member of the Executive Committee of the Board of Governors.

The Board of Councilors shall enact its own rules of procedure.

### **D. Meetings**

The Board of Councilors shall meet at the call of the chairman.

**E. Duties**

The Board of Councilors shall act on all matters under its jurisdiction which are referred for consideration. The Board of Councilors also acts as the judicial body of the Society.

**F. Reports**

The Board of Councilors shall submit a written report of its decisions to the Board of Governors.

**ARTICLE XV  
Young Physician Section**

A section in the Louisiana State Medical Society is an organization of individuals identified and authorized in these bylaws for the purpose of providing representation to a group who have common interests, needs and/or backgrounds.

**A. Members**

A member of the Young Physician Section must be under 40 years of age or within the first five (5) years of professional practice after completion of residency and fellowship training programs.

**B. Delegates to the House of Delegates of the LSMS**

The Young Physician Section shall designate a delegate and alternate delegate from the Young Physician Section to serve in the House of Delegates of the Louisiana State Medical Society. The designated delegates or alternate delegates shall have the right to vote in the House of Delegates of the Louisiana State Medical Society.

A Young Physician delegate or alternate delegate of the House of Delegates shall be elected to a term of one (1) year.

**C. Delegates to the AMA Young Physician Section Business Meeting**

The Young Physician Section shall elect one delegate and one alternate delegate for each thousand (1,000) or fraction thereof, members of the AMA Young Physician Section in Louisiana, to attend the Business Meeting of the AMA Young Physicians Section. The delegates chosen must be members of the AMA.

**D. Organization**

The Young Physician Section shall adopt its own bylaws and other rules. These bylaws and other rules must be approved by the Board of Governors of the Louisiana State Medical Society and must not be in conflict with the rules, policies, or adopted resolutions of the Louisiana State Medical Society.

The Young Physician Section shall be organized in accordance with the bylaws of the Young Physicians Section.

**E. Meetings**

The Young Physician Section should hold an annual meeting at the time and place of the Annual Meeting of the House of Delegates of the Louisiana State Medical Society. Other meetings may be held in accordance with the bylaws of the Young Physician Section.

**F. Duties**

Duties shall be to represent the views and carry out the activities of the Young Physician Section.

**G. Reports**

The Young Physician Section shall submit a report to the House of Delegates annually.

**H. Young Physician Member on the Board of Governors**

The House of Delegates shall elect one young physician section member and one alternate from the LSMS Young Physician Section. The term of the member and alternate shall be for one (1) year.

There shall be an alternate to the young physician section member of the Board of Governors who shall serve in the absence of the member and he or she is entitled to reimbursement for travel expenses while attending a Board of Governors meeting and may attend any meeting of the Board of Governors.

**I. Young Physician Member on the Council on Legislation**

The House of Delegates shall elect one young physician member and one alternate from the LSMS Young Physician Section to serve as members of the Council on Legislation. The term for the member and alternate member shall be for one (1) year.

The alternate shall serve in the absence of the young physician member of the Council on Legislation. The alternate shall assume all duties and rights of the young physician member in the absence of the member and is entitled to reimbursement for travel expenses while attending a Council on Legislation meeting and may attend any meeting of the Council on Legislation.

**ARTICLE XVI  
Resident Section**

A section in the Louisiana State Medical Society is an organization of individuals identified and authorized in these bylaws for the purpose of providing representation to a group who have common interests, needs and/or backgrounds.

**A. Members**

A member of the Resident Section must be a resident member of the Louisiana State Medical Society.

**B. Delegates to the House of Delegates of the LSMS**

The Resident Section shall designate delegates and alternate delegates from the Resident Section to serve in the House of Delegates of the Louisiana State Medical Society. The designated delegates or alternate delegates shall have the right to vote in the House of Delegates of the Louisiana State Medical Society.

A resident delegate or alternate resident delegate of the House of Delegates shall be elected to a term of one year.

**C. Resident Member on the Board of Governors**

The House of Delegates shall elect one resident member and one alternate from the resident members of the House of Delegates. The term of the delegate and alternate shall be for one year.

There shall be an alternate to the resident member of the Board of Governors who shall serve in the absence of the resident member of the Board of Governors. The alternate shall assume all duties and rights of the resident member in the absence of the member and is entitled to reimbursement for travel expenses while attending a Board of Governors meeting and may attend any meeting of the Board of Governors.

**D. Organization**

The Resident Section shall adopt its own bylaws and other rules. These bylaws and other rules must be approved by the Board of Governors of the Louisiana State Medical Society and must not be in conflict with the rules, policies, or adopted resolutions of the Louisiana State Medical Society.

The Resident Section shall be organized in accordance with the bylaws of the Resident Section.

**E. Meetings**

The Resident Section should hold an annual meeting at the time and place of the Annual Meeting of the House of Delegates of the Louisiana State Medical Society. Other meetings may be held in accordance with the bylaws of the Resident Section.

**F. Duties**

Duties shall be to represent the views and carry out the activities of the resident members.

**G. Reports**

The Resident Section shall submit a report to the House of Delegates annually.

## **ARTICLE XVII Medical Student Section**

A section in the Louisiana State Medical Society is an organization of individuals identified and authorized in these bylaws for the purpose of providing representation to a group who have common interests, needs and/or backgrounds.

### **A. Members**

A member of the Medical Student Section must be a medical student member of the Louisiana State Medical Society.

### **B. Delegates to the House of Delegates of the LSMS**

The Medical Student Section shall designate delegates and alternate delegates from the Medical Student Section to serve in the House of Delegates of the Louisiana State Medical Society. The designated delegates or alternate delegates shall have the right to vote in the House of Delegates of the Louisiana State Medical Society.

A medical student member or alternate medical student member of the House of Delegates shall be elected to a term of one year.

### **C. Medical Student Member on the Board of Governors**

The House of Delegates shall elect one medical student member and one alternate from the medical student members of the House of Delegates. The term of the delegate and alternate shall be for one year.

There shall be an alternate to the medical student member of the Board of Governors who shall serve in the absence of the medical student member of the Board of Governors. The alternate shall assume all the duties and rights of the medical student member in the absence of the member and is entitled to reimbursement for travel expenses while attending a Board of Governors meeting; and may attend any meeting of the Board.

### **D. Organization**

The Medical Student Section shall adopt its own bylaws and other rules. These bylaws and other rules must be approved by the Board of Governors of the Louisiana State Medical Society and must not be in conflict with the rules, policies, or adopted resolutions of the Louisiana State Medical Society.

The Medical Student Section shall be organized in accordance with the bylaws of the Medical Student Section.

### **E. Meetings**

The Medical Student Section should hold an annual meeting at the time and place of the Annual Meeting of the House of Delegates of the Louisiana State Medical Society.

Other meetings may be held in accordance with the bylaws of the Medical Student Section.

### **F. Duties**

Duties shall be to represent the views and carry out the activities of the medical student members.

### **G. Reports**

The Medical Student Section shall submit a report to the House of Delegates annually.

## **ARTICLE XVIII Retired Physician Section**

A section in the Louisiana State Medical Society is an organization of individuals identified and authorized in these bylaws for the purpose of providing representation to a group who have common interests, needs and/or backgrounds.

### **A. Members**

A member of the Retired Physician Section must be a dues exempt member of the Louisiana State Medical Society.

**B. Delegates to the House of Delegates of the LSMS**

The Retired Physician Section shall designate a delegate and alternate delegate from the Retired Physician Section to serve in the House of Delegates of the Louisiana State Medical Society.

**C. Organization**

The Retired Physician Section shall adopt its own bylaws and other rules. These bylaws and other rules must be approved by the Board of Governors of the Louisiana State Medical Society and must not be in conflict with the rules, policies, or adopted resolutions of the Louisiana State Medical Society.

The Retired Physician Section shall be organized in accordance with the bylaws of the Retired Physician Section.

**E. Meetings**

The Retired Physician Section should hold an annual meeting at the time and place of the Annual Meeting of the House of Delegates of the Louisiana State Medical Society. Other meetings may be held in accordance with the bylaws of the Retired Physician Section.

**F. Duties**

Duties shall be to represent the views and carry out the activities of the retired physician members.

**G. Reports**

The Retired Physician Section shall submit a report to the House of Delegates annually.

**ARTICLE XIX  
AMA Delegation**

The Louisiana State Medical Society is a constituent of the American Medical Association, a federation of state medical societies. The Louisiana State Medical Society shall send a delegation to the House of Delegates of the American Medical Association.

**A. Members**

The delegation is composed of those Delegates and Alternate Delegates elected to represent the Louisiana State Medical Society at the House of Delegates of the American Medical Association.

In the event that the size of the LSMS AMA Delegation is changed in number when the LSMS House of Delegates is not in session, the Board of Governors is empowered to adjust the size of the LSMS AMA Delegation in the manner it feels is most equitable.

Delegates and Alternate Delegates, except for those delegates from the Medical Student Section and the Resident Section, must have been members of the Louisiana State Medical Society for at least three years at the time of their election.

The number of Delegates and Alternate Delegates is determined by the apportionment ratio specified by the American Medical Association.

Delegates and Alternate Delegates, except medical student and resident delegates (members in training), shall serve terms of two years staggered so that approximately one half are elected each year. Medical students and resident delegates (members in training) shall serve terms of one year. All terms commence January 1 following election.

A vacancy shall be filled for the unexpired portion of the term by an appointee of the Board of Governors except during the Annual Meeting. If a vacancy becomes apparent during the Annual Meeting it will be filled by election during that meeting.

**B. Selection**

Members of the AMA Delegation shall be elected in the same manner as specified for the election of officers in Article V Subsection B of these bylaws, except that if more than one vacancy is to be filled,

those nominees in a number equal to the vacancies receiving the greatest number of votes would be elected.

**C. Organization**

The delegation shall select its own chairman and any other officers it deems necessary.

The chairman determines the assignment of duties to the individual members of the delegation.

**D. Duties**

The duties of the delegates and alternate delegates include the following:

1. To attend meetings of the House of Delegates of the American Medical Association;
2. To represent the Louisiana State Medical Society at the meetings of the House of Delegates of the American Medical Association; and
3. To serve as a member of the House of Delegates of the Louisiana State Medical Society.

**E. Reports**

The Chairman of the Delegation presents a written report of the activities of the delegation during the preceding year at the Annual Meeting of the House of Delegates of the Louisiana State Medical Society.

**ARTICLE XX  
Past Presidents Advisory Council**

**A. Members**

Membership on the Past Presidents Advisory Council shall be limited to and a privilege of any Past President of the Louisiana State Medical Society.

A member shall serve on the Council for life provided he remains in good standing in the Society.

**B. Organization**

The Council shall select a chairman and secretary and shall designate a term for each.

**C. Duties**

The duties of the Council include the following:

1. To meet at each annual meeting of the House of Delegates or just prior thereto; and
2. To present in writing to the House of Delegates suggestions on any subject it may consider pertinent to the business and affairs of the Louisiana State Medical Society.
3. To perform such other duties as may be requested by the President, Board of Governors, or House of Delegates.

**ARTICLE XXI  
Parish Societies**

The Louisiana State Medical Society may charter Parish Societies as component units of the Louisiana State Medical Society.

**A. Definition**

A Parish Society is a chartered component unit of the Louisiana State Medical Society.

**B. Members**

Membership in a Parish Society is limited to those physicians and medical students within the named parish, except as otherwise stipulated in this Subsection B of Article XX.

A member shall place their basic parish society membership in one Parish Society only. This basic membership may be either (1) in the Parish Society in whose jurisdiction he maintains his principal office or (2) in the Parish Society in whose jurisdiction he maintains his residence. A medical student or resident member shall place their basic Parish Society membership in one Parish Society of their choice.

A member of a Parish Society whose category of membership in that Parish Society corresponds to active, dues-exempt, academic, or resident membership in the Louisiana State Medical Society may be granted secondary membership in one other parish society. The specifics of such secondary

membership shall be defined by the individual Parish Society. A secondary member may not vote on any Parish Society proposal which will reflect Louisiana State Medical Society business. A secondary member is not to be counted in apportionment of delegates to the House of Delegates of the Louisiana State Medical Society.

In any dispute as to the jurisdiction involved, the matter shall be settled by the Board of Governors whose decision thereon shall be final.

In the event of a federal or state declared disaster, LSMS members who are displaced from the parish in which they maintain their basic Parish Society membership and who remain in Louisiana shall be allowed to maintain that membership for a period of time to be determined by the Board of Governors following the date the disaster is declared even if the physician no longer maintains his principal office or his residence in that parish. If a member wants to exercise this option, he or she must submit a request in writing to the Board of Governors who will decide whether to accept or reject such request. This request must be accompanied by a recommendation from the member's component society.

#### **C. Organization**

A Parish Society shall adopt its own bylaws and other rules, which must be in accordance with the Charter, bylaws, and other rules of the Louisiana State Medical Society.

The bylaws and other rules of a Parish Society are subject to review by the Louisiana State Medical Society.

A Parish Society shall be bound by any resolutions or other actions of the House of Delegates.

A Parish Society may be incorporated.

#### **D. Charter**

The Board of Governors may, on request, issue a charter to any group of 10 or more physicians organized according to this Article.

The charter of a Parish Society shall remain in perpetuity unless revoked.

The charter of a Parish Society may be revoked for cause by the Board of Governors, after notice and hearings

#### **E. Delegates to the House of Delegates of the LSMS**

A Parish Society is entitled to send delegates to the House of Delegates of the Louisiana State Medical Society.

A delegate must be a member of the Louisiana State Medical Society.

The apportionment of delegates from a Parish Society shall be one delegate and one alternate delegate for each 25 members or fraction thereof on the roster of active, dues-exempt, and academic members for that Parish Society as recorded in the office of the Secretary-Treasurer of the Louisiana State Medical Society on June 1 of each year.

Component Societies shall have one additional delegate and one additional alternate delegate for each 200 resident members, or fraction thereof, in their societies. These additional delegates must be residents on the roster of resident members for that Parish Society as recorded in the office of the Secretary-Treasurer of the Louisiana State Medical Society on June 1 of each year.

Component Societies shall have one additional delegate and one additional alternate delegate for each 200 medical student members, or fraction thereof, in their societies. These additional delegates must be medical students on the roster of medical student members for that Parish Society as recorded in the office of the Secretary-Treasurer of the Louisiana State Medical Society on June 1 of each year.

In July of each year, the Secretary-Treasurer of the Louisiana State Medical Society shall notify each Parish Society as to the number of delegates to which the Parish Society is entitled for the current year.

The term for a delegate is 2 or more years as determined by the individual Parish Society, which also determines when the term begins and terminates.

If a vacancy occurs due to death, disability severe enough to prevent fulfillment of duties, resignation, or removal, the member who fills the vacancy serves for the unexpired term of the delegate he replaces

If, at the time of a reapportionment, a delegate or alternate delegate has begun, but not completed his term, he shall be permitted to complete the term for which he was elected.

**F. Unified Membership**

A member of a Parish Society must be a member of the Louisiana State Medical Society.

**ARTICLE XXII  
District Societies**

The Louisiana State Medical Society may charter District Societies as component units of the Louisiana State Medical Society.

**A. Definition**

A District Society is a chartered component unit of the Louisiana State Medical Society.

**B. Members**

Membership in a District Society is limited to those physicians and medical students, who are members of Parish Societies within the named medical district as delimited in Subsection F of this Article XX.

**C. Organization**

A District Society shall adopt its own bylaws and other rules, which must be in accordance with the Charter, Bylaws, and other rules of the Louisiana State Medical Society.

The bylaws and other rules of a District Society are subject to review by the Louisiana State Medical Society.

A District Society may be incorporated.

**D. Charter**

The Board of Governors may, on request, issue a charter to a District Society organized according to this Article.

The charter of a District Society shall remain in perpetuity unless revoked.

The charter of a District Society may be revoked for cause by the Board of Governors, after due notice and hearings.

**E. Delegates to the House of Delegates of the LSMS**

A District Society sends no delegates to the House of Delegates of the Louisiana State Medical Society.

**F. Medical Districts**

For purpose of representation, the state of Louisiana shall be divided into the following Louisiana State Medical Society medical districts. The House of Delegates shall consider recommendations from the Board of Councilors regarding the composition of the districts every 10 years beginning in the year 2001.

**First District**

Orleans and St. Bernard

**Second District**

Jefferson, Plaquemines, St. Charles, St. James, and St. John

**Third District**

Lafourche, St. Mary, and Terrebonne

**Fourth District**

Bienville, Bossier, Caddo, Claiborne, DeSoto, Red River, and Webster

**Fifth District**

Caldwell, Catahoula, Concordia, East Carroll, Franklin, Jackson, Lincoln, Madison, Morehouse, Ouachita, Richland, Tensas, Union, and West Carroll

**Sixth District**

Ascension, Assumption, East Baton Rouge, East Feliciana, Iberville, Livingston, Pointe Coupee, West Baton Rouge, and West Feliciana

**Seventh District**

Allen, Beauregard, Calcasieu, Cameron, and Jefferson Davis

**Eighth District**

Avoyelles, Grant, LaSalle, Natchitoches, Rapides, Sabine, Vernon, and Winn

**Ninth District**

Acadia, Evangeline, Iberia, Lafayette, St. Landry, St. Martin, and Vermilion

**Tenth District**

St. Helena, St. Tammany, Tangipahoa, and Washington

**ARTICLE XXIII  
Fiscal Year**

The fiscal year of the Society shall begin January 1 and end December 31.

**ARTICLE XXIV  
Finances**

**Section 1—Available Funds**

The Louisiana State Medical Society may raise funds from:

1. Membership dues;
2. Special assessments on active and academic members, on the recommendation of the Board of Governors and with the approval of the House of Delegates;
3. Special assessments on active and academic members, levied by the House of Delegates without the prior approval of the Board of Governors;
4. Sale of publications of the Society; and
5. Other sources approved by the Board of Governors or the House of Delegates.

**A. Dues**

1. *Amount* - The amount of annual dues is prescribed by majority vote of the House of Delegates.
2. *Method of Payment* – Annual dues renewal statements shall be sent to each member no less than two months prior to the annual due date. Dues are due on January 1 and delinquent on March 1.
3. *Fiduciary Duties* – Dues for the Louisiana State Medical Society are collected by component societies. A component society may choose by written agreement to have the Louisiana State Medical Society collect all membership dues. Dues and assessments remitted based on the annual dues renewal statements are to be transmitted to the Secretary-Treasurer of the named organizations within fourteen (14) working days following their initial deposit. Dues and assessments are the property of the organization that established them and cannot be invested or converted without its written permission.
4. *Proration of dues* - Active and academic members accepted into the Louisiana State Medical Society after the beginning of the calendar year shall pay dues on a prorated basis for the remainder of the year in which they were accepted. This proration shall be made quarterly.

Active and academic members accepted into the Louisiana State Medical Society during their first year in practice shall pay dues for the remainder of the year in which they were accepted in an amount equal to one half of that prorated, and during their first full year of membership shall pay dues in an amount equal to one half of that prescribed.

A former member who has been dropped from the membership rolls for a period greater than one year due to nonpayment of dues may be reinstated upon payment of a prorated amount of the annual dues for the year of reinstatement.

5. *Postponement of dues payment* - A member suffering from severe financial hardship may request that payment of his Louisiana State Medical Society dues be postponed. The request shall be in writing addressed to the Board of Governors and must be accompanied by a recommendation from the member's component society. The Board of Governors, after evaluation on an individual basis, may grant permission, and, if granted, shall specify a schedule of repayment. During the period of postponement, the member shall continue with all the rights and other obligations of his membership.
6. *Failure to pay dues* – If dues have not been received from a member by the LSMS delinquency date, the member shall be notified that unless their dues are paid by the date specified in the delinquency notice they will be deemed to have resigned and their name shall be removed automatically from the rolls of the Louisiana State Medical Society and their component society.

A former member who has been dropped from the membership rolls due to nonpayment of dues may be reinstated within that same year upon payment of the entire amount of annual dues for the year of reinstatement.

If a former member desires to be reinstated back to current membership status with no record of the lapse in membership, he or she shall pay full dues to the Louisiana State Medical Society and to the Parish Medical Society for each year he or she was not a member of the Louisiana State Medical Society.

7. Failure by component societies of the LSMS to comply with these provisions will be subject to review by the Board of Councilors which may take appropriate action, rescinding authority to collect specific organization dues.

#### **B. Assessments**

Assessments may be made from time to time in the manners described in Section I of this Article.

A member who has not paid the assessment by the date specified in the motion creating the assessment shall be dropped from the rolls of the Society.

A member who has been dropped from the rolls of the Society for nonpayment of an assessment cannot be reinstated until such indebtedness has been discharged.

### **Section 2—Disbursement of Funds**

#### **A. Appropriation of Funds**

The Committee on Budget and Finance shall prepare and present to the House of Delegates a budget allocating sufficient funds to carry on the business of the Society. This budget must be approved by the House of Delegates.

#### **B. Disbursement of Funds**

Funds may be disbursed by the Secretary-Treasurer only as authorized by (1) the adopted budget, (2) the Board of Governors after its consideration of any recommendations from the Committee on Budget and Finance, or (3) the House of Delegates after its consideration of any recommendations from the Committee on Budget and Finance.

Expenditure of funds is limited to expenses incurred in the discharge of Louisiana State Medical Society duties, unless otherwise approved by the House of Delegates.

Emergency appropriations and disbursements may be made by the Board of Governors in amounts not to exceed \$7,500.

### **C. Travel Expenses**

Reasonable travel expenses for the following shall be paid from the general fund upon request for reimbursement:

1. Expenses incurred by members of the Board of Governors in attending meetings of the Board of Governors;
2. Expenses incurred by delegates and alternate delegates to the American Medical Association, by the Speaker of the House of the Louisiana State Medical Society, by the President and the President-elect of the Louisiana State Medical Society in attending official meetings of the American Medical Association;
3. Expenses incurred by any former President of the AMA from Louisiana in attending official meetings of the AMA House of Delegates using the same allowance and criteria as determined for the individuals listed in Article XXII, Section 2, C., 2., if such expenses are not otherwise reimbursed, subject to the approval of the Board of Governors.
4. Expenses incurred by the President in the discharge of his official duties;
5. Expenses incurred by members of other committees of the Louisiana State Medical Society or the House of Delegates in attending those committee meetings; and
6. Expenses incurred by office personnel and other society members in the performance of specific assignments.

## **ARTICLE XXV Conflict of Interest**

No officer of the Society or member of the Board of Governors, acting as an officer or member of the Board of Governors, may undertake an obligation, which favors his private interest above his duty as an officer or member of the Board of Governors of this Society. This definition in no way restricts the right of an officer or member of the Board of Governors to earn a livelihood within the scope of the principles of medical ethics, provided that his personal interests do not conflict with his duties as an officer or member of the Board of Governors.

## **ARTICLE XXVI Indemnification**

### **Section 1**

Except as provided in Section 2 of this Article, the Louisiana State Medical Society shall indemnify and hold harmless any person who is a party to or is threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was an officer of the Society as specified in Article V of the Charter, a member of the Board of Governors, a full-time permanent employee of the Society, or a duly appointed member of any duly constituted committee of the Society, or by reason of his alleged offenses, quasi-offenses, acts, or omissions while serving as such, from and against legal and other expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement with the approval of the Board of Governors, actually and reasonably incurred by him in connection with such action, suit, or proceeding.

### **Section 2**

Section 1 of this Article shall not apply to any claim or liability arising out of any person's own bad faith, reckless disregard of their duties or the policies and procedures of the Society or the Board of Governors, gross negligence, or willful misconduct unless in the judgment of the Board of Governors, the person against whom the claim or liability is asserted has not been guilty of bad faith, reckless disregard of their duties or the policies and procedures of the Society or the Board of Governors, gross negligence, or willful misconduct and, in any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

### **Section 3**

Any indemnification under this Article shall be made by the Society only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. The determination provided for in this Article shall be made (1) by the Board of Governors by a majority vote of a quorum consisting of members thereof who are not parties to such action, suit, or proceeding, or (2) by independent legal counsel

if such a quorum of disinterested members is not obtainable or the Board of Governors so directs, or (3) by the House of Delegates.

**ARTICLE XXVII**  
**Official Statements**

Memorials, resolutions, or opinions of any character, whatever which conflict, with the policies of the House of Delegates shall not be issued in the name of the Louisiana State Medical Society.

**ARTICLE XXVIII**  
**Publication of Proceedings**

All duly constituted bodies of the Society, which hold meetings shall record accurate minutes of all proceedings.

These minutes shall be transmitted to the Secretary-Treasurer of the Society.

Minutes shall not be made public except as authorized at the discretion of the Board of Governors or the House of Delegates.

**ARTICLE XXIX**  
**The Journal**

The Louisiana State Medical Society may publish a Journal.

**A. Title**

The title of the publication shall be “The Journal of the Louisiana State Medical Society.”

**B. Purpose**

The purposes of the Journal shall be:

1. To serve as a repository of papers of interest to physicians; and
2. To serve as a means of communication among the members of the Louisiana State Medical Society.

**C. Organization**

1. The Journal organization shall be incorporated as “The Journal of the Louisiana State Medical Society, Inc”.
2. The Journal organization shall establish a Board of Directors of the Journal Corporation.
3. The Journal organization shall adopt and update, as necessary, bylaws and other rules for the Corporation.

**D. Financing**

The Louisiana State Medical Society shall purchase subscriptions for its members. These subscriptions shall be on a yearly basis to begin January 1.

**ARTICLE XXX**  
**Awards and Honors**

**Section 1—Distinguished Service Award**

The Society may honor a member by awarding him the Distinguished Service Award of the Louisiana State Medical Society.

**A. The Candidate**

A candidate for the Distinguished Service Award shall be a member of the Society who has shown exceptional and meritorious service to the Louisiana State Medical Society in a field other than scientific achievement.

**B. The Method of Selection**

The Board of Governors at its discretion may nominate a member for the Distinguished Service Award.

The nomination is presented to the House of Delegates at the Annual Meeting in the form of a resolution.

The award is conferred by a two-thirds vote of the House of Delegates.

**C. The Award**

The award shall be a medallion and a suitable citation prepared by the Board of Governors.

**D. The Presentation**

The award shall be presented to the honoree at the Annual Meeting of the House of Delegates.

**Section 2—Hall of Fame**

The Society may honor a member by electing him to the Hall of Fame of the Louisiana State Medical Society.

**A. The Candidate**

The candidate for election to the Hall of Fame shall be a member of the Louisiana State Medical Society who has shown long-term meritorious service to the Louisiana State Medical Society.

**B. The Method of Selection**

Recommendations for this honor, together with relevant data supporting the recommendation, may be sent to the Past Presidents Council by the component societies.

The Past Presidents Council may select from these recommendations one or more candidates to nominate for the honor. The nominations are presented to the House of Delegates at the Annual Meeting in the form of a resolution.

The honor is conferred by a two-thirds vote of the House of Delegates.

**C. The Award**

The award shall be the placing of a portrait in the Hall of Fame gallery at the domicile of the Louisiana State Medical Society.

**D. The Presentation**

Recognition of the honoree shall be made at the Annual Meeting of the House of Delegates.

**Section 3—Officers Emeritus**

The Society may honor a member by designating him an Officer Emeritus.

**A. The Candidate**

A candidate for designation as an Officer Emeritus shall be a former officer who has had a long and honorable career in the service of the Louisiana State Medical Society.

**B. The Method of Selection**

The Board of Governors at its discretion may nominate a member for designation as an Emeritus Officer.

The nomination is presented to the House of Delegates at the Annual Meeting in the form of a resolution.

The award is conferred by a two-thirds vote of the House of Delegates.

The designation shall be emeritus to the office, which the honoree last held. The honoree shall retain the designation indefinitely at the disposition of the House of Delegates.

**C. The Award**

The award shall be a suitable citation prepared by the Board of Governors.

Emeritus status confers no parliamentary or societal rights or obligations except the right to serve as a member of the House of Delegates.

**D. The Presentation**

The award shall be presented to the honoree at the Annual Meeting of the House of Delegates.

**Section 4—Honorary Membership**

The Society may honor an individual by electing him or her to Honorary Membership in the Louisiana State Medical Society.

**A. The Candidate**

A candidate for election to Honorary Membership must not be a member of the Louisiana State Medical Society but must have shown meritorious service to the field of Medicine.

**B. The Method of Selection**

The Board of Governors at its discretion may nominate an individual for this honor.

The nomination is presented to the House of Delegates at the Annual Meeting in the form of a resolution.

The award is conferred by a two-thirds vote of the House of Delegates.

**C. The Award**

The award shall be a suitable citation prepared by the Board of Governors.

Honorary membership confers no parliamentary or societal rights or obligations.

**D. The Presentation**

The award shall be presented to the honoree at the Annual Meeting of the House of Delegates.

**Section 5—Citation of a Layman for Distinguished Service**

The Society may honor a layman by presenting him with a Citation of a Layman for Distinguished Service.

**A. The Candidate**

A candidate for Citation of a Layman for Distinguished Service shall be a person not of the medical profession who has contributed to the fulfillment of the ideals of Louisiana Medicine.

**B. The Method of Selection**

The Board of Governors at its discretion may nominate a layman to receive the Citation of a Layman for Distinguished Service

The nomination is presented to the House of Delegates at the Annual Meeting in the form of a resolution.

The award is conferred by a two-thirds vote of the House of Delegates.

**C. The Award**

The award shall be a suitable citation prepared by the Board of Governors.

**D. The Presentation**

The award shall be presented to the honoree at the Annual Meeting of the House of Delegates.

**Section 6—Continuing Medical Education**

The Society may honor a member by awarding him or her the Continuing Medical Education Award of the Louisiana State Medical Society.

**A. The Candidate**

A candidate for the Continuing Medical Education Award shall be a member of the Society who has distinguished himself in the field of Continuing Medical Education.

**B. The Method of Selection**

The Committee on CME Accreditation may at its discretion nominate a member for the Continuing Medical Education Award according to the criteria established by the Committee.

The nomination is presented to the House of Delegates at the Annual Meeting in the form of a resolution.

The award is conferred by a two-thirds vote of the House of Delegates.

**C. The Award**

The award shall be a suitable citation prepared by the Board of Governors.

**D. The Presentation**

The award shall be presented to the honoree at the Annual Meeting of the House of Delegates.

**Section 7 – Community Service Award**

The Society may honor a member by awarding him or her the Community Service Award of the Louisiana State Medical Society.

**The Candidate**

A candidate for the Community Service Award shall be a living member of the Society licensed to practice medicine in Louisiana who has not received this award previously and has compiled an outstanding record of community service, which apart from his/her specific identification as a physician, reflects well on the profession.

**B. The Method of Selection**

Nominations for this award may be submitted by the component societies to the Board of Governors, who will select the recipient.

The recipient is presented to the House of Delegates at the Annual Meeting in the form of a resolution.

The honor is conferred by a two-thirds vote of the House of Delegates.

**C. The Award**

The award shall be a suitable citation prepared by the Board of Governors.

**D. The Presentation**

The award shall be presented to the honoree at the Annual Meeting of the House of Delegates.

**ARTICLE XXXI  
Duration Dissolution**

The life of the Corporation and the method of dissolution shall be as specified in Article VIII of the Charter.

**ARTICLE XXXII  
Appended Documents**

The Society may create documents, which are appended to these bylaws. Although not a part of the bylaws, these appended documents are equally binding, but may be adopted and modified more expeditiously.

The following appended documents are established: a Glossary and the Principles of Medical Ethics. Other appended documents may be adopted from time to time by majority vote of the House of Delegates or the Board of Governors.

**Section 1—Glossary**

Working definitions of words and phrases as used in these bylaws. Items may be added to the glossary or items in the glossary may be modified by the House of Delegates, the Board of Governors, or the Committee on Charter and Bylaws. A majority vote without advance notice is required.

## **Section 2—Principles of Medical Ethics**

A listing of the Principles of Medical Ethics as adopted by the House of Delegates. The Principles may be amended by the House of Delegates. A majority vote without advance notice is required.

### **ARTICLE XXXIII Parliamentary Authority**

In the absence of any provision to the contrary in the charter or bylaws, all meetings of the general membership, House of Delegates, Board of Governors, councils, and committees shall be governed by the parliamentary rules and usage contained in the fourth edition of *The Standard Code of Parliamentary Procedure* (Sturgis).

### **ARTICLE XXXIV Confidentiality**

The members of the Board of Governors and the members of all LSMS Committees shall be required to sign a confidentiality agreement with the Louisiana State Medical Society. The confidentiality agreement is as follows:

“ I, the undersigned member of the (insert applicable Board or Committee) of the Louisiana State Medical Society (the “Society”), hereby acknowledge and affirm that I have read, understand and will observe and abide by the policies of the Society regarding confidential and privileged information as adopted by the Board of Governors and as set forth in the manual on Procedures of the Board of Governors.”

LSMS Committee members who are removed by the President for violations of the confidentiality agreement shall have the right of appeal to the LSMS Board of Councilors. The decision of the Board of Councilors shall be final and not subject to further appeal. If the Committee member who has been removed is also a member of the Board of Councilors, he or she shall recuse themselves from voting on their appeal.

### **ARTICLE XXXV Amendment**

#### **Section 1**

These Bylaws may be amended on approval of two-thirds of the members of the House of Delegates present and voting, provided an amendment shall not be acted on before the day following that on which it is introduced.

#### **Section 2**

The House of Delegates may, by unanimous vote, accept a change in the Bylaws on the same day that it is introduced.

*Revision adopted March 9, 1991, House of Delegates, New Orleans. Amended October 23, 2004.*

## APPENDED DOCUMENTS

### GLOSSARY

**Majority vote.** More than half of the legal votes cast were cast in favor of the proposition or candidate.

**Two-thirds vote.** At least two-thirds of the legal votes cast were cast in favor of the proposition or candidate.

**Unanimous vote.** All the legal votes cast were cast in favor of the proposition or candidate.

**Legal vote.** A vote cast by a member legally qualified to vote and, if by ballot, on the prescribed form, clearly and correctly marked.

**The Society.** The Louisiana State Medical Society.

**Federation.** An entity formed by a number of societies, each retaining control of its own internal affairs.

**Component Societies.** The societies which band together to form a federation. In the Louisiana State Medical Society the component societies are the Parish Societies and the District Societies.

**Meeting.** All the gatherings of members from the initial call to order to the final adjournment sine die. The number of gatherings may vary from one to many covering several days.

**Session.** One of the gatherings of members at a meeting, each opened with a call to order and each closed with a recess, an adjournment to a later time, or an adjournment sine die. Typically sessions might last half a day with a recess for lunch and an adjournment to a definite time on the following day.

**Parliamentary rights.** The fundamental parliamentary rights of a member, unless otherwise restricted in these bylaws, include the right

1. To be sent notices
2. To attend meetings
3. To present motions
4. To speak on debatable motions
5. To vote
6. To nominate
7. To be a candidate for office
8. To resign from office or from the organization
9. To serve on committees
10. To inspect official records of the organization
11. To receive or have the right to inspect an up-to-date copy of the bylaws, charter, rules, and minutes of the organization
12. To insist on the enforcement of the rules of the organization and of parliamentary law
13. To have a fair hearing before expulsion or other penalties are applied
14. To exercise any other rights or privileges given to the members by the law, by the bylaws, or by the rules of the organization.

**Societal rights.** The societal (organizational) rights of a member, unless otherwise restricted in these bylaws, include the right

1. To expect fair and equitable treatment from other members of the organization
2. To enjoy the social functions of the organization
3. To receive the publications of the organization
4. To receive any perquisites to which the general membership is entitled.

## PRINCIPLES OF MEDICAL ETHICS

The conduct of all members shall be governed by the following principles of medical ethics, as interpreted and applied by the Louisiana State Medical Society:

### **Preamble**

These principles are intended to aid physicians individually and collectively in maintaining a high level of ethical conduct. They are not law but standards by which a physician may determine the propriety of his conduct in his relationship with patients, with colleagues, with members of allied professions, and with the public.

### **Principle 1**

The primary objective of the medical profession is to render service to humanity with full respect for the dignity of man. Physicians should merit the confidence of patients entrusted to their care, rendering to each a full measure of service and devotion.

### **Principle 2**

Physicians should strive continually to improve their medical knowledge and skill, and should make available to their patients and colleagues the benefits of their professional attainments.

### **Principle 3**

A physician should practice a method of healing founded on scientific basis, and he should not voluntarily associate professionally with anyone who violates this principle.

### **Principle 4**

The medical profession should safeguard the public and itself against physicians deficient in moral character or professional competence. Physicians should observe all laws, uphold the dignity and honor of the profession, and accept its self-imposed disciplines. They should expose, without hesitation, illegal or unethical conduct of fellow members of the profession.

### **Principle 5**

A physician may choose whom he will serve. In an emergency, however, he should render service to the best of his ability. Having undertaken the care of a patient, he may not neglect him; and unless he has been discharged he may discontinue his services only after giving adequate notice.

### **Principle 6**

A physician should not dispose of his services under terms or conditions, which tend to interfere with or impair the free and complete exercise of his medical judgment and skill or tend to cause deterioration of the quality of medical care.

### **Principle 7**

In the practice of medicine a physician should limit the source of his professional income to medical services rendered by him, or under his supervision, to his patients. His fee should be commensurate with the services rendered and the patient's ability to pay. He should neither pay nor receive a commission for referral of patients. Drugs, remedies, or appliances may be dispensed or supplied by the physician provided it is in the best interest of the patient.

### **Principle 8**

A physician should seek consultation upon request, in doubtful or difficult cases, or whenever it appears that the quality of medical service may be enhanced thereby.

### **Principle 9**

A physician may not reveal the confidences entrusted to him in the course of medical attendance or the deficiencies he may observe in the character of patients, unless he is required to do so by law or unless it becomes necessary in order to protect the welfare of the individual or of the community.

### **Principle 10**

The honored ideals of the medical profession imply that the responsibilities of the physician extend not only to the individual but also to society, where these responsibilities deserve his interest and participation in activities, which have the purpose of improving both the health and well being of the individual and the community.

**Adopted by the House of Delegates on March 13, 1983**  
**LOUISIANA STATE MEDICAL SOCIETY**  
**CHARTER**

**Preamble**

Be it known that on this tenth day of June, in the year of our Lord, nineteen hundred and three and of the Independence of the United States of America the one hundred and twenty-eighth, before me,

Carl C. Friedrichs, Notary Public, duly commissioned, sworn and qualified, in and for the Parish of Orleans, State of Louisiana, and in the presence of the witnesses hereinafter named and undersigned,

Personally came and appeared the persons whose names are hereunto subscribed, who severally declared that, availing themselves of the laws of this State upon that subject, they have formed and organized and by these presents do form themselves into and constitute a corporation for the objects and purposes, and under the stipulations and agreements hereinafter set forth and expressed, which they hereby adopt as their Charter, to wit:

**ARTICLE I**  
**Name**

The name of said corporation shall be the Louisiana State Medical Society.

**ARTICLE 11**  
**Objects and Purposes**

The objects and purposes of this corporation shall be to federate and bring into one compact organization the eligible members of the medical profession of the State of Louisiana, by the organization in the various districts and parishes of local branches known as component societies, which shall receive charters from this Society, and which may be corporate bodies; to unite with similar associations in other States to form the American Medical Association with a view to the extension of medical knowledge, to the advancement of medical science, to the elevation of the standard of medical education, to the enforcement of just medical laws, to the guarding and fostering of the medical interests of member physicians, and to the enlightenment and direction of public opinion in regard to the great problems of State Medicine so that the profession shall become more capable and honorable within itself and more useful to the public in the prevention and cure of disease and in the prolonging of and adding comfort to life.

**ARTICLE III**  
**Powers**

Under the above entitled name, and for the purposes above expressed, the said corporation shall have power and authority to make, have, and use a common seal, and the same to break, alter, and amend at their pleasure; and by name, style, and the title provided and declared, shall be capable in law to sue and be sued; and shall be empowered to make rules, bylaws, and ordinances, and to alter, amend, and change the same at pleasure; and to do everything needful for its good government and support. It shall be and is empowered to hold, lease, receive, purchase and convey all manner of property, both real and personal, and to mortgage and otherwise encumber the same; to borrow or lend money, issue bonds and notes, accept and receive donations, legacies, and bequests; to own, publish, conduct, and circulate such literature as will further its expressed purposes; to name and appoint such managers and employees as its interests and convenience may require; to further these expressed objects and purposes by issuing charters as hereinbefore provided to such component societies as may be formed within the various districts and parishes of this State; and otherwise to do and perform all acts and things requisite and necessary to carry out the objects and purposes of said corporation.

## **ARTICLE IV Membership**

The active members of this Society shall be the active members of the component district and parish medical societies.

The liabilities of the members shall be limited to the unpaid balance due by them to the Society. Power is hereby delegated to the House of Delegates or the General body to create any other form of membership.

## **ARTICLE V Officers**

The officers of this Corporation shall be the President, the President-elect, the Vice President, the Secretary-Treasurer, the members of the Board of Councilors, one from each medical district as delimited in the Bylaws, the Speaker of the house of Delegates, the Vice Speaker of the House of Delegates, the Immediate Past President of the Society, and the Chairman of the Council on Legislation. These officers, with the exception of the Board of Councilors and the Chairman of the Council on Legislation, shall be elected by the House of Delegates at the annual meeting by a majority vote of the delegates present. The members of the Board of Councilors shall be elected by the procedure set forth in the Bylaws. The President-elect shall succeed to the office of President for a term of one year. The President-elect, the Vice President, the Secretary-Treasurer, the Speaker of the House of Delegates, and the Vice Speaker of the House of Delegates shall be elected for a term of one year, and the Board of Councilors for a term of two years each, the Board of Councilors being divided into two groups so that as nearly as possible one half shall be elected annually. All of the officers shall serve until successors are elected and installed. A member shall not be eligible for nomination to any office who is not in attendance at the annual meeting (except if he has been a faithful attendant at the annual meetings and has a valid excuse), and who has not been an active member of the Society for at least three years prior to his nomination. Vacancies due to death, resignation, or other causes shall be filled for the unexpired term as specified in the Bylaws.

## **ARTICLE VI Board of Governors**

The powers of this Society shall be vested in a Board of Governors, which shall be composed of the President, the President-elect, the Vice President, the Immediate Past President, the Secretary-Treasurer, the Councilors, the Speaker and the Vice Speaker of the House of Delegates, the Chairman of the Council on Legislation, a resident physician member of the Society and a medical student member of the Society. They shall hold and exercise all powers not otherwise delegated. They shall execute the directives and actions of the House of Delegates between meetings of the House. They shall meet at least twice between annual meetings at the call of the President. Special meetings must be called by the President or the Secretary-Treasurer on the written request of four members of the Board of Governors.

## **ARTICLE VII Registered Agent, Registered Office, Principal Offices**

The registered agent of the corporation and the location of the registered office of the corporation shall be designated and may be changed from time to time, in accordance with law, by the House of Delegates or Board of Governors. The House of Delegates by a two-thirds vote shall also determine the location of the principal executive and administrative offices.

**ARTICLE VIII**  
**Life of Corporation - How to Dissolve**

This corporation shall exist in perpetuity, unless dissolved by a two-thirds vote of the membership present and voting, at a meeting specially called for the purpose after thirty days notice. In case of such a vote dissolving this corporation, the said meeting shall, at the same time that such vote is taken, elect three liquidators to settle and wind up its affairs.

**ARTICLE IX**  
**Amendments**

The Society may amend any article of this Charter by a two-thirds vote of the voting members registered at any annual meeting, provided that such amendments shall have been presented at a meeting of the House of Delegates at the previous annual meeting and that it shall have been sent officially to each member, district society, and parish society at least two months before the meeting at which final action is to be taken, and provided that said amendment is recorded and otherwise proceeded with as required by law.

*NOTE: Only the preamble and articles have been printed. The original signatures and notarization have been omitted.*