

Charter of the Orleans Parish Medical Society

Article I- Objectives

It is the continuing aim of the Orleans Parish Medical Society to serve the best interests of the community and the medical profession.

The pursuit of the following objectives is recognized as essential to the accomplishment of this aim:

- To foster the science and art of medicine
- To maintain and elevate the standards of medical care through encouragement and support of those aspects of professional education which will assure competence and proficiency of the physician.
- To guard professional ethics and values
- To identify and pursue the professional needs of its members.
- To disseminate to the community information on health matters and serve as a resource for the community, government, the medical profession elsewhere, health care professionals and related health care entities.
- To seek accessible, quality health services for all citizens.
- To educate, encourage and stimulate members, individually and collectively, to participate as involved citizens in local and national affairs.
- To levy dues and assessments at level adequate to support the objectives of the Society.

Article II - Title and Definition

The name, style and title of this corporation shall be the Orleans Parish Medical Society.

Article III - Domicile

The domicile of this corporation shall be and is hereby fixed and established in the City of New Orleans, State of Louisiana.

Article IV - Officers and Council of Governors

Section 1. Officers. The Officers of this Corporation shall consist of a President, a President-Elect, a Secretary-Treasurer, and the immediate Past President. These officers and five other members at large elected by and from the Council of Governors shall constitute the Board of Directors. The President-Elect shall automatically succeed to the Presidency upon the expiration of the President's term of office, and shall fill a temporary or permanent vacancy in the office of President for any reason whatsoever. The President shall not be eligible to succeed himself in office, unless he attained the office of President by virtue of filling an unexpired term due to a vacancy in that office. In such case, he shall automatically succeed himself in office for the next term. All Officers shall serve a term of two year from first day of January through the last day of December or until their successors are elected and inducted, except as stipulated above in the preceding paragraph concerning the President-Elect. Eligibility to serve as an Officer, or a member of the Council of Governors, or the Board of Directors, shall be designated by the By-Laws.

No officers shall serve in any one office for more than six (6) consecutive years. Such officers shall become eligible again for election to an office after a lapse of service as an Officer of at least one year. Service of any member in filling an unexpired term of an Officer shall not be counted in computing the maximum time such officer may serve as an Officer.

The duties of the President, the President-Elect, and the Secretary-Treasurer, shall be set forth in the By-Laws of this Society. In addition, the President (or in his absence or disability, the President-Elect) shall be Chairman of, and preside overall meetings of the Board of Directors.

In the absence or disability of the President, the President-Elect shall assume and discharge the duties and functions of the President. In the event of the President's death, resignation or removal, the President -Elect shall succeed to the office.

In the event of a vacancy in the Board of Directors, for any reason whatsoever, except for a vacancy in the office of President-Elect, the President, with the approval of the Board of Directors shall appoint an active member of the Council of Governors eligible to hold office to fill the unexpired term. However, the office of President -Elect can be filled only by election by the membership of a member of the Council of Governors eligible for office. In the event of a vacancy in the office of President-Elect for any reason whatsoever, the President and the Board of Directors shall call a special election to fill the unexpired term of this office. The President-Elect shall hold his office until the expiration of the term of office of

the President, at which time he shall be installed as President to serve until the installation of his successor at the following annual installation meeting.

Section 2. Board of Directors. The Officers enumerated in Section 1 above shall emanate from the Council of Governors, shall serve with the five members-at-large, herein known as directors, and together shall constitute the Board of Directors. The Board of Directors shall act in the interim between meetings of the Council of Governors, and their decisions shall be subject to ratification by the Council of Governors, unless otherwise specified in the By-Laws.

Section 3. Council of Governors.

The Council of Governors shall have jurisdiction over the affairs of the Society in accordance with the Charter and By-Laws of the Society, subject to the appeal of the membership as explained hereinafter in Article VII of the Charter. The Council of Governors of this Corporation shall have the responsibility of initiating efforts to accomplish the objectives noted in Article I of this Charter which are recognized as essential to serve the best interests of the community and the medical profession. It shall also serve to monitor the progress of the Society in achieving these objectives as it shall receive quarterly reports from the Board of Directors which outline the accomplishments related to each initiative.

The Council of Governors of this Corporation shall be composed of the Officers, Directors, the Society representative(s) to the Louisiana State Medical Society Board of Councilors and Society members elected to LSMS office, Society standing committee chairs, one faculty representative and one resident representative for resident members in the Society from each of the Institutional Graduate Medical Education programs located in the New Orleans area, one non-voting medical student representative from each of the two medical schools, and physician-entity representatives, including, but not limited to local medical specialty organizations, hospital medical staffs, ethnic organizations, and/or medical practice organizations which are listed in Appendix A. All physician-entity organizations must meet the criteria established in Appendix A to qualify for representation on the Council of Governors. In addition, there shall also be four at-large members of the Council of Governors, nominations for whom nominations will come from the membership and be received by the Nominating Committee. The at-large members shall be entitled to all of the rights and privileges of membership on the Council of Governors. All members of the Council of Governors must be active members of the Society.

Governors shall be limited to three consecutive terms. Except for resident and medical student governors who shall serve one year, the terms of all other governors shall be for two years. Filling an unexpired term will not count toward this term limit.

One-half (or as near as can be) of the Council of Governors shall be elected and installed each year for a two-year term to replace the members whose terms expire that year, except the resident and medical student governors who shall be installed annually. The method by which this shall be accomplished is included in Appendix A.

In the event of a vacancy in the Council of Governors, for any reason whatsoever, this vacancy shall be filled by a vote of the Society members in the physician entity or appointed by the President or Dean of the entity-concerned, or, in the event of a vacancy of an at-large member of the Council of Governors, the vacancy shall be filled by an appointment by the President with the approval of the Board of Directors.

The Secretary - Treasurer of the Society shall also serve as Secretary-Treasurer of the Council of Governors.

Section 4. Membership Meetings. All meetings, including regular or special meetings of the membership of the Society, and all meetings of the Board of Directors and the Council of Governors shall be held annually as designated by the By-Laws, and the quorum for the transaction of business at these meetings shall also be designated by the By-Laws. In addition to the business of the Society transacted at membership meetings, programs on scientific or socioeconomic subjects may be presented.

Officers and Governors shall be installed at a special membership meeting, as designated by the By-Laws, the nature and format of which shall be left to the discretion of the incoming President, with the approval of the other Officers being installed.

Section 5. Delegates to the Louisiana State Medical Society. Delegates to the Louisiana State Medical Society House of Delegates shall be elected upon the Society being notified of the number of delegates allocated. The Officers, Directors, and Governors of this Society shall serve as delegates to the Louisiana State Medical Society, with the selection of additional delegates, if necessary, being made by the President, with the approval of the Board of Directors.

Should a delegate, or his duly appointed alternate, fail to appear within a half -hour after the call to order of the meeting of the House of Delegates, the President, or in his absence the succeeding Officer of the Society, shall have the authority at his discretion to certify a substitute to the Credentials Committee of the Louisiana State Medical Society to serve until relieved of his duty by the Officer who appointed him.

Section 6. Duties, Rights and Powers. The duties, rights and powers of the Officers and members, collectively and individually, as well as the rights, duties, privileges, election and qualification of members, the amount and manner of contributions and assessments which may become necessary to establish, and the rights, duties and powers of the Board of Directors and Council of Governors, and all other matters and things pertaining to the government and welfare of this Corporation, may be established by such By-Laws, and Rules and Regulations as now are or may hereafter be adopted by the membership, which shall be binding on all members of this Corporation.

Article V- Citations or Other Legal Process.

All citations or other legal process shall be served upon the President, and in the event of his absence or inability to act from any cause, the same shall be served upon the President-Elect and in the event of absence or inability of the President and President-Elect to act, the same shall be served upon the Secretary-Treasurer.

Article VI - Existence

The duration of this Corporation shall be in perpetuity, or such maximum period as may be authorized by the laws of Louisiana, unless dissolved sooner according to law.

Article VII- Power and Authority

The Council of Governors of the membership of this Society shall constitute the sovereign body of the organization. It shall possess absolute and exclusive jurisdiction over all matters pertaining to the Society. However, in the interim between regular or special meetings, the affairs of the Society shall be managed and controlled by the Board of Directors, subject to the limitations and conditions established by the Charter, Bylaws and other mandates of the Society.

Any action taken by the Council of Governors can be reversed at the first general or special meeting subsequent to said action by 2/3 majority of the votes cast by the voting members present acting upon a motion to that effect made by one of the voting members present at that meeting, provided this intended action is promulgated to the membership in the call for that meeting. When the decision of the Council of Governors is reversed, any action, except that action which has already been started or taken and which cannot be undone, shall be immediately terminated.

The Board of Directors shall be authorized to disburse Funds from the treasury of the Society up to a limited amount set by the Council of Governors when deemed necessary, notice of such disbursement and the reason therefore being promulgated to the membership via a meeting, and/or the Society's communication subsequent to this action.

This corporation shall have power and authority to contract, sue and be sued in its corporate name; to make and use a corporate seal, the same to break or alter at pleasure; to hold, receive, lease, purchase, sell and convey, as well as mortgage and hypothecate property, real, personal and mixed; to borrow or lend money, issue bonds and notes, accept and receive donations, legacies and bequests; to name and appoint such managers and employees as its interests and conveniences may require, and to make and establish such By-Laws, Rules and Regulations for the proper management and expedition of its affairs, as may be necessary and proper, and alter, amend and change the same as pleasure, with due notice of the General Membership.

Article VIII- Liability for Debts

No member shall ever be held liable or responsible for any debt, contract or fault of the corporation, or of the Board of Directors or Council of Governors, in any further sum than the unpaid balance due the Corporation by such member; nor shall any mere informality in organization have the effect of rendering this Chapter null or of exposing any member to any liability beyond the amount due by said member to this Corporation.

Article IX - Amendments and Dissolution

This Charter may be amended by a three-fourth majority of the votes cast by those voting members present at any meeting, provided the proposed amendments are submitted by mail and/or electronic means to each voting member no later than thirty (30) days previous to the meeting at which the action to be taken, and modifications shall be recorded as required by law.

Should it become necessary or should circumstances compel this corporation to dissolve, its affairs shall be liquidated, its debts and liabilities paid, and the balance of the funds and property, if any, divided pro rata among the members of this corporation, under the charge and superintendence of three commissioners to be appointed by the general meeting called for the purpose of dissolution, who shall continue to act until the affairs shall be entirely closed and liquidated, and in case of death or resignation of any one of them, the survivor or survivors shall fill the vacancy from among the members in good standing of this corporation.

By-Laws Business and Legislation

The Orleans Parish Medical Society, organized April 22, 1878, and incorporated November 28, 1899, has, in conformity with the provisions of its Charter (Article IV), adopted the following By-Laws, Rules and Regulations:

Article I - Membership

Section 1. There shall be six classes of members: Active, Affiliate, Associate, Resident, Medical Student, and Honorary.

A member remains in good standing, unless otherwise disqualified, when dues are paid by March 1st of the current year. If a member's dues are not paid for the current year by March 1, the member shall lose all privileges of membership.

Section 2. Active Members: Eligibility - any reputable physician who resides or maintains a primary office in Orleans Parish and who has a current unrestricted license to practice medicine in Louisiana is eligible for active membership.

Active members are encouraged but no longer required to hold regular membership in the Louisiana State Medical Society.

Privileges - Active Members shall be privileged to attend all meetings and to take part in all proceedings, and shall be eligible to hold any office or honor within the privileges of this Society, as long as they conform to the Charter and these By-Laws.

Active members who have reached the age of sixty-five (65) prior to the first day of any fiscal year, and who have been members for at least the five consecutive years immediately prior to that year, and who are fully retired from practicing medicine, are eligible for exemption from the payment of dues and assessments upon request in writing. These fully exempt members need not be licensed to practice medicine and surgery in Louisiana since they are no longer practicing.

Section 3. Affiliate Members: Eligibility - A regular member of another component society of the Louisiana State Medical Society is eligible to hold affiliate membership.

Privileges - Affiliate members shall be governed by the same rules, and enjoy the same privileges, at membership meetings as Active Members, except that they may not vote, hold office, serve as Governors or chair committees.

Section 4. Associate Members: Eligibility - An associate member:

1. Must be a Doctor of Medicine or a Doctor of Osteopathy; and
2. Must meet one of the following requirements:
 - a. Currently hold an unrestricted license to practice medicine outside of Louisiana and practices in the United States or one of its territories; or
 - b. Be a physician who is fully retired from the practice of medicine residing in Louisiana who must have held an unrestricted medical license to practice medicine in the United States or one of its territories before retiring; or
 - c. A former member of the OPMS, who is now residing in another state; and
3. Need not be licensed to practice medicine in Louisiana.

Privileges - Associate Members shall be governed by the same rules, and enjoy the same privileges, at membership meetings as Active Members, except that they may not vote or hold office in the Society.

Section 5. Resident Members: Eligibility - Any resident physician who resides in Orleans Parish, or serves as a resident in an accredited hospital and/or training program in the New Orleans area shall, during his period of residency, become eligible for membership in this Society. Upon completion of his residency, he may become an Active or Associate Member upon written request, provided he meets the requirements for such membership.

Privileges - Resident Members shall be governed by the same rules and enjoy the same privileges at membership meetings as Active Members.

Section 6. Medical Student Members: Eligibility - Any medical student attending Tulane or Louisiana State University Medical School in New Orleans shall, during his student years, be eligible for membership in this Society. This membership shall automatically be terminated upon his graduation or other separation from either of these medical schools.

Privileges - Medical Student Members shall be governed by the same rules and enjoy the same privileges at membership meetings as Active Members, except that they shall not vote.

Section 7. Honorary Members: Eligibility - Any member in good standing who has rendered, meritorious service to the Society or has contributed notably to the advancement of scientific medicine, and who has retired from active practice or become incapacitated; or any person of distinction or merit, may be elected to Honorary Membership.

Privileges - Honorary Members shall be notified of all membership meetings, and shall enjoy the same privileges at these meetings as Active Members. Honorary Members, who were formerly Active Members of the Society, shall enjoy all the privileges of Active Members, except that they shall not be permitted to hold office. Honorary Members shall be exempt from the payment of dues and assessments.

Section 8. Mode of Election - All applications for Active, Affiliate, Associate, Resident, or Medical Student membership shall be in writing on a form provided by the Society for the purpose, giving full name, address, college and date of graduation, date of state license, and other information as may be deemed necessary. The applicant must agree, that if elected, he will abide by the Charter and By-Laws of the Society. The application must be accompanied by the amount of current dues. In the event the applicant is rejected, he shall not be eligible to apply again for membership for six months; the amount of current dues which accompanied the application will be refunded except for an administrative fee.

A recommendation for membership from the Membership Committee that is approved by the Board of Directors shall be sufficient for official election to membership. A candidate for honorary membership shall be proposed in writing by at least two Active members and the proposal shall be acted upon at the next Council of Governors meeting of the Society. An affirmative vote of three-fourths of the members present and voting shall be necessary for the election.

Section 9: Any change in membership status which would result in reduced dues must be requested by the physician in writing prior to being considered.

Section 10. Forfeiture of Membership - an Active member who changes his residency and office permanently from the New Orleans area automatically forfeits his Active membership.

Section 11. Resignation - Any member in good standing may resign, provided that the resignation is tendered in writing and is in accordance with Article I, Section 13, Paragraph 1(e) of these by -laws. The Board of Directors shall have the privilege of accepting the resignation of a member after January 1st, even if dues are not yet paid by said member.

Section 12. Ethics and Discipline - The ten principles of medical ethics adopted in 1983 by the Louisiana State Medical Society which are interpreted and applied by that Society and the Orleans Parish Medical Society, shall govern the conduct of all members.

Section 13. Professional Peer Review- Any charge of unethical conduct or of a disciplinary nature against a member must be in writing and addressed to the President.

1. Upon receipt by the President of such a charge, the procedure is as follows:

(a) The President shall promptly review the charge. Should the President, in his sole discretion, find the charge to be of a frivolous or of a minor nature, he shall act on same prior to reporting the complaint and the action taken to the Board of Directors.

(b) Should the President, in his sole discretion, decide that the charge is of such a nature to warrant more in-depth study, he shall promptly refer the charge to the Board of Directors.

(c) The Board of Directors may dismiss the charge, or initiate an investigation and handle internally, or decide that the complaint is of such a nature to warrant further action, in which case it shall then appoint a hearing officer or officers pursuant to Paragraph 3 of the Rules and Regulations of the Judiciary Committee to investigate the charge and conduct a hearing and shall be empowered to either dismiss the charge or impose disciplinary action.

(d) All activities of the person or persona appointed to conduct the hearing shall be conducted in strict compliance with the Rules and Regulation of the Judiciary Committee, a copy of which shall be made available to the membership of the Society.

(e) A member who is in good standing wishing to resign from the Society but against whom charges of a disciplinary action are pending, may be allowed to resign upon the conclusion of the pending action or charge.

Rules and Regulations.

1. Notice of Proposed Action. - When the Board of Directors has referred a charge against a member to the Judiciary Committee, the Judiciary Committee shall promptly give notice to that member which notice shall state the following:

(a) That a professional review action has been proposed to be taken against the member and the reasons for the proposed action

(b) That the member has the right to request a hearing on the proposed action and the time limit (which must not be less than 30 days) within which to request such a hearing; and

(c) A summary of the member's rights in the hearing as set forth in Paragraph 3 hereunder.

2. Notice of Hearing, - If a hearing is requested on a timely basis under Paragraph 1 (b), the member involved must be given a notice stating:

(a) The place, time, and date of the hearing, which date shall not be less than 30 days after the date of the member's receipt of the notice; and

(b) A list of the witnesses (if any) expected to testify at the hearing on behalf of the Orleans Parish Medical Society.

3. Conduct of Hearing and Notice. - If a hearing is requested on a timely basis under Paragraph 1 (b) -
- (a) Subject to Subparagraph (b), the hearing shall be held (as determined by the Board of Directors of the Society):
 - (i) before an arbitrator mutually acceptable to the member and the Society
 - (ii) before a hearing officer who is appointed by the Society and who is not in direct economic competition with the physician involved, or
 - (iii) before the Judiciary Committee or a panel of individuals who are appointed by the Board of Directors and are not in direct economic competition with the physician involved;
 - (b) The right to the hearing may be forfeited if the physician fails, without good cause, to appear;
 - (c) In the hearing the member involved has the right -
 - (i) to representation by an attorney or other person of the member's choice,
 - (ii) to have a record made of the proceedings, copies of which may be obtained by the member upon payment of any reasonable charges associated with the preparation thereof,
 - (iii) to call, examine, and cross examine witnesses,
 - (iv) to present evidence determined to be relevant by the hearing officer(s) regardless of its admissibility in a court of law, and
 - (v) to submit a written statement at the close of the hearing; and
 - (d) upon completion of the hearing, the person or committee/panel before whom the hearing is held shall make one of the following findings:
 - (i) to find the member not guilty and to dismiss the charges; or
 - (ii) to find the member guilty and issue a letter of reprimand; or
 - (iii) to find the member guilty and subject to reprimand at a meeting of the Society; or
 - (iv) to find the member guilty and subject to suspension from the Society; or
 - (v) to find the member guilty and subject to expulsion from the Society
 - (e) Upon completion of the hearing, the member involved has the right
 - (i) to receive the written recommendation of the arbitrator, officer, or panel, including a statement of the basis for the recommendations, and
 - (ii) to receive a written decision of the Society, including a statement of the basis for the decision.

Article II - Duties of Officers

Section 1. President - The President (1) shall preside at all meetings of the general membership and enforce the laws of the Society, (2) shall be chairman of and preside over all meetings of the Board of Directors and the Council of Governors, (3) shall appoint all committees not otherwise provided for by these By -Laws, (4) shall fill all vacancies, according to Article IV, Section 1 of the Charter, (5) shall call special meetings, according to Article VIII, Section 4 of Bylaws, (6) shall inspect the records and accounts of the Society and report any inaccuracies and delinquencies in reference thereto, (7) shall pass upon all requisitions on the funds of the treasury, (8) shall be ex-officio member of all committees, (9) shall serve as chairman of the Nominating Committee, (10) shall at the close of his term of office submit a report to this Society, recommending such measures as he may deem necessary, (11) shall be a delegate to the annual meeting of the House of Delegates of the Louisiana State Medical Society, (12) shall if necessary appoint additional delegates to attend the annual meeting of the Louisiana State Medical Society, (13) shall perform all such other duties of this Society as custom and parliamentary procedure may require, and (14) shall upon completion of his term serve one year as a member of the Board of Directors.

Section 2. President-Elect - The President-Elect shall serve as a member of the Board of Directors and as an ex-officio, voting member of all committees. He shall also succeed to the office of President in the event of a temporary or permanent vacancy in that office for any reason whatsoever. In the event of a vacancy in the office of President-Elect, for any reason whatsoever, the vacancy shall be filled at a special election, called by the President and the Board of Directors, in the manner prescribed in Article IV, Section 1 of the Charter.

Section 3. Secretary-Treasurer - The Secretary-Treasurer shall (1) preserve the official copy of the Charter and of these Bylaws, (2) duly record in proper form all amendments made in the Charter and By -Laws; together with the date and manner of adoption of said amendments, (3) notify all members-elect of their election to membership, (4) maintain a record on each member as well as the official list of all members, (5) give a notice of all meetings and of any special duty imposed upon members, (6) keep a record of the proceedings of all meetings, (7) notify all members of any proposed resolutions which would commit the Society to a definite policy, and any proposed amendments to the Charter and these By-laws, (8) perform such other duties as are usually performed by a Secretary, (9) assume the duties of the President in the absence of the President and the President-Elect, and (10) serve as Secretary-Treasurer of the Council of Governors.

The Secretary-Treasurer shall (1) have charge of funds, (2) keep an accurate record of the monies of this Society, (3) make disbursements upon voucher check as outlined in Article VII of these by-laws, (4) be a member of all committees

which have to do with the disbursement of funds, (5) acquire a surety bond, the amount and selection of the company to be determined by the Board of Directors of the Society, and give an accounting of the financial status of the Society to the Council of Governors annually.

Section 4. Indemnification of Directors, Officers, Employees and Agents - The corporation shall indemnify and hold harmless each director, officer, employee or agent now or hereafter serving the corporation from and against any and all claims and liabilities to which he may be or become subject by reason of his now or hereafter being or having heretofore been a director, officer, employee or agent of the corporation and/or by reason of his alleged acts of omissions as such director, officer, employee, or agent whether or not he continues to be such director, officer, employee or agent at the time when any such claim or liability is asserted, and shall reimburse each such director, officer, employee or agent for all legal and other expenses reasonably incurred by him in connection with defending any and all such claims or liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication with the approval of the Board of Directors whether or not he continues to be such director, officer, employee or agent at the time such expenses are incurred; provided, however, that no director, officer, employee or agent shall be indemnified against any claim or liability arising out of his own bad faith or willful misconduct or shall be indemnified against or reimbursed for any expenses incurred in defending any or all such claims or liability or in settling the same unless in the judgment of the directors of the corporation the directors, officer, employee or agent against whom such claim or liability is asserted has not acted in bad faith or committed willful misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which any director, officer, employee or agent may be entitled as a matter of law.

Article III - Board of Directors

The Board of Directors shall perform such duties as are prescribed in Article IV, Section 2 of the Charter and should meet monthly but shall meet more often at the call of the President or at the request of any three (3) members of the Board of Directors to conduct and carry out said duties. It shall receive and act upon reports and recommendations of all committees.

A majority of the Board of Directors shall constitute a quorum for the transaction of its business.

Members of the Board of Directors missing three consecutive monthly meetings without cause or prior excuse, may be removed from his or her position as determined by the Board of Directors. The Nominating Committee shall fill the vacancy if that of an officer in accordance with the nominating procedure set forth in Article X of these by-laws, or in the case of a director, the President will fill the vacancy by appointment of a qualified member of the Council of Governors.

Article IV - Council of Governors

Section 1. Meetings - The Council of Governors shall meet annually or as called, or more often on the call of the President, or upon a written petition filed with the President and signed by ten (10) or more Governors.

In addition the Council of Governors shall hold its organizational meeting each year soon after the beginning of the calendar year.

Section 2. Quorum - One third of the Council of Governors, present or by teleconference, shall constitute a quorum for the transaction of its business.

Section 3. Attendance - Any governor missing three consecutive quarterly meetings without cause or prior excuse, of the Council of Governors may be removed from his or her position as determined by the Council of Governors. The Nominating Committee shall fill the vacancy in accordance with the nominating procedure set forth in Article X of these by-laws.

Section 4. Election/ Appointment - Each member of the Council of Governors shall be designated by a vote of the active physician members of the entity holding membership in the Society as set for in these bylaws. If an election does not occur by December 15th, the president of the physician entity may appoint a representative to the Council of Governors. In choosing candidates for the Council of Governors each physician entity and the Nominating Committee should, whenever possible, vary its selections taking into consideration future leadership potential, age, gender, ethnic background and medical specialties.

If a vacancy occurs resulting in an unexpired term for a physician entity represented on the Council of Governors, the president of the physician entity may appoint a representative to complete the unexpired term, if an election cannot be held within thirty days of notification of the vacancy.

Article V - Committees

Section 1. Standing Committees and Ad Hoc Committees

Emergency Medical Services and Public Health
Finance

Governmental Affairs (to be Ad Hoc)
Judiciary (to be Ad Hoc)
Medical Practice (to be Ad Hoc)
Membership
Nominating
Technology (to be Ad Hoc)

Emergency Medical Services - This Committee shall consist of at least three members. It shall perform administrative duties or donated services with the Orleans Parish emergency services system, including, without limitation, advice, instructions, or other duties regarding policy, protocol, administration, and efficiency of the emergency medical services system as allowed by Louisiana state laws and ordinances of the City of New Orleans.

The committee shall work with the appropriate City and State authorities in establishing plans to provide medical aid in the event of man-made or natural disasters. This Committee shall consist of at least three members. It shall consider all matters pertaining to health in the community, and shall also cooperate with the New Orleans Health Department in all matters pertaining to public health within the jurisdiction of this Society. It shall be available for consultation in pertinent matters with the city, State and Federal Health Services.

Finance - This Committee shall consist of the Secretary-Treasurer as Chairman, the President and one other Director of the Society appointed by the President of the Society. It shall prepare the budget annually and may invest funds of the Society in accordance with Article VII, paragraph 4 of the Charter.

Governmental Affairs - This Committee shall consist of at least three members. Its function shall encompass all matters that pertain to public policy and enactment of legislation concerning public welfare and health. It shall investigate the enactment, repeal or modification of state laws and city ordinances relating to medical interests and make proper commendations. It shall cooperate with the Council on Legislation and the Department of Governmental Affairs of the Louisiana State Medical Society, and all other appropriate medical organizations in all matters of state and federal legislation affecting the welfare of the profession throughout the state.

Judiciary - This Committee shall consist of at least three members. At the request of either the President or the Board of Directors, it shall assist in the investigation of charges against members relative to ethics and discipline in accordance with Article I, Section 13, of these by-laws, including the promulgating of such rules and regulations as are consistent with that section. It may also investigate general professional conditions and matters pertaining to the relations of physicians to one another and the public.

Medical Practice - This committee shall consist of at least three members. The committee's primary purposes include: 1) to advise and consult with individual members about practice issues, and/or inform physician members of outside professional resources; 2) to represent physician members' interests to third-party entities; and 3) to evaluate existing and recommend new medical practice services and programs.

Membership - This Committee shall consist of at least three members. It shall review all applications and investigate the professional, moral and ethical qualifications of all applicants for membership. The Committee shall report its findings to the Board of Directors with recommendations to elect, defer or reject an applicant. This committee shall also be responsible for providing input regarding programs, services, or other membership related activities and coordinating their efforts with other committees of the Society for the benefit of membership recruitment and retention. Any member of the Society may request an appearance before this Committee in the interest of or against the eligibility of any applicant.

Nominating - This Committee shall consist of the President, who shall serve as Chairman, the President -Elect, the immediate Past President and four (4) members of the Council of Governors selected by the Council of Governors. The Committee shall receive suggested names of active members who are eligible for elective office, if submitted, to be considered as candidates for elective office of the Society. The Committee shall receive suggested names of active members who are eligible for at-large members of the Council of Governors, if submitted, to be considered as candidates for at-large positions on the Council of Governors. The Committee shall perform its function as stipulated in Article X, Section I of these By-Laws.

Technology - This Committee shall consist of at least three members selected from the various fields of medicine with special interest and/or expertise in the applications of technology in the medical practice and patient care arenas. It shall evaluate the uses of technology in the medical practice and patient care arena and make recommendations regarding the Society's role in development of educational programs and/or provision of services to the entire membership which would facilitate their understanding and use of technology in their practices and for personal use. It shall be available for consultation to the membership on related matters.

Section 2 Quorum - Attendance by one-third of the committee members shall constitute a quorum.

Article VI - Dues

Section 1. Annual dues for all categories of membership shall be prescribed by the Council of Governors on recommendation of the Finance Committee. A two-thirds majority of the votes cast by those present shall be required to approve an increase in membership dues or assessments. After June 30th and before October 1st, newly installed members and reinstated members who had resigned in good standing shall pay one-half the annual dues; after September 30th they shall pay one-quarter of the annual dues for that fiscal year.

Section 2. Dues are due on January 1st. Members who have not paid membership dues shall be considered delinquent after March 1 and dropped from the membership rolls if not paid by that date. Any member dropped for nonpayment of dues may be reinstated to membership by remitting the entire annual dues for the fiscal year of reinstatement, regardless of the month of reinstatement, plus a reinstatement fee of twenty-five (25) percent of those dues. If a physician does not reinstate his membership by the end of the fiscal year, a new application shall be completed before reinstatement can take place, and dues must be paid in accordance with Section 1 of Article VI.

Article VII - Disbursements

Funds for necessary expenses and appropriations authorized by the Board of Directors shall be disbursed by the Treasurer on voucher check signed by the Treasurer, and/or the President, and/or the Executive Director. Expenditures exceeding a limit to be prescribed by the Board of Directors shall be countersigned by at least two of those designated in this Article.

Article VIII - Meetings, Quorum and Fiscal Year

Section 1. Unless otherwise ordered by the President with the approval of the Board of Directors, all meetings of the Board of Directors shall be held once a month as scheduled.

Section 2. The President, with the approval of the Board of Directors, shall order the dates of the membership meetings.

Section 3. Officers shall be installed at a special membership meeting held near the beginning of the calendar year, the nature and format of which shall be left to the discretion of the incoming President, with the approval of the other officers being installed.

Section 4. Special meetings of the membership may be called by the President. The President may call a special meeting of the membership when directed to do so by the Council of Governors, or by petition of ten (10) active members of the Society. Written or electronic notice of the calling of all special meetings, stating the object of such meetings, must be electronically disseminated and/or mailed to each active member of the Society at least ten (10) days prior to such meetings, weekends and other holidays excluded. Action cannot be taken at a special meeting on any matter unless the subject thereof is included in the notice for that meeting.

Section 5. *The participation of Twenty (20) or more voting members present at any membership meeting shall constitute a quorum for the transaction of business.*

Section 6. The fiscal year of this Society shall be the 12 months beginning with January 1st of each year.

Section 7. A person participating at any meeting of the Corporation may be considered "present" if they participate by electronic means. Such electronic means may include participation by telephone, video, or such other means where the person can be clearly identified and communication is understood.

Section 8. Persons may participate in meetings by providing a written proxy to another person eligible to participate in such meeting. Such written proxy must be dated prior to the meeting, clearly identify the person authorized to vote, identify any restrictions, and be signed by the person authorizing such proxy. Proxies are only valid for the meeting in which they are provided.

Article IX - Parliamentary Authority

On all matter not covered by these By-Laws, Sturgis Standard Code of Parliamentary Procedure, most recent edition shall govern.

Article X - Nominations

Section 1. Entity - based Governors. Candidates for governors shall be nominated by committees of the physician or physician-in-training entities listed in Appendix A. These entity -based nominating committees shall be comprised of at least three (3) active members of the Society. No member of these nominating committees shall be eligible for nomination by that committee as a candidate for the Council of Governors. There shall be at least one more nominee than the governor positions available to the entity. The entity-based Nominating Committee shall coordinate an election, either by mail and/or electronic means or at a meeting of the entity, with only active members of the Society to vote on the candidates after receiving the consent of the members to have their names placed on the ballot. The name of the

member elected to serve as a representative of the physician or physician-in-training entity will be communicated to the Nominating Committee of the Society no later than December 15 of each year in order to be installed according to these bylaws. If the entity fails to elect its representative to the Council of Governors by December 15, or if the President or Dean of the physician or physician-in-training entity does not appoint a representative by December 15, the entity will forfeit its representation on the Council of Governors until the following year.

Section 2. At-Large Members of the Council of Governors. The Nominating Committee shall receive suggested names of active members eligible to serve as a governor, as stipulated in Section 5 of this Article. On September 1 of each year, the Nominating Committee will inform the membership of the Society of the availability of the number of open at-large seats on the Council of Governors and receive nominations for the at-large positions through September 30 at which time the nominations will be closed. Any individual active member may nominate himself/herself, or may be nominated by another active member as long as the nominee agrees to be included on the ballot and serve if elected.

Section 3. Officers. Candidates for all offices of the Society (except the President) shall be nominated annually by the Nominating Committee from present or former members of the Council of Governors eligible for elective office. This Committee shall receive suggested names of active members who are eligible for elective office, if submitted, to be considered as candidates for elective officers of the Society.

Section 4. Duties. The Nominating Committee shall conclude its deliberation for elected office no later than September 1st, and make known to the Secretary-Treasurer of the Society its nominations. Each nominee shall be immediately notified of his nomination in writing by the Secretary-Treasurer of the Society. Those who decline nomination shall do so in writing to the President within five (5) days after notification, excluding weekends and other holidays. Immediately following that date, the Secretary-Treasurer shall mail and/or use electronic means to disseminate to each voting member of the Society a list of the names of all nominees, and the office for which each has been nominated. Said communication shall also contain information that nominations shall remain open for the next fifteen (15) working days, excluding weekends and other holidays. During the first week of October, the Nominating Committee shall make its final report to the membership in writing.

Any voting member may submit the nomination of any active member in good standing who is eligible for any elective office, which nomination shall be valid when endorsed by at least two (2) voting members of the Society. Such nomination must be filed in writing together with all endorsements with the President of the Society within the prescribed fifteen (15) days mentioned in the previous paragraph.

Section 5. In the event that all nominees for any office decline to serve, or if after all declinations have been received the number of nominations of Officers is less than the number of vacancies, nominations for such vacancies may be made from the floor of any present or former member of the Council of Governors eligible for elective office at the next business meeting.

Section 6. No person shall be eligible to serve as an officer of this Society unless he has been an active member in good standing. Immediately prior to his nomination or election for said office.

Section 7. No member of the Nominating committee shall be eligible for nomination by that committee as a candidate for an elective office. However, members of that committee are eligible for such nomination upon written nominations and endorsements, as hereinbefore provided and in accordance with Section 3 of this Article.

Article XI - Elections

Section 1. Results of the election shall be announced at a general membership meeting or in the Society's publication. Other necessary elections shall also be held at this meeting.

Section 2. Except as provided in Section 5 of this Article, elections shall be by mail and/or electronic ballot.

Section 3. Officers and Governors-at-Large. The Secretary-Treasurer shall provide each Active member of the Society with a ballot listing the nominees for elective office in the Society and Governors -at-large. Votes may be cast through October 31. Candidates receiving the most votes for the number of open governor-at-large positions will be declared elected. The following work day, the Nominating Committee shall make its final report to the membership.

Section 4. If there are three (3) or more nominees for elective office and not one of them receives a majority vote, the Nominating Committee may hold the runoff election between the two nominees receiving the highest number of votes either by mail and/or electronic ballot or by secret ballot at the next general membership meeting.

Section 5. In the event there is only one nominee for each elective office, Section 2 of this Article shall not apply and the Secretary-Treasurer shall cast the ballot for the Society at the next business meeting.

Section 6. Secret balloting on nominations made from the floor in accordance with Section 2 of Article X shall take place immediately after nominations have been closed.

The President shall appoint an Active member of the Society, who is in good standing, to serve as a neutral commissioner. Together they shall supervise the election, appoint tellers as necessary and count the ballots, assisted by the Executive Director and the office staff if necessary.

The Secretary - Treasurer shall provide a register of all voting members.

Proper provisions for absentee voting by secret ballot shall be made by the commissioners for voting members who declare in writing that they expect to be out of the city during the election period.

Article XII - Delegates, State Society

Selection of delegates to the Louisiana State Medical Society is provided for in Article IV, Section 5 of the Charter of this Society.

These delegates may receive suggestions from members of the Society, individually or collectively, but shall not be bound by mandatory instructions from any member, officer, committee or board, or council of the Society.

Article XIII - Voting on Questions of Policy

Any proposed resolution which would commit the Society to a definite policy shall be decided by a majority of the votes cast by the Council of Governors at a meeting of the Council of Governors, and also subject to the provisions of the first two paragraphs of Article VII of the Charter.

Article XIV - Amendments and Suspension

Section 1. These By-Laws may be amended by a two-thirds majority of the votes cast by those voting members present at any meeting, provided the proposed amendments are submitted by mail and/or electronic means to each voting member no later than thirty (30) days prior to the meeting at which the action is to be taken.

Section 2. These By-Laws may be suspended by the unanimous consent of those present and voting at any membership meeting with the exception of Section 1 of this Article.

**Orleans Parish Medical Society
Charter & By-Laws
Appendix A
Composition of the Council of Governors**

Council of Governors Composition: As outlined in Article IV, Section 3 of the Charter of Orleans Parish Medical Society, the Council of Governors of this Corporation shall be composed of three types of governors who shall represent Society members: 1) Designated Governors who are governors by virtue of a position held in the Society or in the Louisiana State Medical Society; 2) At-Large governors who are elected as representatives of the Society membership as a whole; and 3) Entity-Based Governors of two types: a) Institutional Graduate Medical Education Program Faculty and Physician-in-Training Governors who are dually-elected or appointed representatives of the faculty and/or residents or medical students in each of the local training programs and/or medical schools; and b) Other Physician Entity Governors who represent by election or appointment particular segments of the local physician community, including medical specialties, ethnic organizations, hospital medical staffs and/or medical practice type organizations, such as group practices or physicians in public health administration.

The following outlines specifically the above categories.

Designated Governors:

- Officers (President, President-Elect, Secretary-Treasurer, and Past President),
- Directors (5),
- Society representative to the LSMS Board of Councilors (1),
- Society members elected to LSMS office,
- Society standing committee chairs 4

At-Large Governors:

- Four at-large members, (4) and

Entity-Based Governors:

- a) Each Graduate Medical Education Program in New Orleans will be represented by its Dean or Dean's designee,

Qualification of Designated Governors: Any Society member holding an elected position in the Society or LSMS is automatically a member of the Council of Governors.

Qualification of At-Large Governors: Shall be elected by the membership in accordance with the nominations and elections processes outlined in these bylaws.

Qualification of Physician or Physician-in-Training Based Entities:

a) Institutional Graduate Medical Education Program Faculty and Physician-in-Training Governors:

1) *Faculty Representatives:* Any Society member who is elected by the faculty at LSUHSC, Tulane University School of Medicine and/or Ochsner Clinic Foundation or appointed by the Dean is a member of the Council of Governors. This appointment shall be for a two-year term.

2) *Resident Representatives:* Any Society member who is elected by an official organization of residents at LSUHSC, Tulane University School of Medicine and/or Ochsner Clinic Foundation or who holds an elected position in these organizations may be appointed to serve as members of the Council of Governors. This appointment shall be for a one-year term.

3) *Medical Student Representatives:* Any Society member who is elected by the AMA-MSS Chapter organization of medical students at LSUHSC or Tulane University School of Medicine or who holds an elected position in this organization may be appointed to serve as members of the Council of Governors. This appointment shall be for a one-year term.

b) Qualification and Application of Physician Entity Organizations for Representation on the Council of Governors

Qualification of the Entity - Any physician entity which exists to support physicians' and the community's interest which are in concert with and not opposite to those objectives of the Orleans Parish Medical Society may be represented on the Council of Governors.

2) The entity must have an organized presence in the Greater New Orleans area and be approved by the Board of Directors.

Application Process - Upon the Society's learning of a physician entity or upon contact to the Society by an entity requesting representation on the Council, the Society shall do the following:

1) Provide a listing of the membership of the Society to the entity for their determination of whether it meets the criteria noted above.

2) If the entity demonstrates that it meets the above criterion, the Society shall ask the entity to complete an application for representation on the Council of Governors which shall be reviewed and approved by the Board of Directors. This application may include, but not be limited to, organizational documents such as bylaws, articles of incorporation and/or a membership roster. Once approved by the Board of Directors, the entity will be notified and requested to elect or appoint a representative who must be an active member of the Society.

Election/Appointment of Physician Entity Representatives- The process for election/appointment of the representatives from the physician entities is addressed in Article IV, Section 4 of the Bylaws and must be completed by December 15th. If a new physician entity completes an application for representation after January 1st of any calendar year, its application can be reviewed by the Board of Directors and, if approved, its representative may be seated during the calendar year and does not have to be delayed until the following year.

Election Calendar:

Odd Years:

Physician Entity Representatives: Hospital Medical Staffs (potentially 36)

Institutional Graduate Medical Education Program Faculty, Resident, and Medical Student Governors (8)

At-Large Governors (2)

Even Years:

Physician Entity Representatives: Specialty medical organizations, ethnic physician organizations and medical practice organizations (Potentially 40)

Resident and Medical Student Governors (5)

At-Large Governors (2)