

Orleans Parish Medical Society

Charter & By-Laws

Revised January 9, 2015

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 nonvoting 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.