

**Articles of Incorporation  
of the  
Medical Association of Southeast Louisiana  
A Non-Stock Corporation**

**Article I - Name of Corporation**

The name of this Corporation is the Medical Association of Southeast Louisiana.

**Article II – Corporation Domicile**

The street address of the Corporation’s initial registered office is:

Medical Association of Southeast Louisiana

4937 Hearst Street, Suite 2B

Metairie, LA 70001

**Article III – Registered Agent**

The name and street address of the Corporation’s initial registered agent is:

Jodi Schwing

Medical Association of Southeast Louisiana

4937 Hearst Street, Suite 2B

Metairie, LA 70001

**Article IV - Purpose of the Corporation**

The Corporation is formed for the purpose of bringing together physicians to promote the science and art of medicine, and to foster the common interests of its members and the public.

**Article V - No Profit or Private Inurement**

The Corporation is not organized for profit or organized to engage in an activity ordinarily carried on for profit. The Corporation shall not afford pecuniary gain, incidentally or otherwise, to its members, trustees, officers, or other private persons, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director, officer, or other private person.

**Article VI - Non-Stock Corporation**

The Association is a non-stock Corporation.

**Article VII – Founding Societies**

The Corporation was founded by the Jefferson Parish Medical Society and Orleans Parish Medical Society which devoted various resources to ensure the Corporation’s successful initial implementation.

**Article VIII– Members**

The Corporation shall have members which are comprised of classes established pursuant to the Bylaws of the Corporation and hold such rights and preferences for such period of time as authorized by the Bylaws of the Corporation. Members shall fulfill eligibility requirements pursuant to the Bylaws of this Corporation. Members of the Corporation, are not, as such, personally liable for the acts, debts, liabilities, or obligations of the Corporation.

## **Article IX – Board of Directors**

Management of the affairs of the Corporation shall be vested in its Board of Directors which shall be comprised according to the Bylaws of the Corporation. The Directors of the Corporation shall serve until their respective successors shall be elected and qualified, or until the death, resignation, removal or disqualification of the directors. A written action by the Board of Directors taken without a meeting shall be taken as provided in the Bylaws of the Corporation.

## **Article X –Medical Societies**

Members of affiliated medical societies shall be members of the Corporation. Medical society affiliation will be defined according to the Bylaws.

## **Article XI - Duration of the Corporation**

The duration of this Corporation shall be perpetual.

## **Article XII – Dissolution of the Corporation**

If the Board of Directors of the Corporation determines that the organization is unable to continue serving the mission for which it was created, dissolution of the Corporation can be initiated by a 3/4 vote of the Board and confirmed by 3/4 vote of the voting membership at a meeting called for that purpose provided that a quorum has been achieved.

A person participating at any meeting of the Association may be considered “present” if they participate in person or by electronic means. Such electronic means include participating by telephone, video or such other means where the person can be clearly identified, and communication is understood. Voting members may cast their ballot by voice, show of hands, paper ballot, mail or by secure and verifiable electronic means.

Upon the dissolution of the Corporation, any remaining assets shall be distributed to one or more exempt purposes within the meaning of section 501(c)(3) or 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the parish in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Article XIII – Corporation Incorporators**

The name and address of each incorporator is:

Jonathan Boraski, MD, 16 Melrose Drive, Marrero, LA 70072

Tanya Busenlener, MD, 34 Finch St. New Orleans LA 70124

William Daly, MD, 5501 Cherlyn Drive, New Orleans, LA 70124

Eric Ehrensing, MD, 404 Rosa Drive, New Orleans, LA 70005

George S. Ellis, Jr., MD, 215 Fairway Dr New Orleans LA 70124

Juan Gershanik, MD, 1303 Henry Clay Avenue, New Orleans, LA 70118

Robert Maupin, MD, 2472 Jay Street, New Orleans, LA 70122

Harold Miller, MD, 4 Walnut Place Covington, LA 70433

Gabriella Pridjian, MD, MBA, 370 Broadway St., New Orleans, LA 70118

Mark Rice, MD, FACEP, FAAEM, 409 E. Honors Pt Ct, Slidell, LA 70458

## Article XIV - Corporation Initial Directors

The names and street addresses of the Corporation's initial directors are:

Jonathan Boraski, MD, 16 Melrose Drive, Marrero, LA 70072

Tanya Busenlener, MD, 34 Finch St. New Orleans LA 70124

William Daly, MD, 5501 Cherlyn Drive, New Orleans, LA 70124

Eric Ehrensing, MD, 404 Rosa Drive, New Orleans, LA 70005

George S. Ellis, Jr., MD, 215 Fairway Dr New Orleans LA 70124

Juan Gershanik, MD, 1303 Henry Clay Avenue, New Orleans, LA 70118

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Mark Rice, MD, FACEP, FAAEM, 409 E. Honors Pt Ct, Slidell, LA 70458

*Adopted October 26, 2020*

# CONSTITUTION & BYLAWS

## Medical Association of Southeast Louisiana, Inc.

### CONSTITUTION

#### ARTICLE I - NAME AND TITLE OF ORGANIZATION

The name and title of this organization shall be the Medical Association of Southeast Louisiana, Inc., known as Association. It is a non-profit organization.

#### ARTICLE II - PURPOSE OF THE ASSOCIATION

**Section A.** The purpose of this Association shall be to bring together physicians to promote the science and art of medicine and the professional interests of its members, to promote medical education, to advance the practice of medicine and professional freedom, to advocate for just laws and policies relating to the practice of medicine and health care, to foster collegiality among physicians, and to serve as a resource for its members, their patients and the community at large.

**Section B.** Working with affiliated medical societies, medical schools, physician organizations, individual physicians, and other organizations, this Association shall collectively advocate for access to quality health services, common public health concerns, and for prevention and treatment of disease.

#### ARTICLE III - MEMBERSHIP

Physicians (Doctors of Medicine or Osteopathy) and medical students of good moral and professional standing are eligible for membership, as specified in the Bylaws.

#### ARTICLE IV- BYLAWS

Bylaws consistent with this constitution may be adopted by a favorable concurrence of two-thirds (2/3) of the votes cast at a meeting of the membership provided that a quorum is present in person or by electronic means and/or voting is conducted by secure and verifiable means, including electronic.

#### ARTICLE V - PARLIAMENTARY AUTHORITY

The deliberations of this Association shall be governed by parliamentary usage as contained in the Standard Code of Parliamentary Procedure in all cases to which they are applicable. This Constitution and its Bylaws, adopted by the Association shall supersede the Standard Code of Parliamentary Procedure.

#### ARTICLE VI - PRINCIPLES OF PROFESSIONAL ETHICS

This association and its members shall be guided by professionally accepted standards of personal and business behavior, values and ethics.

#### ARTICLE VII – AMENDMENTS

The Association may amend any article of this constitution by a two-thirds (2/3) vote of the voting members present and voting at any regular meeting provided a quorum is present as defined in the Bylaws of the association, and provided that such amendments shall have been sent by mail or electronic written communications to each member no less than twenty-one (21) days in advance.

A person participating at any meeting of the Association may be considered “present” if they participate in person or by electronic means. Such electronic means include participating by telephone, video or such other means where the person can be clearly identified, and communication is understood. Voting members may cast their ballot by voice, show of hands, paper ballot, mail or by secure and verifiable electronic means.

The process of developing, discussing, and voting of Amendments to the Constitution will be the same as those defined for amending the Bylaws (Chapter XIII Amendments of the Bylaws).

## **BYLAWS OF THE ASSOCIATION**

### **CHAPTER I - ASSOCIATION DUTIES**

This Association shall bring together physicians to promote the science and art of medicine and the professional interests of its members.

- Section I. This Association shall bring together physicians to serve and advocate for the common needs of physician members, their patients, and the community;
- Section II. This Association shall strive to promote and protect the profession of Medicine, physician autonomy, ethical standards and quality patient care through education and advocacy;
- Section III. This Association shall support and promote the importance of quality, comprehensive medical education and advocate for appropriate funding to ensure the adequate supply of physicians;
- Section IV. This Association shall advocate for just laws and regulations relating to advancement of the practice of medicine, shall advocate for access to quality, equitable, cost-effective health care, and shall promote the general health and well-being of the community by supporting public health initiatives and disease prevention through education, research and innovation;
- Section V. This Association shall foster collegiality among physicians and strive to enhance the personal and professional satisfaction and well-being of physicians; and
- Section VI. This Association shall serve as a resource for its member physicians, their patients, the public and the media.

### **CHAPTER II – REGION**

This organization will represent and serve physician (M.D.s and D.O.s) members in the Southeast Louisiana area.

### **CHAPTER III – MEMBERSHIP MEETINGS**

#### **Section I. Regular, Annual & Special Meetings**

Regular meetings shall be held at such time and place as may be determined by the Board of Directors of the Association with at least one meeting of the Association considered as the annual meeting. The President(s) may call a special meeting, and must call one on the request of fifteen (15) Active members. The call for regular, annual or special meetings of the Association shall state the objective of such meeting, and if a special meeting, no business except that stated in the call shall be transacted. A quorum, as stated in these Bylaws, shall be required for transaction of business.

#### **Section II. Installation of Officers**

The Installation of Officers shall take place at a special meeting or event called for that purpose.

### **Section III. Notice & Communications Mechanism**

Notice shall be given at least 21 days in advance of any regular or annual meeting or installation of officers, and 14 days in advance for any special meeting, and shall be sent to members by direct mail and/or electronic written communications and shall be posted on the organization's website.

### **Section IV. Quorum**

Fifteen (15) voting members of the Association shall constitute a quorum for the transaction of business. Any new business must be submitted in writing to the presiding officer prior to the meeting.

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

Voting members may cast their ballot by voice, show of hands, paper ballot, mail or by secure and verifiable electronic means.

### **Section V. Proxy Voting**

There shall be no proxy voting allowed in this association.

## **CHAPTER IV - FOUNDING SOCIETIES**

### **Section I. Definition of a Medical Society**

A medical society is a physician organization which is incorporated in Louisiana and is registered with the Louisiana Secretary of State's Office as a non-profit corporation to legally conduct business in the state.

### **Section II. Definition of a Founding Society**

A founding medical society is a founding organization of the Association which devoted various resources as needed to ensure the Association's successful initial implementation.

A Founding Society is considered an Affiliated Medical Society without the need for the Board of Directors of the Association to accept it as such but will follow the other requirements of the Affiliation Process to Affiliate and is subject to the Process to End Affiliation (Chapter V Section III).

## **CHAPTER V – AFFILIATED MEDICAL SOCIETIES**

### **Section I. Definition of an Affiliated Medical Society**

Medical societies/associations registered with and in good standing with the Secretary of State are eligible to affiliate with the Association.

### **Section II. Affiliation Process**

To affiliate with the Association, a non-founding medical society shall indicate its desire to affiliate with the Association. This request shall be in writing, shall indicate the will of both the members of the society wishing to affiliate and its governing body, and shall be signed by authorized members of its governing body. The Board of Directors of the Association may accept the request by majority vote.

A medical society shall adopt its own bylaws and other rules. An affiliated medical society or association must agree in writing to abide by the bylaws, policies and rules of the Association, including those pertaining to membership and dues collection to support the Association, and must agree to affiliate for a term of at least two years.

Membership in affiliated medical society/association is not required for a physician to join or be a member of Association.

### **Section III. Process to End Affiliation**

For a medical society to end its affiliation with the Association, a medical society shall indicate its desire to end its affiliation with the Association. This request shall be in writing, shall indicate the will of both the society and the governing body wishing to end its affiliation, and shall be signed by authorized members of its governing body. The termination request must be received by the Association at least 90 days before the end of the fiscal year. The Board of the Association must accept a properly executed request to end affiliation. The termination date of the affiliation will be at the end of the fiscal year in which the request is received by the Association.

## **CHAPTER VI – MEMBERSHIP**

### **Section I. Membership Classifications**

The membership classifications of this association are; Active, Associate, Emeritus, Medical Student, and Resident/Fellow.

Members shall be:

- a. a member of an affiliated medical society within the region as defined in these bylaws;
- b. a physician who is not a member of an affiliated medical society or lives and/or practices outside the region (Direct Member).

### **Section II. Active Members**

An Active member shall be a Doctor of Medicine or Doctor of Osteopathy living in, legally practicing in, or licensed to practice medicine in the State of Louisiana and includes all members not required to hold another type of membership in the Association.

Active members, shall have the privilege of participation in all proceedings of this Association, and they shall be eligible to hold any office, or to receive any honor of the Association, so long as they have complied with the Constitution and Bylaws, and provided they are free from all indebtedness to this Association.

### **Section III. Associate Members**

An Associate member shall be a doctor of medicine or osteopathy, otherwise eligible for active membership, who elects not to hold active status and is engaged in the practice of medicine less than 1,000 hours per year either in private practice, public health, administration, teaching, or any activity where their knowledge of medicine earns them an income, or is a commissioned medical officer of the Armed Forces, Public Health Service or Veterans Administration in the state of Louisiana.

Associate members shall have the privilege of participation in all proceedings of this Association, except as specified below so long as they have complied with the Constitution and Bylaws and provided they are free from all indebtedness to this Association.

Associate members can serve and vote on committees and the Board of Directors, boards, and make motions and vote at membership meetings, however they shall not hold elected office in the Association.

Doctors of Medicine or Osteopathy holding Associate membership may apply for Active membership at any time and pay active member dues and assessments.

### **Section IV. Emeritus Members**

Existing members of affiliated medical societies who meet the criteria below will automatically become Emeritus members of the Association.

Subsequent Emeritus members shall be or have been an Active member of either the affiliated medical society and/or the Association for five total years who is retired from practice and reached the age of 65. Active member who do not meet these criteria who are retired from practice of medicine may be extended Emeritus membership by the Board.

Emeritus members must request a change of status in writing to the Association. The Board of Directors shall consider a request for Emeritus status and notify the member of their decision.

Emeritus members can serve and vote on committees and the Board of Directors, and make motions and vote at membership meetings, however they shall not hold elective office in the Association.

Emeritus members shall have the rights accruing to Associate members so long as they have complied with the Constitution and Bylaws and provided they are free from all indebtedness to this Association. They shall be exempt from paying dues and assessments. The Executive Committee may establish policies associated with payment of fees to attend meetings and/or to receive services provided Emeritus Members.

#### **Section V. Medical Student Members**

A medical student member shall be a student of medicine located in Louisiana enrolled in an accredited medical school.

Medical student members can serve and vote on committees and the Board of Directors and make motions at Membership Meetings (Chapter III), however they shall not vote at Membership Meetings of the Association, nor be a member of the Executive Committee of the Board.

Medical student members shall have the rights accruing to Associate members so long as they have complied with the Constitution and Bylaws and provided they are free from all indebtedness to this Association. They shall pay such dues and assessments and fees as may be imposed by the Board of Directors.

#### **Section VI. Resident/Fellow Members**

A Resident/Fellow member shall be a Doctor of Medicine or Osteopathy in a residency or fellowship position in Louisiana.

Resident/Fellow Members can serve and vote on ad hoc committees and the Board of Directors, and make motions at Membership Meetings (Chapter III), however they shall not vote at Membership Meetings of the Association, nor be a member of the Executive Committee of the Board. Resident/Fellow members shall have the same rights as Associate members so long as they have complied with the Constitution and Bylaws and provided they are free from all indebtedness to this Association. They shall pay such dues and assessments as may be imposed by the Board of Directors.

Resident/Fellows members who chose to pay full dues shall become Active members of the Association.

Upon notification to the Association of completion of training, resident members shall be converted to an appropriate membership category with the payment of dues.

#### **Section VII. Individual Members Admitted through Group Membership**

The Board of Directors may consider extending group membership status to organizations composed of employed and/or contracted physicians who meet the qualifications of the membership categories noted in Chapter VI Sections I-VI stated above. The Board of Directors may determine appropriate services to be offered and dues to be established for group members. In addition, the Board of Directors may establish policies regarding representation of group members on the Board of Directors. Individual members admitted through Group Membership will have the rights and privileges of the membership category for which they qualify.

#### **Section VIII. Election of Membership**



A candidate for membership shall make application in writing in a form prescribed by the Association. The Association staff shall review applications based on the policies set forth in these bylaws and by the Board and acknowledge to the candidate their acceptance into the Association.

### **Section IX. Loss of Membership Privileges**

Any member whose license has been revoked by the Louisiana State Board of Medical Examiners and/or who has voluntarily resigned his or her membership in the Association and/or who is suspended or terminated for nonpayment of his or her annual membership dues will lose membership privileges.

#### **Definition of Suspended Member**

A suspended member is one who has not paid his or her annual dues by the due date in any given fiscal year as defined in these bylaws. The suspended member may pay his or her dues during the same fiscal year and be reinstated as a current member without reapplication.

#### **Definition of a Terminated Member**

A terminated member is one who resigns from membership voluntarily and/or has not paid annual dues for an entire year to the association. If the terminated member wishes to rejoin within three (3) years of termination, he/she will pay the current years dues, and not be required to reapply for membership.

## **CHAPTER VII – ELECTED OFFICERS AND OTHER ELECTED OFFICIALS**

### **Section I. Officers**

The officers of this Association shall consist of a President(s), President-Elect, Secretary, Treasurer, and an Immediate Past President(s). All officers shall be Active members and shall serve a one-year (1) term. Exceptions for the First Officers and terms of office are defined in Chapter VII, Section V-IX.

### **Section II. Other Elected Officials**

At Large members of the Board of Directors are elected by the membership and shall serve a two (2) year term. Exceptions for the First At-Large members and terms of office are defined in Chapter VII, Section IV.

### **Section III. Election**

#### **a. Slate of Candidates**

The Nominating Committee shall present a slate of nominees for elective officers and At Large members of the Board of Directors ten days (10) prior to an Annual Membership Meeting of the Association.

The slate of nominees will consist of one candidate each for President-Elect, Secretary, Treasurer, and each position of the Board of Directors that will become vacant at the end of the fiscal year.

The nominee for President-Elect will be derived from the Active members of the Association's current or past Board of Directors.

The nominee for Secretary will be derived from the Active members of the Association.

The nominee for Treasurer will be derived from the Active members of the Association.

The slate of nominees for Members At Large (non-officers) of the Board of Directors will be derived from Active, Associate, Emeritus, Medical Student, Resident and Fellows members of the Association as outlined in Chapter IX, Section IV.

Consideration will be given annually by the Nominating Committee in the selection process to alternating geographic representation in the officer positions, to representation by physicians who are not members of an affiliated medical

society, and to ensuring demographic diversity, including ethnicity, gender, specialty, practice mode or nonaffiliated status on the Board of Directors.

A direct member will have the opportunity to make it known to the Nominating Committee that she/he is interested in being nominated for a position on the Board of Directors.

The Nominating Committee shall nominate two (2) members from the combined categories of Medical Student and Resident/Fellows Members of the association; Medical Student and Resident/Fellows. Members will have the opportunity to make it known to the Nominating Committee that they are interested in being nominated to the Board of Directors.

The Nominating Committee shall confirm that nominees agree to accept nomination prior to publishing the Nominating slate.

The names of all nominees will be published in writing by mail and/or written electronic communications and on the Association's website at least ten days prior to the annual membership meeting. The communication will include the date, time and location of the annual membership meeting

#### **b. Nomination from the Floor**

Nominations for a specific elected position may be made from the floor if seconded. The nominee from the floor must meet the criteria for that specific position for which nominated. Nominees from the floor must be present as defined in these Bylaws.

#### **c. Voting**

No later than ten days following the Annual Membership Meeting, a ballot will be sent via mail and/or written electronic communications to all voting members of the Association listing all nominees for elective office. Voting members will cast their ballot on the slate of officers by mail and/or electronically by secure and verifiable means. Voting will be open for 21 days.

Officers and members of the Board of Directors will be elected by majority of the votes cast. If no one candidate receives a majority of the votes cast, the process of a runoff will be determined by the Board of Directors. Results of elections will be announced via mail and/or written electronic communication to all Association members and be posted on the Association's website.

Elected officers and members of the Board of Directors of the Association shall be installed at a General Membership Meeting or at a special meeting or event called for that purpose. Elected officers will assume their offices on January 1<sup>st</sup> with the installation likely taking place at a separate time.

### **Section IV. Single Officership**

No officer may hold two elected offices simultaneously in the Association, Inc. without the approval of the Board of Directors when extenuating circumstances exist. No one may hold both the offices of President(s) and Treasurer at any time.

### **Section V. President**

The First Office of the President of the Association will be shared by two (2) co-presidents, one representing each of the two Founding Societies (JPMS & OPMS) who shall be chosen from and by the members of the initial Board of Directors who have been appointed by the founding societies and shall serve until the end of the second fiscal year. All Subsequent Presidents shall be a single individual and shall serve a one-year term. The President(s) will become the Immediate Past President(s) at the conclusion of the term as president.

#### **Duties**

The President(s) shall preside at meetings of the Association and the Board of Directors and perform such other duties as required. He or she shall be the exclusive spokesman for the Association and no other member shall be so empowered unless delegated by the President(s).

The President(s) shall be Chair of the Strategic Planning Committee and shall be responsible for overseeing the development and execution of a strategic plan for the Association.

The President(s), with approval of the Executive Committee, shall appoint chairs and vice chairs of initial ad hoc or special committees. Such appointments shall be completed by the President(s) and approved by the Executive Committee no later than 30 days prior to taking office.

The President(s) may act on behalf of the Executive Committee in those unusual times when extenuating circumstances exist and only when the quorum of the Executive Committee cannot be established in a timely manner.

#### **Section VI. President-Elect**

The First President-Elect of the Association shall be chosen from and by the members of the initial Board of Directors and shall serve until the end of the second fiscal year. All Subsequent Presidents-Elect shall serve a one-year term, shall be nominated by the Nominating Committee from the Board of Directors, and be elected by the membership. The President-Elect shall succeed to the Presidency, at the conclusion of the President's(s) term of office.

#### **Duties**

He or she shall preside at all meetings in the absence of the President(s). The President-Elect shall serve as Chair of the Membership & Marketing Committee and be responsible for initiating, overseeing and executing an annual membership plan for the Society.

#### **Section VII. Secretary**

The First Secretary of the Association shall be chosen by the members of the initial Board of Directors and shall serve until the end of the second fiscal year. All subsequent Secretaries shall serve a one-year term, shall be nominated by the Nominating Committee from the Active members of the Association and be elected by the membership.

#### **Duties**

The Secretary shall, with the assistance of the Executive Director of the Association, keep a correct record of the proceedings of each meeting and maintain a roster of all the members. The Secretary shall serve as the Chair of the Bylaws Committee. He or she shall preside at all meetings in the absence of both the President(s) and President-Elect. The Secretary shall serve a one-year term.

#### **Section VIII. Treasurer**

The First Treasurer of the Association shall be chosen by the members of the initial Board of Directors and shall serve until the end of the 2<sup>nd</sup> fiscal year. All subsequent Treasurers shall serve a one-year term, shall be nominated by the Nominating Committee from the Active members of the Association and be elected by the membership.

#### **Duties**

The Treasurer shall be responsible with the Executive Director for collecting and dispensing all funds due the Association. The Treasurer shall serve as the Chair of the Finance Committee. He or she shall preside at all meetings in the absence of the President(s) and President-Elect, and the Secretary.

#### **Section IX. Immediate Past President(s)**

The President(s) shall become the Immediate Past President(s) at the conclusion of the Presidential term of office. The office of Immediate Past President will be vacant on the Initial Board of Directors.

## **Duties**

The Immediate Past President(s) shall serve on the Executive Committee and shall serve as Chair of the Nominating Committee. He or she shall preside at all meetings in the absence of the President, President-Elect, Secretary and Treasurer. The Immediate Past President shall serve a one-year term.

### **Section X. At Large (Non-Officer) Members of Board of Directors**

Approximately half of the First At-large Members of the Board of Directors will serve until the end of the second (2<sup>nd</sup>) fiscal year and the other half until the end of the third (3<sup>rd</sup>) fiscal year the individuals using the process determined by the Initial Board of directors. Subsequent At Large members will serve a two (2) year.

## **Duties**

The At large members of the Board of Directors will participate in and vote on matters before the Board and represent the members of Association. At Large members may serve on committees of the Board and the Association.

### **Section XI. Vacancies**

If the office of President(s) becomes vacant, the President-Elect shall immediately become President, serve the remainder of the unexpired term, and then be officially installed in their own term as president at the next Annual Meeting.

If the office of the President-Elect becomes vacant, a meeting of the last serving Nominating Committee shall occur within thirty (30) days of the vacancy to nominate someone to complete the term as President- Elect. A special election shall be held at the subsequent General Membership Meeting or by ballot distributed to the membership electronically, whichever is more expedient.

Vacancies in the office of Secretary, Treasurer or Immediate Past President shall be filled for the unexpired term by Presidential appointment with the approval of the Board of Directors.

If the position of an At Large member becomes vacant, the last serving Nominating Committee will generate a nominee from the group who was represented by the individual creating the vacancy. The nominee will be appointed by the President(s) with the approval of the Board of Directors to fill the unexpired term.

## **CHAPTER VIII - BOARD OF DIRECTORS**

### **Section I. Members**

#### **Initial Board of Directors.**

The Initial Board of Directors of this Association shall include twelve (12) members. Ten (10) Active, Associate, or Emeritus members and they shall be chosen by the initial affiliated medical societies including five members chosen by each society. Those ten (10) members will choose two (2) members from the Medical Student/Resident/Fellow membership categories. Those ten (10) members who have been appointed by the founding societies will choose the initial Officers of the Board of Directors. One half of the Initial Board of Directors shall serve until the end of the second fiscal year and one half until the end of the third fiscal year. The Board of Directors will determine the term schedule for individuals.

The affiliated medical societies may give consideration to ensuring demographic diversity, including ethnicity, gender, specialty, and practice mode, etc.

Medical student and resident members of the Board of Directors shall serve one year terms with the option to renew for a second one-year term.

## **Subsequent Board of Directors.**

The Board of Directors shall be composed of the President, Immediate Past President, and Active, Associate, Medical Student, Resident/Fellow or Emeritus members.

Representation will be based on the following formula as verified by the Board of Directors:

One (1) Board member for 20-99 Active, Associate & Emeritus members of the Association from an affiliated medical society or the group of nonaffiliated (Direct) members;

Two (2) Board members for 100-149 Active, Associate & Emeritus members of the Association from an affiliated medical society or the group of nonaffiliated members;

Three (3) Board members for 150-199 Active, Associate & Emeritus members of the Association from an affiliated medical society or the group of nonaffiliated members;

Four (4) Board members for 200 or more Active, Association & Emeritus members of the Association from an affiliated medical society or the group of nonaffiliated members.

All voting members of the Board of Directors shall be active, associate, emeritus, medical student or residents/fellow members of the Association.

Based on the formula, each affiliated medical society will choose their representatives to the Board of Directors. The affiliated medical societies may give consideration to ensuring demographic diversity, including ethnicity, gender, specialty, and practice mode, etc. The Nominating Committee shall nominate those candidates representing members not belonging to an affiliated society based on the above formula.

Members of the association who are not a member of an affiliate society will have the opportunity to make it known to the Nominating Committee that they are interested in being nominated to the Board of Directors.

The Nominating Committee shall nominate two (2) members from the combined categories of Medical Student and Resident/Fellows Members of the association who are medical student or resident/fellow members. Members will have the opportunity to make it known to the Nominating Committee that they are interested in being nominated to the Board of Directors.

The Board of Directors may consider alternative representative models to the formula presented above to ensure effective governance with the following three (3) conditions:

1. The size of the Board of Directors remains no larger than 20 voting members not including the President and Immediate Past President
2. Affiliated societies which have at least 20 members will have voting representation on the Board of Directors.
3. If the group of Association Active, Associate & Emeritus members who are not members of an affiliated society totals at least 20 members, the group will have voting representation on the Board of Directors.

Once the Board of Directors reaches twenty (20) members plus the President & Immediate Past President, the Board of Directors may request the Bylaws Committee to consider changes necessary to ensure effective governance.

## **Section II. Terms**

The term for members of the subsequent Board of Directors shall be two years with one-half of the Board of Directors being named in odd years and one-half being named in even years. Medical student and resident members of the Board of Directors shall serve one year terms with the option to renew for a second one-year term. This schedule of terms shall be established by the Board of Directors. Board members may serve no more than two consecutive terms except President and

Immediate Past President who may exceed two consecutive terms on the Board of Directors while serving their term in office.

### **Section III. Regular Meetings**

The Board of Directors shall meet no less than eight times per year on a regular date set by the President(s). Notice of a regular meeting of the Board of Directors shall be given adequate notice of the meeting. Notice shall be communicated by mail and/ or by electronic means. Regular meetings of the BOD are open to all members.

The Board of Directors shall have the right to change the date and place of a regular meeting for reason of unusual circumstances. Minutes of the meeting will be circulated to the entire board.

### **Section IV. Quorum**

Fifty percent of the voting members of the Board of Directors, including at least one officer, shall constitute a quorum for the transaction of business of the Board of Directors. Voting members may be present and counted if joining the meeting by electronic means.

A person participating in a Board meeting of the Association may be considered “present” if they participate in person or by electronic means. Such electronic means include participating by telephone, video or such other means where the person can be clearly identified, and communication is understood.

### **Section V. Duties**

The Board of Directors will be the governing body of the Association.

The Initial Board of Directors will elect the initial officers of the Initial Board of Directors.

The President(s) of Association shall serve as Chairman of the Board of Directors, the President-Elect as Vice Chairman and the Secretary as Secretary of the Board.

The Board of Directors shall keep full records of its proceedings. It shall hold regular meetings or convene special meetings at the call of any four of its members or the President(s). Notice shall be given at least seven (7) days prior to a special meeting of the Board of Directors, and a quorum of fifty percent of the voting members of the Board of Directors shall constitute a quorum for special meetings.

The Board of Directors shall be informed in all matters pertaining to the objectives, interests, policy and conduct of the Association. It shall conduct the routine business of the Association and exercise general oversight over all committees and officers, and it shall have the authority to employ an Executive Director and/or independent contractors within the framework of the budget. The Board of Directors shall have financial authority and accountability for the associations including approving, opening, and closing of bank and investment accounts, ordering payment off all just and honest debts of the Association and authorizing routine disbursements, and establishing investment policies of the association. It shall review the Association’s audit when conducted.

A summary of actions taken by the Board of Directors will be published periodically so that the Association’s members shall be kept fully informed of the activities of the Board of Directors.

## **Section VI. Indemnification**

The Association shall indemnify members of the Board and officers of Association according to the general requirements, standards and procedures set forth in the Louisiana legal code. The Association shall carry liability insurance adequate for this purpose.

## **CHAPTER IX - COMMITTEES**

### **Section I. Initial Executive Committee of the Board of Directors**

The Initial Executive Committee shall include seven (7) members, including the two co-Presidents, President-Elect, Secretary, Treasurer, and two at-large members elected by the initial Board of Directors. Four members of the Initial Executive Committee shall represent Jefferson Parish Medical Society and three members of the Initial Executive Committee shall represent Orleans Parish Medical Society.

### **Section II. Subsequent Executive Committee of the Board of Directors**

The Executive Committee shall consist of the President, who shall serve as Chair, the President-Elect, the Immediate Past President(s), the Secretary, the Treasurer, and two at-large voting members from the Board of Directors who shall be elected by the Board, for a one-year term to begin at the January meeting of the Board of Directors.

### **Section III. Quorum**

Four members of the Executive Committee constitute a quorum for transacting business.

### **Section IV. Duties**

The Executive Committee shall review the contract, compensation, and performance of the Executive Director.

The Executive Committee shall act in an advisory capacity to the staff in questions of immediate importance in the interim between Board of Directors meetings and shall act on behalf of the Board of Directors in the interim between meetings on operational matters but shall not establish policy for the Association. It shall perform such other duties as the Board of Directors may from time to time deem expedient.

The Executive Committee, upon recommendation of the Finance Committee, may, as appropriate, review the annual budget and recommend it to the Board of Directors for review and presentation to the Association.

Actions of the Executive Committee which have been taken between Board of Directors' meetings will be reported to the Board of Directors at their next meeting. The Board shall ratify the actions of the Executive Committee or may reverse actions by a majority vote of the Board of Directors present as defined in these Bylaws at the meeting.

### **Section V. Standing Committees**

Standing Committees shall be as follows and shall report their findings and recommendations to the Board of Directors. Standing committees shall be composed of a Chair, Vice Chair, and at least three other members of the Association except where noted. The committee designations shall be:

- a. **Bylaws Committee:** The purpose of the Bylaws Committee is, on an ongoing basis, to review and suggest modifications to the bylaws of the Association as well as to draft changes at the request of the Board of Directors. The Bylaws Committee is composed of the Secretary as Chair, and two other members (voting or ex officio) of the Board of Directors elected annually.
  
- b. **Finance Committee:** The purpose of the Finance Committee is to develop the annual budget for approval by the Board of Directors, and to monitor the annual budget and reserves, and to recommend fiscal policies to the Board of

Directors of the Association. The Finance Committee is composed of the Treasurer as Chair, President(s) as Vice Chair, President-Elect, and two other members of the Association elected by the Board annually.

- c. **Strategic Planning Committee:** The purpose of the Strategic Planning Committee is to oversee the long-term planning process undertaken to ensure fulfillment of the Association’s mission, and to monitor and revise the long-term plan on an annual basis as needed. The Strategic Planning Committee is composed of the President(s) as Chair, officers & two additional members of Association elected annually.
  
- d. **Membership Services & Marketing Committee:** The purpose of the Membership Services & Marketing Committee is to develop, in concert with staff, a membership recruitment and retention plan, and to assess and propose new services and programs to the Board of Directors which will enhance membership value. The Membership Services & Marketing Committee will be composed of the President-Elect as Chair, Secretary as Vice Chair, and the Chairs and Vice Chairs of the Ad Hoc Committees.
  
- e. **Nominating Committee:** The purpose of the Nominating Committee is to present a slate for officers and at-large positions of the Board of Directors for the Association. See Section IV Chapter VIII of these bylaws for composition.

## **Section VI. Ad Hoc & Special Committees**

### **Initial Ad Hoc Committees**

The following ad hoc committees shall be convened for the purpose of engaging members of the Association.

Women in Medicine Committee

Early Career Physicians Committee

Medical Education & Academic Physicians Committee

Private Practice Committee

Employed Physicians Committee

Legislative & Regulatory Committee

Stakeholder Relations Committee

Public Health & EMS Committee

Physician Well-Being Committee

There shall be a Chair and Vice Chair of all initial ad hoc committees to be appointed by the President(s). Subsequently, the Chair shall be nominated by the respective committee and serve with the approval by the Executive Committee. The Chair or Vice Chair shall serve on the Board of Directors in a nonvoting, ex-officio capacity for the coming year. The term shall be one year. The Chair and Vice Chair may be re-appointed for one additional term.

During the fourth quarter of the year, committees will meet to conduct the election of the Chair and Vice Chair and to formulate and submit a plan for approval to the Executive Committee during the fourth quarter of the year for the following year to allow for appropriate prioritization and budgeting.

All members are invited to serve on ad hoc committees of interest to them. Committees shall meet at least two times per year.



Ad Hoc and Special committees may be appointed by the President(s) and dissolved by the Board of Directors as the need arise

## **Section VII. Nominating Committee**

**The Initial Nominating Committee** shall consist of six (6) Active Members of the association, including the immediate past presidents of the initial affiliated medical societies, and two additional Active members nominated by each of the initial affiliated medical societies.

**Subsequent Nominating Committees** shall consist of seven (7) Active members of the Association. The committee shall be chaired by the Immediate Past President(s) of the Association. Two past presidents of the Association, when available, shall be appointed by the President. In addition, four (4) to six (6) members shall be elected to the Nominating Committee by the Board of Directors. No member of the Nominating Committee except a Past President may serve for more than two (2) successive years.

### **Call for Nominating Committee Meeting**

The CALL for the meeting of the Nominating Committee shall be 15 days in advance of their meeting. A quorum of five (5) members shall be required for the transaction of Nominating Committee business.

### **Duties of the Nominating Committee**

The Nominating Committees shall present a slate of nominees as determined by the process below for elective officers and members of the Board of Directors to the membership of the Association ten (10) days prior to an Annual Membership Meeting of the Association. The slate of nominees for elective officers will consist of one (1) candidate each for President-Elect, Secretary, Treasurer, and each position of the Board of Directors that will become vacant at the end of the fiscal year.

The Nominating Committee shall nominate the candidates for elective officers, Medical Student/Resident representatives, and non-affiliated member representatives of the Subsequent Board(s) of Directors for election by the membership.

The Nominating Committee shall confirm that nominees agree to accept nomination prior to publishing the Nominating slate.

#### **a. Officers**

Regarding Nominees for elected officers, consideration will be given annually by the Nominating Committee in the selection process to alternating geographic representation, to representation by physicians who are not members of an affiliated medical society, and to ensuring demographic diversity, including ethnicity, gender, specialty, practice mode or nonaffiliated status.

The nominee for President-Elect will be derived from the Active members of the Association's current or past Board of Directors.

The nominee for Secretary will be derived from the Active members of the Association.

The nominee for Treasurer will be derived from the Active members of the Association.

#### **b. At Large (Non-Officers)**

Regarding nominees for At Large (non-officers) of the Board of Directors, consideration will be given annually by the Nominating Committee in the selection process to ensuring demographic diversity, including ethnicity, gender, specialty, practice mode or nonaffiliated status.

The slate of nominees for Members At Large (non-officers) of the Board of Directors will be derived from Active, Associate, Emeritus, Medical Student, Resident and Fellows members of the Association.

The Nominating Committee will determine (using the process outlined in Chapter IX Section I and confirmed by the Board of Directors) the number of vacancies to be filled representing different groups in the Association (i.e., Affiliated Medical Societies, group of members not belonging to an Affiliated Medical Society, Medical Student/Resident/Fellow, etc.).

An individual Affiliated Medical Society shall nominate their own At Large (non-officer) candidates to the Board of Directors based on the formula above (Chapter VIII, Section I).

The Nominating Committee shall nominate At Large (non-officer) candidates to the Board of Directors from the group of members of the association who are not a member of an affiliated society (Direct Members) based on the formula above (Chapter VIII, Section I). Members of the association who are not a member of an affiliated society will have an adequate opportunity to make it known to the Nominating Committee that they are interested in being nominated to the Board of Directors.

The Nominating Committee shall nominate two (2) members from the combined categories of Medical Student and Resident/Fellows Members of the association as candidates for positions on the Board of Directors. Medical Student and Resident/Fellows Members will have an adequate opportunity to make it known to the Nominating Committee that they are interested in being nominated to the Board of Directors.

## **CHAPTER X - FUNDS AND EXPENSES**

### **Section I. Funds**

Funds for meeting the expenses of the Association shall be raised by annual dues, special assessments, voluntary contributions, and income from other sources.

### **Section II. Dues**

Dues and assessments for the Association shall be set by the Board of Directors. Dues shall be due on January 1 of each year. Dues may be prorated one-half if received 6 months after due date until 9 months after due date at which time dues paid will be for the following year.

Members who fail to remit their dues and assessments or who fail to submit a written request for a dues waiver or status change by April 1 of the current year shall be considered delinquent and suspended from the Association, until such time as the debt has been satisfied or a dues waiver has been granted.

Members shall be terminated from the Association, with right of appeal, upon failure to satisfy the debt or obtain a dues waiver by January 1<sup>st</sup> of the following year. Members in jeopardy of termination shall be given thirty (30) days notification.

Members suspended or terminated for dues or debt non-payment may be reinstated without new application with payment of dues and debts.

### **Section III. Dues Waiver or Reduction**

Members who are experiencing financial difficulties or who have become partially or fully disabled may be granted a dues waiver or reduction by the Board of Directors, upon the recommendation of the Executive Committee.

A written request must be made by the member to the Executive Committee, stating the amount of the proposed dues reduction and the reason for the request.

Requests for continued dues waivers must be renewed annually in writing for no more than three consecutive years. Dues waivers must be approved by the Executive Committee.

**Section IV. Fiscal Year**

The Fiscal Year of this Association shall be from January 1st to December 31<sup>st</sup>.

**Section V. Disbursements**

Disbursements over five hundred dollars (\$500.00) up to \$5,000 maximum per year must be approved by the President(s) or President-Elect unless already provided for in the budget. Disbursements over \$5,000 must be approved by the Executive Committee unless already provided for in the budget.

**Section VI. Auditing**

The Association shall retain a Certified Public Accountant to perform a periodic audit and/or review and report to the Board of Directors.

**Section VII. Legal Counsel**

The Association may retain as legal counsel an attorney who is a member of the bar of the Court of Appeals of Louisiana and a member of the Louisiana Bar Association, and who is actively engaged in the practice of law in Louisiana.

**CHAPTER XI - BUSINESS OFFICE**

**Section I. Enabling Act**

The Board of Directors is empowered to obtain office space.

**Section II. Executive Director**

The Board of Directors may employ an Executive Director who shall report and be responsible to the Board of Directors. The Executive shall work directly with the President(s) and the Executive Committee to advance the mission of the organization and to implement the initiative and actions of the Board of Directors. This person shall be the executive and general manager of the affairs of the Association and have authority to employ, discharge and set the compensation of personnel in accordance with the provisions of the personnel policies and budget established by the Board of Directors. The Executive Director will assist the Board of Directors in carrying out their duties as outlined in the Bylaws.

**CHAPTER XII – DURATION AND DISSOLUTION**

If the Board of Directors of the Association determine that the organization is unable to continue serving its purpose, by a 3/4 vote of the Board of Directors, dissolution of the Association can be initiated and confirmed by 3/4 vote of the voting membership at a meeting called for that purpose provided that a quorum has been achieved.

A person participating at any meeting of the Association may be considered “present” if they participate in person or by electronic means. Such electronic means include participating by telephone, video or such other means where the person can be clearly identified, and communication is understood. Voting members may cast their ballot by voice, show of hands, paper ballot, mail or by secure and verifiable electronic means.

The life of the Association and the method of dissolution shall be as specified in Article XII of the Articles of Incorporation.

**CHAPTER XIII- AMENDMENTS**

**Section I. Review**

An amendment, after being presented by any member of the Association or the Board of Directors, shall then be referred to the Bylaws Committee for evaluation, recommendations, and composition. The Committee shall in turn make its

recommendations concerning the amendment known to the Board of Directors no less than 45 days before the proposed date of a vote of the membership as set by the Board of Directors.

## **Section II. Dissemination of Amendments**

The written amendment must be mailed or communicated electronically to all members at least twenty-one (21) days prior to the meeting to Discuss.

## **Section III. Meeting to Discuss**

Any Regular, Annual, or Special meeting may serve as a Meeting to Discuss.

Notice shall be given at least 21 days in advance of any regular, annual, or special meeting and shall be sent to members by direct mail and/or electronic written communications and shall be posted on the organization's website.

A person participating in a meeting of the Association may be considered "present" if they are physically present or if they participate by electronic means if available. Such electronic means include participating by telephone, video or such other means where the person can be clearly identified, and communication is understood.

## **Section IV. Amending Proposed Amendment**

Members present may vote to amend the proposed amendment, in which case the amendment would be referred to the Bylaws Committee for reevaluation and modification then presented to the Board of Directors.

In such case, a new Meeting to Discuss will be scheduled at least twenty-one (21) days after the revised proposed bylaws amendment is disseminated to the membership.

## **Section V. Final Vote**

No later than ten (10) days following the Meeting to Discuss, a ballot will be sent via mail and/or written electronic communications to all voting members of the Association listing proposed amendments. Voting members will cast their ballot on the amendment(s) by mail and/or electronically by secure and verifiable means. Voting will be open for 21 days.

A two-thirds (2/3) majority of the Voting members is then required for adoption of the amendment. Voting members may cast their ballot by voice, show of hands, paper ballot, mail or by secure and verifiable electronic means. The means of voting will be determined by the Board of Directors.

## **Section VI. Grammatical & Typographical Errors**

Grammatical changes and/or typographical errors may be allowed to these bylaws which do not change the meaning of a sentence or paragraph

## GLOSSARY

**“Affiliated Medical Society”** is a medical society/association registered with and in good standing with the Secretary of State.

**“Direct Member”** is a physician member who is not a member of an affiliated medical society or lives and/or practices outside the region.

**“Founding Society”** is a founding organization of the Association which devoted various resources as needed to ensure the Association’s successful initial implementation.

**“Medical Society”** is a physician organization which is incorporated in Louisiana and is registered with the Louisiana Secretary of State’s Office as a non-profit corporation to legally conduct business in the state.

**“Member”** is a physician who is a member of an affiliated medical society within the region.

**“Present”** is defined as: A person participating at any meeting of the Association may be considered “present” if they participate in person or by electronic means. Such electronic means include participating by telephone, video or such other means where the person can be clearly identified, and communication is understood.

**“Suspended Member”** is a member who has not paid his or her annual dues by the due date in any given fiscal year as defined in these bylaws. The suspended member may pay his or her dues during the same fiscal year and be reinstated as a current member without reapplication.

**“Terminated Member”** is one who resigns from membership voluntarily and/or has not paid annual dues for an entire year to the association. If the terminated member wishes to rejoin within three (3) years of termination, he/she will pay the current years dues, and not be required to reapply for membership.

**“Voting”** is defined as: Voting members may cast their ballot by voice, show of hands, paper ballot, mail or by secure and verifiable electronic means.

*Adopted October 26, 2020*