

**By-Laws
of the
Louisiana Chapter of the
American College of Surgeons
(Revised 1997)**

Article I
Membership

Section 1. Active Members

Fellows of the American College of Surgeons in the State of Louisiana who desire membership in the Chapter and who comply with these by-laws and pay dues, are eligible to become active members of the Chapter.

Section 2. Inactive Members

The Council may grant inactive membership status to those members who are either disabled or retired from the active practice of surgery and who have been active dues paying members of the Chapter for at least ten (10) years. All such requests for inactive membership shall be submitted in writing and considered individually by the Council. Inactive members shall be exempt from payment of dues and assessments.

Article II
Meetings

Section 1. Annual Meetings

There shall be at least one annual membership meeting held in each calendar year at such time and place as may be otherwise designated by the Council.

Section 2. Special Meetings

Special meetings of the membership shall be held at the call of the President or at the written request of a majority of the Council. Upon receipt of such request, the President shall forthwith give notice and call such special membership meeting within six (6) weeks after receipt of the request.

Section 3. Notice of Meetings

All members of the corporation shall be notified in writing at least ten (10) days in advance of the Annual meeting and of any special meeting. It shall not be required that the notice state the object of the meeting unless a change of by-laws or Article of Incorporation or dissolution of the corporation is to be considered, in which case, the notice shall so specify.

Section 4. Quorum

The voting members present at any meeting of the corporation shall constitute a quorum.

Article III
Officers and Councillors

Section 1. Officers

The officers of the corporation shall consist of a President, President-Elect, a Vice-President, a Secretary, a Treasurer and Councillors.

Section 2.

The Council shall consist of the officers of the corporation, the governors of the College residing in Louisiana and three councillors elected by the membership of the corporation.

Section 3. Terms of Office

The President, President-Elect, and Vice President shall be elected at the annual meeting of the corporation. They shall serve until the next annual meeting of the corporation or until their respective successors have been elected, and have qualified. The Secretary and Treasurer shall be elected at an annual meeting of the corporation and shall serve for three (3) years or until their successors are elected and qualified. The terms of office for the Secretary and the Treasurer shall be overlapping, rather than concurrent.

At the first annual meeting of the corporation, one councillor shall be elected to serve for a term of three years, another for a term of two years and a third for a term of one year. Thereafter, at each annual meeting of the corporation, one councillor shall be elected to serve a period of three years.

All elections shall be by ballot and all persons elected shall be elected by a majority vote of all members present.

Vacancies occurring in the offices of the corporation shall be filled by appointment by the President, and said appointment shall continue until the next annual meeting. However, the office of President-Elect can be filled only by election by the membership. In the event of a vacancy in the office of President-Elect, for any reason whatsoever, the President and the council 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 4. Committees

The President may designate such committees as, from time to time, shall be in his judgement advisable and shall name the chairman and members of such committees, the duties and purposes of such committees to be stated by the President at the time of their appointment.

Article IV Duties of Offices and Council

Section 1. Council

The Council shall have general supervision, management and control of the affairs and activities of the corporation and shall meet as often as the interest of the corporation require. A majority of the Council shall constitute a quorum. The President or any majority of the Council may call a meeting of the Council, notice of which, outlining the essential business, shall be given to each member of the Council three days prior to such meeting.

Section 2. President

The President shall be the principal executive officer of the corporation and shall preside at the meetings of the corporation and shall be an ex-officio member of all committees. He shall perform such other duties as custom and parliamentary usage may require.

Vacancies occurring in the offices of the corporation, except that of the President-Elect, shall be filled by appointment by the President, and said appointment shall continue until the next annual meeting. A vacancy in the office of President-Elect shall be filled in accordance with Article III, Section 3, paragraph four of these by-laws.

Section 3. President-Elect

The President-Elect shall serve as a member of the Council. 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 Council, in the manner prescribed in Article III, Section 3, paragraph four of these by-laws.

Section 4. Vice-President

The Vice-President shall perform the duties of the President in the President's absence and shall assume the office of President if the President is unable to serve his term of office. He shall perform such other duties as may be assigned to him by the President.

Section 5. Secretary

The Secretary shall keep a record of the proceedings of all meetings of the corporation and of Council. He shall maintain a current membership roster and notify new Fellows of their eligibility for membership. He shall notify the members of the corporation as to the time and place of the annual meeting and shall prepare and distribute additional notices and communications to members as may be requested by the Council. He shall submit an annual report to the Department of Organization of the American College of Surgeons concerning the activities of the corporation.

Section 6. Treasurer

The Treasurer shall send dues notices to all active members of the corporation and shall collect the annual dues as fixed by these by-laws. He shall be responsible for the safekeeping and disbursement of all funds of the corporation. He shall be responsible for preparation of necessary financial reports for review by state and federal revenue agencies, including tax returns. He shall give written notice to those members delinquent in the payment of their dues and shall prepare and present to the Council such reports, records and data, as may be required by the President or the Council. He shall present a detailed statement showing the financial affairs of the corporation at each annual meeting.

Article V Admission Fees and Dues

Section 1. Admission Fee

There shall be no admission fee.

Section 2. Annual Dues

Annual Dues shall be \$100.00 for Active Fellows and \$35.00 for Associate Fellows.

Article VI Indemnification of Officers and Members of the Council

Section 1.

An officer or member of the Council, and his legal representative, shall be indemnified by this corporation against liabilities, expenses and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding, or claim in which he is made a part by reason of his being, or having been such officer or member of the Council with respect to any matters as to which he shall be finally adjudged in any such action, suit, or proceedings to have been liable in the performance of or failure to perform his duties. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of such action, suit, proceeding, or claim asserted against such officer, or member of the Council, including expenses and costs reasonably incurred in connection therewith, providing the Council shall have first approved such a proposed compromise and settlement, but in taking such action any member of the Council involved shall not be qualified to vote thereon, and if for this reason, a quorum of the Council cannot be obtained to vote on such matter, it shall be determined by a Committee of three members appointed by the President. In determining these matters, the Council or Committee appointment by the President, as the case may be, may rely upon an opinion of independent legal counsel selected by such Council or Committee. The right to indemnification herein provided shall be in addition to any other rights to which such officer or member of the Council may be lawfully entitled. Indemnification hereunder shall be provided only in the event that the person to be indemnified, in the opinion of the Council, acted in good faith and in a manner her reasonably believed to be in, and

not opposed to the best interest of the corporation. This section shall only apply if the officer or member of the Council is not covered by insurance or for any amount due in excess of insurance.

Article VII Amendments

Section 1.

These by-laws may be amended by the affirmative vote of a majority of the Council present at any regular or special meeting of the Council, provided a full statement of such amendments shall have been distributed to the membership of the corporation at least thirty (30) days in advance of the meeting.

Section 2.

The Regents of the American College of Surgeons shall have the right to disapprove any amendment of the by-laws, which disapproval shall render such amendment null and void.