

Articles and By-Laws

Of the

Shreveport Medical Society

Revised October 2004

Restated & Revised August 16, 2017

Approved by SMS BOD on July 10, 2017

CONTENTS

ARTICLES OF INCORPORATION

Article I	NAME
Article II	PURPOSE
Article III	DURATION
Article IV	REGISTERED OFFICE
Article V	REGISTERED AGENTS
Article VI	BASIS OF ORGANIZATION
Article VII	MEMBERSHIP
Article VIII	OFFICERS AND DIRECTORS
Article IX	MEETINGS
Article X	DUES AND ASSESSMENTS
Article XI	BY-LAWS
Article XII	AMENDMENTS

BY-LAWS

Article I	MEMBERSHIP
Article II	OFFICERS AND DUTIES
Article III	MEETINGS
Article IV	COMMISSIONS AND COMMITTEES
Article V	RULES OF CONDUCT
Article VI	PROFESSIONAL PEER REVIEW
Article VII	FINANCE AND DISBURSEMENTS
Article VIII	BALLOTING
Article IX	HOUSE OF DELEGATES
Article X	RULES OF ORDER
Article XI	AWARDS AND HONORS
Article XII	INDEMNIFICATION AND LIMITATION OF LIABILITY
Article XIII	AMENDMENTS

APPENDED DOCUMENTS

LSMS PRINCIPLES OF MEDICAL ETHICS
ETHICAL AND JUDICIAL COMMISSION RULES
MEDIATION COMMISSION RULES
RESIDENT/FELLOW/STUDENT PARTNERSHIP PLAN

RECORD OF CHANGES

ARTICLE I

Name

The Name of this corporation is Shreveport Medical Society.

ARTICLE II

Purpose

The purpose of this corporation shall be to bring into one organization ~~the~~ all eligible physicians of Caddo Parish, and other district parishes, to form, with other ~~parish medical societies~~ Affiliated and Chartered parish societies and medical district members the Louisiana State Medical Society and through it, with other State Medical Societies, ~~to form and support~~ provide representation to the American Medical Association; to secure harmony and unity in every phase of its members' labor; to assist in the advancement of medical science and education, the elevation of the standards of medical practice, and the improvement of the health of the community which it serves; and, by all legitimate means, to improve the social, economic and professional status of its members.

ARTICLE III

Duration

This corporation shall enjoy corporate existence for a period of ninety-nine (99) years from date hereof.

ARTICLE IV

Registered Office

The registered office of the corporation is Room 2-436, Building C, 1501 Kings Highway, Shreveport, Louisiana 71103.

ARTICLE V

Registered Agents

The name and address of the registered agent of the corporation is:

Cynthia C. Anderson
333 Texas Street, Suite 1700
P O Box 22260
Shreveport, Louisiana 71120-2260

ARTICLE VI

Basis of Organization

This corporation shall be organized without capital stock and membership shall be evidenced by certificates of membership payment of assessed membership dues and approval of membership application by the Board of Directors in accordance with the By-Laws.

ARTICLE VII
Membership

Every legally registered physician residing in Caddo and adjacent parishes other parishes located within the designated Medical District Four, who is of good moral and professional standing and who does not support or practice, or claim to practice, any exclusive system of medicine, shall be eligible to apply for membership in the corporation in accordance with the classes of membership outlined in the By-Laws.

ARTICLE VIII
Officers and Directors

The officers and directors of this Society shall consist of a President, a President Elect/Vice President, a Second Vice President, a Secretary, a Treasurer, a Historian, the immediate past President, and one director for every ~~fifty~~ thirty-five (35) active members or major fraction thereof. The above officers and directors shall constitute the Board of Directors, ~~eight~~ six (6) members of which shall constitute a quorum for the transaction of business. These officers shall be elected for a term of one year in the manner prescribed in the By-Laws. They shall be installed at the meeting in December following their election and shall serve until their successors are installed. The President and Secretary shall be ex-officio members of all standing committees.

Officers, Council Members, Delegates, and Alternates to the Louisiana State Medical Society shall be selected in the manner prescribed in the By-Laws.

ARTICLE IX
Meetings

Regular meetings shall be held at such time and place as may be determined by the Society.

Special meetings may be called by the President and shall be called on a written request of twenty voting members. A call for a special meeting shall state the object of such meeting, at which no business except that stated in the call shall be transacted.

ARTICLE X
Dues and Assessments

The annual dues of members of the corporation and any special assessments shall be prescribed by the By-Laws.

ARTICLE XI
By-Laws

The members of the corporation shall have the power, at any regular meeting by a two-thirds (2/3) vote of the voting members present, provided a quorum as specified in the By-Laws is

present, to make, amend and repeal by-laws to govern this corporation provided they are in accordance with and do not conflict with these articles of incorporation.

ARTICLE ~~XII~~ XIII
Amendments

These articles of incorporation may be amended by a two-thirds (2/3) vote of the voting members at any regular meeting or any special meeting called for that purpose, **provided a quorum is present** ~~such amendment or amendments are not in conflict with the charter, by laws and other rules of the Louisiana State Medical Society,~~ and provided also that such amendment shall have been read in open session at a previous regular meeting and notice thereof shall have been sent by mail to each voting member at least ten (10) days in advance of the meeting at which final action is to be taken thereon.

NOTE: Only the Articles have been printed. The original signatures and notarization have been omitted.

BY-LAWS

ARTICLE I Membership

Section 1

The Society shall be the sole judge of the qualifications of those applying for membership subject only to its Articles and By-Laws, ~~and the Charter, By Laws and other rules of the Louisiana State Medical Society.~~ A member of the Shreveport Medical Society, unless otherwise limited by these By-Laws, is entitled to full parliamentary rights and societal rights of membership.

Section 2

Unless otherwise stipulated in these By-Laws, a member of the Society shall retain their membership as long as they maintain the following qualifications and compliance:

1. Must be a Doctor of Medicine or Doctor of Osteopathy or a medical student;
2. Must be licensed to practice medicine by the Louisiana State Board of Medical Examiners;
3. Must be of good ethical and moral character;
4. Must comply with the Articles, By-Laws and ~~Rules of the Shreveport Medical Society, and Charter, By Laws, and other rules of the Louisiana State Medical Society;~~
5. Must comply with the current principles of medical ethics adopted by the House of Delegates of the Louisiana State Medical Society, ~~and ;~~
6. Must pay applicable dues in a timely fashion, ~~and~~
7. ~~Must~~ ~~May also~~ be a member of the Louisiana State Medical Society; ~~;~~

Section 3

The categories of membership are: active, active part-time, dues exempt, resident ~~academic, affiliate,~~ ~~associate,~~ ~~VA/S~~ ~~service,~~ ~~medical student,~~ and honorary. ~~and ;~~

A. Active Members

~~An active member must fulfill and maintain the qualifications of membership as specified in Article I Section 2 of these By Laws and must reside in Caddo or Red River Parish. There are two classes of active memberships: basic and secondary. A member may place their basic parish society membership in only one Parish Society which may be either (1) the Parish Society in whose jurisdiction they maintain their principle office or (2) the Parish Society in whose jurisdiction they maintain their residence. All active basic members shall be privileged to attend all meetings, to take part in all proceedings and be eligible for any office or honor within the Society as long as they are in good standing. Active members pay full dues and full special assessments.~~

~~A member of another Parish Society may be granted active secondary membership in this parish society. Secondary members shall be privileged to attend all general meetings and have the societal rights of basic members except (1) the right to hold office and (2) the right to vote, and (3) the right to serve on commissions and committees. Secondary~~

~~members pay full dues and full special assessments. Active secondary members will not be counted in the Society's appointment of delegates to the House of Delegates of the Louisiana State Medical Society.~~

There are three classes of Active membership: Basic, Affiliated, and Secondary.

1. Eligible physicians may place their ACTIVE BASIC membership in the Shreveport Medical Society (SMS) provided they practice and/or reside in Caddo, Bossier, or Red River Parishes and are not a member of any other Louisiana State Medical Society (LSMS) Chartered or Affiliated Society. All Active Basic members shall be privileged to attend all meetings, to take part in all proceedings, and be eligible for any office or honor within the Society as long as they are in good standing. They shall pay full dues and special assessments.
2. Eligible physicians practicing and/or residing in a parish other than Caddo, Bossier, or Red River located in the LSMS designated Medical District Four Region, who are not a member of another Chartered or Affiliated parish medical society may place their ACTIVE AFFILIATED membership in the Shreveport Medical Society. They shall be privileged to attend all meetings, to take part in all proceedings, and be eligible to vote and serve on commissions and committees, and to serve as a delegate to the LSMS in accordance with LSMS By-Laws but do not have the right to hold office. They shall pay apportioned dues and assessments authorized in the By-Laws to be determined annually by the Board of Directors.
3. Eligible physicians who are a member of another Chartered or Affiliated parish medical society may be granted ACTIVE SECONDARY membership in the Shreveport Medical Society. ACTIVE SECONDARY members shall be privileged to attend all general meetings and have societal rights of Active Basic and Active Affiliated members except (1) the right to hold office, (2) the right to vote, (3) the right to serve on commissions and committees, or (4) serve as a SMS Delegate to the LSMS House of Delegates. Active Secondary members pay full dues and full special assessments

An ACTIVE member of the medical society must fulfill and maintain the qualifications of membership as specified in Article 1, Section 2 of these By-Laws and must reside and/or practice medicine in Caddo or other Parishes located within Medical District Four Region designated by the LSMS House of Delegates.

B. Active Part-Time Members

Any member who fulfills the qualifications of membership in Article I Section 2 of these By-Laws and has been an Active Basic or Active Affiliated member of the Shreveport Medical Society for at least five years is eligible to apply for Active Part-Time membership upon written request, and approval by the Board of Directors, provided that they must pursue or otherwise be involved with the practice of medicine for a maximum

of twenty (20) hours per week. ~~Such membership must be approved on an annual basis by the Board of Directors on written request. An **A**ctive **P**art-**T**ime member shall have the right to vote, hold office, and is entitled to all other privileges of membership. They must continue to fulfill the general obligations of membership specified in Article I Section 2 of the By-Laws but shall pay 50% of annual dues assessment. Active part-time status with the Louisiana State Medical Society will be processed in accordance with the LSMS By-Laws Article IV Section 8.~~

C. Dues Exempt Members

Any member who fulfills the qualifications of membership in Article I Section 2 of these By-Laws and has been an **A**ctive, **B**asic, **A**ffiliate, ~~academic or~~ **S**ervice member of the Shreveport Medical Society for at least the five consecutive years immediately prior to their application for dues exempt membership, ~~and who fulfills the qualification criteria established for dues exempt status by the Louisiana State Medical Society,~~ **and certifies they have fully retired from the practice of medicine and not employed full-time in the medical profession,** is eligible for dues exempt membership, upon written request, and by action of the Board of Directors. Dues exempt members shall be notified of all meetings and shall enjoy the same parliamentary and societal rights and privileges as **A**ctive members, including the right to vote and to hold office. Dues exempt members pay no dues ~~and no special assessments,~~ but must fulfill the general obligations of membership as specified in Article I Section 2 of these By-Laws ~~and Article IV Section 2 of the Louisiana State Medical Society By-Laws.~~ The Board of Directors may, ~~subject to approval by the Society,~~ request dues exempt members to make a contribution to help defray costs of their meals when attending a quarterly meeting, **or for receiving copies of SMS published documents.**

D. Academic Members

~~Must fulfill the qualifications of membership as specified in Article I Section 2 of these By-Laws and must be predominantly engaged in teaching, administration or research in an approved medical school. They are entitled to full parliamentary and societal rights. Academic members classified as assistant professors or above shall pay full dues and assessments. Academic members who hold a teaching classification below the level of assistant professor shall pay 50% of the regular dues and assessments.~~

ED. Resident/Fellow Members

Physicians who fulfill the qualifications of membership in Article I Section 2 of these By-Laws, who are serving an internship, ~~or~~ residency, **or fellowship** in any hospital in **Louisiana** ~~Caddo Parish or Red River Parish approved for such by the Council on Medical Education of the American Medical Association in any other parish located in the designated Regional Medical District Four,~~ are eligible **to apply** for resident membership. This membership expires on completion of internship, ~~or~~ residency, **or fellowship**. The resident/**fellow** member, if they so desire, may apply for **A**ctive membership any time during training if eligible. The payment of **Resident/Fellow** dues and special assessments shall be as determined by the Board of Directors ~~not to exceed the amount set by the Louisiana State Medical Society for their resident members.~~ The Board of Directors may request resident/**fellow** members to make a contribution to help

defray costs of their meals when attending a quarterly meeting, a special event, or for receiving copies of SMS published documents.

They shall enjoy all the parliamentary and societal rights as Active Affiliate members and shall be subject to the same general obligations as ~~active members~~. They must become a member of the Resident Section of the Louisiana State Medical Society ~~and pay dues in the amount determined by the House of Delegates, but pay no special assessments~~ in order to be eligible to serve as a SMS delegate to the LSMS House of Delegates.

F. E. Affiliate Associate Members

Persons who belong to one of the following classes, and who are otherwise not a member of a chartered or affiliated parish society in Medical Region District Four Region may apply to become affiliate an Associate members:

1. A physician who is a member of a chartered, ~~national~~ medical society ~~of a foreign country~~; and
2. ~~An American~~ physician who is a resident of Caddo Parish, Bossier or Red River Parishes, or other parish in Medical District Four and who is located in a foreign country or a possession of the United States and engaged in medical missionary and similar educational philanthropic labors; and
3. ~~Non-physician m~~ Members of the associated medical sciences who have made outstanding contributions to medicine and are residents of Caddo or Red River Medical District Four parishes including persons with medical school faculty status who are nominated by the Board of Directors. They need not be licensed to practice medicine in Louisiana; Affiliate members shall be entitled to full parliamentary and societal rights except for the (1) right to vote, (2) the right to hold office, and (3) the right to receive society publications except by subscription. Affiliate members may be requested to pay dues, special assessments, or contributions as determined by the Board of Directors for each case. Affiliate members must otherwise fulfill the general obligations and qualifications of membership as specified in Article I Section 2 but may not be eligible for membership in the Louisiana State Medical Society.
4. A physician fully retired from medicine and has moved to Louisiana since retirement may apply for associate membership. They need not be licensed to practice by the LA State Board of Medical Examiners. They must have held an unrestricted license to practice medicine in another state at the time of retirement.

~~G. Associate~~ Members

~~Associate Members must be fully retired from medicine and have moved to Louisiana since retirement. Need not be licensed to practice by the LA State Board of Medical Examiners or have been a member of the LSMS. They must have held an unrestricted license to practice medicine in another state at the time of retirement. They must comply with SMS By Laws and meet qualification requirements of the LSMS for associate members. Associate members are entitled to full parliamentary and society rights, except for the right to vote or hold office. Associate members shall pay dues in amount that shall be determined by the SMS Board of Directors and the LSMS.~~

5. Associate member may not vote or hold office or serve as a Delegate to the LSMS House of Delegates. They shall pay amounts determined by the Board of Directors to help defray the costs of their meals while attending a meeting, special event and/or for receiving copies of SMS published documents.

Associate members must fulfill the general obligations and qualifications of membership as specified in Article 1, Section 2 of the By-Laws.

H. F. VA/Service Members

Members of the armed forces of the United States who are serving on active duty with the United States Army, the United States Navy, (including the United States Marine Corps), the United States Air Force, the United States Public Health Service, the United States Coast Guard, or full time employee of the Veterans Administration, and who fulfill the general qualifications of membership in Article I Section 2 of these By-Laws may apply for Service Membership. They need not be licensed to practice medicine in Louisiana ~~and need not be a member of the Louisiana State Medical Society.~~ They shall retain such membership as long as they are on active duty or employed full time by the U. S. Government and thereafter if they have been retired in accordance with federal law and do not engage in active practice of medicine. Active duty service members shall pay dues and special assessments equal to half that of ~~a~~Active members. They shall be entitled to full parliamentary and society rights except for the right to vote, hold office, or serve as a Delegate to the LSMS House of Delegates. VA members shall pay dues and special assessments as determined by the Board of Directors.

L. G. Medical Student Members

Medical students in good standing, attending a medical school in Louisiana ~~which has been approved by the Liaison Committee on Medical Education~~ shall be eligible for medical student membership in the Medical Student Section. ~~The general qualifications and obligations for medical student members in the Society are the same as set forth in the Louisiana State Medical Society By-Laws Article IV Section 7.~~ They need not hold a degree of Doctor of Medicine or Doctor of Osteopathy or be licensed by the Louisiana State Board of Medical Examiners. They must be of good ethical and moral character and must otherwise fulfill the general obligations and qualifications of membership specified in Article 1, Section 2 of the By-Laws. ~~They are entitled to full parliamentary and societal rights except for the right to hold office and the right to vote at general membership meetings. They shall pay dues or contributions in an amount determined by the Board of Directors and shall pay no special assessment. Membership in the Medical Student Section of the Louisiana State Medical Society is compulsory and members must also comply with their By-Laws and other rules.~~ The level of participation in medical society activities will be as set forth in the medical society student partnership plan, and as determined by the Board of Directors.

J. H. Honorary Members

The Society may honor any individual by electing them for honorary membership in the Society. Qualifications of candidates for honorary membership will be based on their

outstanding contributions to medicine or to the Shreveport Medical Society and must be approved by the Board of Directors and presented by this body to the Society membership at a regular meeting where final approval shall require a two-thirds (2/3) vote in favor by the members present provided there is a quorum. Honorary members shall not have the right to vote or to hold office, or to receive the publications of Society without subscription except for physician members of the Society selected for the honor who will retain all membership rights and benefits. Honorary members pay no dues or special assessments.

Section 4

Mode of election: All applicants for membership shall secure from the Society office or the SMS internet website an application blank. The completed application shall be ~~returned~~ forwarded to the Medical Society office with payment of dues for the current year. The application shall be submitted to the Board of Directors. If the application is acceptable, the applicant's name shall be submitted to the membership in the written report of the Board and the application referred to the Membership Committee for review and investigation. When the investigation is completed and if there is no objection by a member of the Society, it is then referred by the Membership Committee back to the Board of Directors for final consideration. If passed unanimously by the Board of Directors the applicant shall be notified and advised of the orientation process.

In case an applicant meets with objection by a member of the Society or by one or more members of the Board of Directors, which cannot be resolved by the Membership Committee and Board of Directors, the applicant must be referred to the Society at its regular meeting. Final vote on such an application shall be taken by secret ballot and an affirmative vote by three-fourths of the members in good standing, present and voting, shall be necessary to elect the applicant to membership. Re-application for membership from rejected candidates shall not be accepted within six months of a rejection by the membership vote, ~~unless required by appellate review by the Louisiana State Medical Society.~~ Applicants forms shall be retained by the Secretary and filed for future reference.

Applicants will be required to sign a Release of Liability form permitting the medical society to make inquiries to verify background information and membership eligibility.

Section 5

All applicants for membership shall complete and submit, in addition to the regular an application blank, a biographical data form supplied by the Society form to the Medical Society office. This shall be submitted with the completed application form. Applicants will be required to sign a Release of Liability form permitting the medical society to make inquiries to verify background information and membership eligibility.

Section 6

~~A physician in good standing in some other parish Society, moving to Caddo Parish or Red River Parish and desiring affiliation with the Shreveport Medical Society, must present a certificate from the Secretary of his parish Society attesting his good standing in that Society. Their~~

~~completed application with dues shall then take the same course as an original application in every respect. If accepted the member shall be excused from the repayment of State dues for that year.~~

Section 7-6-5

A member in good standing who is free from all indebtedness to this Society, and against whom no complaints are pending, wishing to transfer his membership, shall be presented upon written request a transfer letter stating these facts. If this member has been before the Ethics Commission the fact of their case may also be transmitted upon the approval of the Board of Directors.

Section 8-7-6

A member whose dues and assessments are paid for the current year and against whom no complaints are pending may resign from the Society by written letter or electronic mail to the Society. Acknowledgment of resignation must be made by the Secretary in the form of a written letter or electronic mail. A member whose dues and assessments for the current year are not paid by March 31, or against whom there are any unresolved complaints of violation of the Articles or By-Laws or of unethical conduct, may not resign from the Society.

ARTICLE II Officers and Duties

Section 1

The general officers of the Society are: President, President-Elect/Vice President, Second Vice President, Immediate Past President, Secretary, Treasurer, and Historian. The qualifications of a general officer of the Society require that they be an Active Basic member of the Society for at least 3 years prior to their election. The method of selection will be by nominations and election. The Nominating Committee shall consist of five members, two of whom shall be the two living most recent presidents. The other three shall be appointed by the president. ~~No member shall serve more than two successive years.~~ This Committee shall be announced in the Bulletin ~~at least three months~~ prior to the August/September meeting and shall submit one nomination for each office; and board; ~~and delegate position,~~ and for one-third (1/3) of the LSMS pool of delegates. The nominations for each office shall be announced in the Bulletin ~~at least two months~~ prior to the August/September meeting. Further nominations from the floor may be made only at the August/September meeting. The officers, board members and LSMS delegates of the Society shall be elected at the regular meeting in November each year. The officers and Board members will be installed at the annual installation banquet held in December. Election shall be by majority vote and by secret ballot. If there is only one nominee, the President may ask the membership that the election be made by acclamation and will be so done if there are no objections.

In the event of death, departure from the Parish, a disabling disability or resignation, or removal of an officer from the Society, their office shall be filled for the remainder of the term as follows:

- (A) The President shall be succeeded by the President Elect/Vice President. This succession shall in no way preclude their serving the term to which they were originally elected but does not obligate them to do so. The successor as President/Elect Vice President shall be elected at the regular November elections.
- (B) A vacancy of the offices of President/Elect Vice President (other than the succession noted above (A), or of the 2nd Vice President, Secretary, Treasurer, Historian, or any member of the Board of Directors, may be filled by election by the Society at the first regular meeting after the vacancy occurs, from nominations submitted by the Nominating Committee. Additional nominations may be made from the floor.

Section 2

The President shall preside at all meetings and perform the usual duties of such office, including supervision of the Medical Society Staff; and shall serve as an ex-officio member of all Society commissions, committees, and subsidiary corporation board of directors.

Section 3

In the absence of the President from a meeting of the Society or Board of Directors, the President Elect/Vice President shall preside ~~in his stead~~; in the latter's absence, the 2nd Vic President shall preside. The President Elect/Vice President will serve as the Program Coordinator for planning and arranging special events for the quarterly meetings and the annual installation banquet. ~~He~~ **They** will also serve as an ex-officio member of any Society subsidiary corporation board of directors.

Section 4

The Secretary shall be an ex-officio member of all standing commissions and committees and subsidiary corporation board of directors. ~~He shall file with the Secretary of the Louisiana State Medical Society a copy of the Articles and By-Laws and shall report to them, in writing, any changes made. He~~ **They** shall supervise the preparation of the official minutes of all meetings of the Board of Directors and General Membership and receive and care for all records and papers belonging to the Society, ~~including the Charter from the State Society. He~~ **They** shall establish and maintain a personnel management data base on the members of the Society, and for each applicant, that allows for verification of education, training, licensure status and all other qualification requirements for membership established by these By-Laws. ~~The Secretary shall furnish to the Secretary of the State Society and the Historian the names of all physicians accepted, deceased, rejected, probated, suspended, expelled or resigned from this Society. He~~ **They** will insure that timely reports are made to ~~the Louisiana State Medical Society,~~ the Louisiana State Board of Medical Examiners and other authorities of all required information related to any final corrective action taken by the Society against a member involving probation, suspension, or expulsion or adverse administrative action that rejects an applicant. The Secretary shall be responsible for the properties and paraphernalia of this Society.

Section 5

The Treasurer is the official custodian of all securities owned by the Society and the income therefrom subject to the Committee on Budget and Finance and the Board of Directors. ~~He~~ **They** will, subject to Committee and Board approval, ~~select a~~ **approve the** bank for deposit accounts.

and an investment agency to act as custodian and transfer agent for the Society's securities. The Treasurer shall receive all dues and monies belonging to the Society, and shall expend funds only by check, signed by any (2) of the following: President, Treasurer, or one of the Vice-Presidents. ~~He shall~~ **They will** keep an **ensure the** accounting of all funds **and expenses** of the Society ~~which may come into their hands and shall forward to the Secretary Treasurer of the State Society and the American Medical Association its quota of collected dues.~~ The financial records of the society and ~~each~~ of its subsidiary corporations shall be reviewed monthly by the Board of Directors and will be examined annually by an outside accounting firm.

Section 6

The Immediate Past President will serve as an officer and as a member of the Board of Directors and perform such duties as required by the President and Board of Director.

Section 7

The Historian will serve as an officer and member of the Board of Directors and shall assemble, correlate and preserve information concerning the history of the Society and biographical data from each member thereof.

Section 8

The Board of Directors, composed of the President, the President Elect/Vice-President, the 2nd Vice President, the Secretary, the Treasurer, the Historian, the Immediate Past President, and one director for every ~~fifty~~ **thirty-five (35) Active, Service, and Resident/Fellow** members or major fraction thereof, shall hold meetings each month, presided over by the President or one of the Vice Presidents in his stead. Official minutes of the meetings shall be kept by the Secretary, and a copy of these minutes shall be provided to each member of the Society. Minutes shall not be made public except as authorized at the discretion of the Board of Directors. ~~Eight~~ **Six (6)** members of the Board of Directors shall constitute a quorum, and a majority vote shall rule, except in reference to membership in the Society. Members of the Board are nominated and elected as set forth in Section 1 of this Article.

Section 9

The duties of the Board of Directors include the performance of all acts and transactions of all business for and on behalf of the Society subject to the limitations and conditions established by the Articles, By-Laws and other mandates of the Society. They will manage the property and conduct the affairs, work, and activities of the Society except as may be otherwise provided in these By-Laws. Any proposed resolution which would commit the Society to a definite policy shall be decided by a majority of the votes cast by the Board of Directors while meeting. Any policy action taken by the Board of Directors can be reversed at the first general or special meeting of the Society subsequent to the decision by majority of the votes cast on such a motion provided that **a quorum is present** and this intended action is promulgated to the membership at least 48 hours prior to the meeting. When the decision of the Board of Directors is reversed, any action, except that action which has already been started or taken and which cannot be undone, shall be immediately terminated.

Section 10

The Executive Committee of the Board of Directors shall include the President, President Elect/Vice President, 2nd Vice President, Immediate Past President, Secretary, Treasurer, and Historian. The committee will meet at the call of the President to conduct business on behalf of the Board of Directors when necessary between meetings of the Board. Action taken by the Executive Committee will be reported to the Board of Directors at the next regular meeting.

Section 11

Any officer or director neglecting his duty or violating the Articles or By-Laws may be removed from office after due hearings at any regular or special session of the general membership, provided 30 days notice be furnished in writing to the officer or director subject to recall. The complaint should originate from a majority of the Board of Directors or on the request of 50 **Basic A** active voting members of the Society. The recall requires a two-thirds **(2/3)** affirmative vote of those **Basic Active members** present and voting in the general membership meeting.

Section 12

The Board of Directors shall appoint an Editor of the "Bulletin" at the December meeting. Their editorial duties shall be outlined to them by the Board to whom they will be responsible. The Editor may attend meetings of the Board of Directors but shall not have a vote. The Editor will ensure that a copy of the Bulletin is provided to each member of the Society.

ARTICLE III Meetings

Section 1

At the beginning of each year the **incoming** Board of Directors shall establish a schedule of meeting dates, and the type of membership meetings for the ensuing year. Any regular membership meeting may be canceled or changed by the Board of Directors, or by vote of the Society, when necessary for the good of the Society provided the membership of the Society is notified of such change. A special meeting may be called by the President or the Board of Directors. A special meeting may also be called on written request of fifty **A** active voting members, such request stating the object of the meeting. No business except that stated in the call shall be transacted.

Section 2

Written notice of a general membership meeting shall be provided to each member in advance of the meeting. ~~Thirty-five~~ **Twenty-five (25)** voting members of the Society shall be considered a quorum. All members of the Society are eligible to attend a general meeting. Guests and medical-related exhibitors may be in attendance if authorized by the Board. Any matter affecting the welfare of the Society may be considered at a general meeting provided such business has been specified in the notice for the meeting. **The meeting may be a closed session if requested by the President and approved by the majority of voting members present.**

Section 3

The order of business for **membership** meetings shall be as follows:

1. Call to order by the President
2. Reading of the minutes of previous meeting
3. Committee Reports
4. Unfinished Business
5. New Business
6. Announcements
7. Program
8. Adjournment

The order may be changed if deemed advisable by the President

Section 4

All resolutions shall be presented in writing to the Board of Directors for review at a regular or special meeting prior to presentation for consideration by the Society membership.

ARTICLE IV

Commissions and Committees

Section 1

Each Commission shall consist of six or more members of the Shreveport Medical Society in good standing. Annual appointment of one-third of the members shall be made for three years by the President upon assuming office. The Commission Chairman shall be designated by the President, subject to approval of the Board of Directors. Appointments shall be made by the President to fill an unexpired term.

Section 2

Each Commission shall meet as scheduled by the Commission Chairman or upon request by the President or Board of Directors to consider business assigned to the Commission. The Commission shall report to the President and Board of Directors at appropriate intervals on those business items assigned. The Commission Chairman will assure minutes are recorded of all meetings and transmitted to the Society Secretary. No minutes will be disclosed or made public except as authorized by the Board of Directors.

Section 3

The following Commissions shall be established:

~~**1. Advisory Commission to Medical Society Auxiliary**~~

~~Shall maintain a liaison with and assist the Auxiliary as necessary and requested by the President and Board of Directors.~~

2. 1 Ethics and Judicial Commission

Shall consist of a minimum of nine members appointed for a three year term and so arranged that each year the terms of three members will expire. Members with expired terms are eligible for re-appointment to three year terms. Shall have peer review duties and corrective action responsibilities as outlined in Article VI regarding controversies, complaints and charges against members of unethical conduct or personal misconduct.

3. 2. Mediation Commission

Shall consist of six (6) members and be chaired by the Immediate Past President and have peer review duties authority and responsibilities as outlined in Article VI for the purpose of acting as liaison between the Medical Society, and public citizens, and physicians to help resolve controversies, complaints, and disputes.

4. 3. Ministration Commission Committee

Shall visit any member of the Society who is confined by a prolonged or serious illness, prepare suitable resolutions in case of death of a member, and shall report to each regular meeting of the Society. Notices from the Commission will be printed in the Bulletin each month.

5. 4. Public Health and Legislative Commission Committee

Shall function for the Society, and respond to the Board of Directors, in all matters concerning public health. Shall be responsible for keeping the members of the Society informed on a local, state and national level of laws, rules and regulations that are medical-related and have substantial effects on the medical profession and public health.

~~6. Public Relations Commission~~

~~Shall assume responsibility for the public relations of the Society and strive to establish and maintain excellent press relations with the media. Shall ensure close cooperation with the Louisiana State Medical Society and assist in establishing an effective communications program utilizing print and electronic media as a means to educate the public on health care issues and the medical profession.~~

Section 4

The President, upon assuming office, will appoint the following standing Committees and designate a Chairman, unless otherwise specified, to be approved by the Board of Directors. Each Committee member shall be a member of the Shreveport Medical Society in good standing, shall serve for one year, and be eligible for reappointment. Each Committee shall meet as scheduled by the Chairman, or upon request by the President or Board of Directors, and shall report at appropriate intervals on those business items assigned.

1. Membership Committee

Shall consist of the President-Elect as Chairman, and five other members, of which one is the Secretary. It shall review the credentials of all applicants and evaluate their professional, moral and ethical qualifications for membership. The committee shall report its findings to the Board of Directors with recommendations to elect, defer or reject an applicant. Any member of the Society may request an appearance before this Committee in the interest of or against the eligibility of any applicant. This Committee shall be available to investigate and assist fellow members in need and, when warranted, recommend to the Board of Directors measures which they believe should be taken by the Board of help alleviate the problem. In cases of severe financial need the Committee is authorized to recommend a waiver of dues for a specified time and in the most severe cases recommend efforts to provide some form of financial help of a temporary nature.

The amount of this aid if approved and the source shall be determined by the Board of Directors and administered by the Membership Committee.

2. Medicine and Religion Committee

Shall consist of a minimum of five members and a Chairman. Members shall be of various religious faiths and meet on call of the Chairman or when business is assigned by the President or Board of Directors. This Committee has the responsibility to:

- a. create a proper climate for communication between physician and the clergy,
- b. encourage meetings and discussions between members of the two professions to foster a better understanding of how each contributes to the healing process and the needs of patients, and
- c. ~~coordinate with the Louisiana State Medical Society participation by the Society in the annual Medicine-Religion week program activities.~~

3. Civic Assistance Committee

Shall consist of at least six members with a Chairman. The purpose of this Committee is to assist the SMS Board of Directors, as needed, in the management and administration of its subsidiary corporation SMS Civic Assistance & Education Fund, Inc. The duties and responsibilities of this Committee shall be in accordance with the mission statement and operating guidelines established by the Board of Directors. The Committee shall meet when called by the Chairman or when business is assigned to them by the President or Board of Directors.

4. Nominating Committee

Shall consist of five members, two of whom shall be the two living most recent Presidents. The other three shall be appointed by the President. The Chairman will be the Immediate Past President. ~~No member shall serve more than two successive years.~~ This Committee shall be announced in the Bulletin at least three **two** months prior to the **August/**September membership meeting and shall submit one nomination for each office, board, and delegate positions which shall be announced in the Bulletin at least ~~two~~ **months** prior to the **August/**September meeting.

5. Media **and Public Relations Committee**

This Committee will have a Chairman and one or two members designated by the President for each medical specialty to serve as spokespersons on medical related media or public inquires in their specialty areas. Designated members are authorized to respond directly to the media agency or person requesting information in their specialty areas in a manner which conforms to the scientific standards held by their respective medical specialty. All other requests for information should be referred to the President **and/or** **Board of Directors**.

6. Women in Medicine Committee

Shall have a minimum of five members. This Committee shall meet when called by the Chairman or for business assigned to it by the President or Board of Directors. It shall provide leadership to the community of women physicians and recommendations to the

Board of Directors on measures that can be taken to increase women physician participation in the Society and the federation of organized medicine.

7. Articles and By-Laws Committee

This Committee will consist of a Chairman and five members to review the Society's Articles and By-Laws for accuracy and conformance to the policies, rules and regulations adopted by the Board of Directors, and general membership, and, when applicable, the Louisiana State Medical Society By-Laws criteria for election of candidate to LSMS office and delegates to the House of Delegates.

8. Emergency Medical Service Committee

This Committee will consist of a Chairman and Vice-Chairman and physician members of the Society who have an interest in EMS medicine. The Committee will meet when called by the Chairman, or requested by the President or Board of Directors. The Emergency Medical Service Committee will be the agent for the Society in carrying out the statutory authority assigned by Louisiana law for reviewing and approving transport and treatment protocols for use by authorized emergency transport personnel within the jurisdiction of Caddo and Red River Parishes. The Committee Chairman or his designated representative will provide reports to the Board of Directors on Emergency Medical Service meetings, actions taken on protocols reviewed, and all issues affecting the medical community Emergency Medical Service system. Final nNotification of protocol approval or denial will be made by the ~~Society President after the Committee's report to the Board~~ Committee Chairman after notification has been made to the Board of Directors. The Committee will provide representation to attend Emergency Medical Service meetings called by the Shreveport Fire Department EMS Task Force.

9. Budget and Finance Committee

Shall be chaired by the Treasurer and consist of at least five members. The Committee will meet as called by the Chairman or President. The Committee will be responsible for preparing and submitting the annual fiscal year revenue and expenditure budget for review and approval by the Board of Directors and accepted by the membership.

10. Bulletin Committee

Shall be chaired by the Bulletin Editor. The Committee will consist of at least five members ~~and include the current President of the Shreveport Medical Society Auxiliary as an advisor. The Committee Chairman will advise and assist the Bulletin publisher, Shreveport Medical Society Services, Inc. on matters pertaining to Bulletin production, advertisement, editorial content, and distribution.~~

11. ~~Dr. Pattie~~ W. Van Hook, M.D. Memorial Trust Fund Committee

Shall consist of a Chairman and two other members. The purpose of this Committee is to assist the President and Board of Directors in management and administration of the donated restricted trust funds ~~and its administration~~ in accordance with the terms and conditions of Dr. Van Hook's family members as expressed in their letter of August 17, 1994 which was approved by the Shreveport Medical Society Board of Directors on October 10, 1994. Any change and/or revision to the terms and conditions requires

approval by the Board of Directors after consultation with any immediate family members of Dr. Van Hook, if possible.

Section 5

The President shall have the authority and power to appoint any special committee which he deems necessary.

ARTICLE V Rules of Conduct

Section 1

All members of this Society shall adhere to the current code of medical ethics adopted by the House of Delegates of the Louisiana State Medical Society which are interpreted and applied by ~~that Society~~ and the Shreveport Medical Society.

Section 2

Nothing in these By-Laws is intended to restrict or regulate truthful, non-deceptive advertising and lawful contracting by members of the Society.

Section 3

All members of the Society are subject to administrative and corrective action pursuant to the enforcement of the provisions of these By-Laws and any applicable rules or regulations adopted pursuant to these By-Laws. Administrative communications may be directed to members requesting their attention to and compliance with these rules and other generally accepted standards of professional performance and personal conduct. Corrective action may be taken against a member for any of the following reasons:

1. Violation of the Articles and By-Laws of this Society;
2. Violation of ethical conduct as defined by this Society;
3. Conviction of a felony crime;
4. Demonstrated unprofessional conduct that tends to bring the medical professional into disrepute;
5. A member's failure to cooperate with the Ethics and Judicial Commission or Mediation Commission provided that appropriate notice has been given.

Section 4

The corrective action sanctions that may be taken against a member under the provisions of these By-Laws are as follows:

1. **Censure** - This may be either a written or oral warning or simple reprimand issued to a member whose conduct has been found to be unbecoming and in violation of these By-Laws and rules of conduct. This action may be taken by the Ethics and Judicial Commission or voted by the Society.
2. **Probation** - This action may be taken by the Ethics and Judicial Commission when approved by the Board of Directors or voted by the Society members for a period not to exceed one year, during which time the member's conduct will be monitored and/or evaluated. If a member is found not to be in compliance with the terms of the probation they shall be required to appear before the Ethics and

Judicial Commission. During the term of probation, the member shall retain all rights and privileges in the Society except the right to hold elected office.

3. **Suspension** - Membership in the Society may be suspended by the Society members for a period of up to two years for serious breach of conduct and violation of these By-Laws. During suspension the member shall be denied the right to hold office, to vote, to serve on committees, or to participate in the deliberations of the Society, but shall retain all other rights and obligations including the payment of dues. A suspended member may apply for reinstatement after six months, unless suspended for a lesser period of time. Application of reinstatement must be made as for original membership. A member who has been suspended a second time will automatically be expelled.
4. **Expulsion** - A member expelled by the Society for a serious breach of conduct and/or By-Law violation shall be denied all rights and privileges of the Society beginning on the date of expulsion. An expelled member shall be eligible to reapply for membership after one year from date of expulsion, on the same terms and in the same manner as an original applicant. A member who leaves the Society while corrective actions proceedings are pending shall be eligible to reapply for membership after five years from the date of expulsion on the same terms and in the same manner as an original applicant.

In addition, the Ethics and Judicial Commission may impose upon the member:

1. Such administrative and corrective actions for the member to take as may be warranted by the Ethics and Judicial Commission findings.
2. Such remedial action with reference to third parties as may be appropriate under the Ethics and Judicial Commissions findings.
3. Such additional education or clinical training as may be deemed to be appropriate under the Ethics and Judicial Commission findings.

Automatic corrective action will be taken by the Board of Directors in the following types of cases:

1. **Failure to pay dues** - If the Society has not received dues from a member by ~~February~~ **March 31st**, the member shall be contacted and ~~then~~ notified that unless their dues are paid by the date specified in the notice their name shall be removed automatically from the rolls of the Society ~~and the Louisiana State Medical Society~~. A member who has been dropped from the membership rolls for non-payment of dues may be reinstated upon payment of the entire amount of annual dues for the year of reinstatement.
2. **Failure to maintain license to practice medicine** - If the Society is officially informed that a member's license to practice medicine issued by the Louisiana State Board of Medical Examiners has been revoked or suspended, the member shall be removed automatically from the rolls of the Society ~~and the Louisiana State Medical Society~~. **However**, ~~for licensure suspensions by the Louisiana State Board of Medical Examiners for less than 90 days~~ **or less** ~~the provisions of the Louisiana State Medical society By-Laws Article X Paragraph E 3 will apply~~

persons who need the information to assure the orderly and effective administration of the Board of Directors and peer review Commissions or Committees. Commission/Committee Chairman will ensure that each member is instructed regarding the requirement to maintain confidentiality and the President will instruct members of the Board of Directors. Peer Review Commissions and Committees and the Board of Directors will meet in closed or executive session on each occasion when conducting professional peer review. Exceptions to this confidentiality requirement may occur when a complaint is referred to another institution or agency, or when reports of any adverse corrective action taken by the Society are made to authorized agencies, or when appropriate notification approved by the Board of Directors is made to the public.

Section 4

The Ethics and Judicial Commission will carry out its duties and responsibilities in accordance with the By-Laws and Commission Rules that have been approved by the Board of Directors. If a member is not immediately available to perform the functions of the Commission because of conflict of interest or other reason, temporary members may be appointed from the membership at large by the President to perform Commission functions. The commission Chairman may appoint physicians or lay persons as consultants or advisors as necessary but they shall have no vote. The Commission may conduct investigations, informal reviews and formal hearings as to the conduct of members. Complaints may be filed against a member directly with the Commission Chairman or through the President. If in the judgement of the majority of Commission members a formal evidentiary hearing should be held, written notice of the hearing and a summary of the charges and allegations shall be furnished to the accused member and all parties concerned at least thirty days prior to the hearing. All parties concerned shall be entitled to be represented by counsel and receive written findings and conclusions with respect to the allegations or charges. The accused member shall have the right to challenge any member of the Commission for improper interest or bias. Challenges shall be decided by the remaining members of the Commission, if any. If all members of the Commission are challenged, the Executive Committee shall decide the challenges. If the accused member, after notice, fails to attend the hearing shall be held. The Commission shall act by majority vote of those members present. The Commission shall (a) exonerate the members, (b) take administrative action (c) censure the member, (d) recommend probation by the Board of Directors, or (e) recommend suspension or expulsion to the Society general membership. When circumstances warrant, the Commission may report allegations and findings to the Louisiana State Board of Medical Examiners. Decisions of the Commission are considered final within the Medical Society ~~but may, on request, be appealed to the Louisiana State Medical Society.~~

Section 5

The authority and responsibility of the Mediation Commission are established by the By-Laws and Commission Rules approved by the Board of Directors. A written complaint received from the public against a ~~physician practicing within Caddo and Red River Parishes~~ **member** will be reviewed and investigated by the Commission. When possible the Commission's judgment and solution in the matter shall be rendered satisfactory to all parties involved. Summary reports and recommendations on all cases shall be submitted by the Commission Chairman, or his designated representative, to the Board of Directors at the first meeting following the solution. Notice to the public for each case shall be given as authorized by the Board of Directors. The Mediation Commission may, based on its findings, recommend administrative action be addressed to a

physician, but shall recommend to the Board of Directors that cases be referred to the Ethics and Judicial Commission or other appropriate agency when corrective action may be warranted.

Section 6

The Membership Committee shall carry out its duties and peer review responsibilities as set forth in the By-Laws and Committee rules approved by the Board of Directors. All membership applications will be referred to the Membership Committee by the Board of Directors to verify the applicant's credentials and to evaluate their professional, moral, and ethical qualifications for membership. Members of the Society and the applicant may request an appearance before the Committee to provide information relevant to the applicant's qualifications, or the Committee may request the applicant or member to appear for such purpose or to provide written information.

Section 7

All patient related personal and treatment information requested, received, and acted on by the two peer reviews commissioners during the performance of their duties assigned by the By-Laws will be restricted and protected as confidential protective health information under the provisions set forth in the HIPAA federal regulation. Any unauthorized disclosure of protected health information will be reported immediately to the SMS Board of Directors.

ARTICLE VII Finance and Disbursements

Section 1

Funds for meeting the administrative and operational expenses of the Society shall be raised by annual dues, special assessments, event charges, contributions, and investment dividends, and management fees from the Society's subsidiary for-profit corporation Shreveport Medical Society Services, Inc., and charity SMS Civic Assistance & Education Fund, Inc. and any other wholly-owned subsidiary corporation.

As authorized in Article I Section 3 of these By-Laws, annual dues and special assessments shall be set by the Board of Directors and approved by a majority vote of the Society. Notification of event charges and requests for member contributions shall be as determined by the Board of Directors and may be subject to approval by the Society.

The SMS Board of Directors will function act on behalf of the SMS as the Employer in the development and administration of a qualified 401(k) retirement plan for SMS employees, with provisions for annual profit sharing contributions if approved by the Board. The Board of Directors will appoint the Administrator and Trustee for the Retirement Plan the employees' simple IRA plans and in determining the Employers defined annual contribution to the plans.

Section 2

The Society shall collect all dues, assessments, contributions, and membership event charges, and also serve as a billing and collection agent of annual dues and special assessments for the Louisiana State Medical Society and the American Medical Association when requested and approved by the Board of Directors and forwarded in accordance with the agreed terms.

Accounting records will be maintained of all collections, deposits and payments. SMS and subsidiary corporate funds will be deposited in accounts or certificates that earn the Society interest and/or dividends when possible.

Section 3

The Society annual dues are payable in advance on or before January 1 and will be considered delinquent on March 1 and are not refundable after January 1. ~~No member shall be reported to the State Medical Society as in good standing until their dues, both for the local and state society, have been paid.~~ The Board of Directors may attempt to contact any member who has not paid their outstanding dues as to the reasons for the delay. The Secretary shall notify delinquent members no later than March 15th by certified letter and/or electronic message that unless their dues are paid, by the date specified in the letter communication they will be automatically dropped from the membership rolls effective that date for nonpayment of dues. ~~This action will be reported to the Louisiana State Medical Society for removal from their rolls in accordance with their By-laws.~~ A member who has been dropped from the membership rolls for non-payment of dues may be reinstated upon payment of the entire amount of dues for the year of reinstatement. Former members may request reinstatement within three (3) years from the year of their termination for approval by the Board of Directors.

Section 4

New members joining after January 1 shall pay their dues on a prorated basis. After the first day of July and before the first day of October new members shall pay one-half of the annual dues for the fiscal year which runs from November 1 to October 31. After the first day in October, they shall pay one-fourth of the annual dues for the fiscal year. ~~The proration of dues collected for the State Medical Society will be in accordance with their By-laws.~~

Section 5

A member suffering from severe financial handicap may request that payment of their annual dues to the Shreveport Medical Society ~~and/or the Louisiana State Medical Society~~ be postponed. The request shall be in writing addressed to the Society's Board of Directors for review ~~and forwarding to the State Medical Society~~ for consideration. If approved, the member will be provided with a specified schedule of repayment. During the period of postponement, the member shall continue with all the rights and other obligations of their membership.

Section 6

A special assessment on the membership may be made from time to time requiring a two-third majority vote of the present and voting members of the Society at any regular meeting. Such an assessment shall be only for the purpose of meeting expenses incurred by the Society for activities ~~provided for by the Articles and By-Laws~~ approved by the Society. All dues paying members, unless exempt by these By-laws, are required to pay the assessment by the date specified in the motion creating the assessment. Failure to pay the assessment will subject the member to being dropped from the rolls of the Society. A member who has been dropped from the rolls of the Society for non-payment of an assessment cannot be reinstated until such indebtedness has been discharged.

Section 7

The Board of Directors may authorize an event charge for members, spouses, or guests to help cover the cost of the an event, and in some instances event sponsors and medical exhibitors may be solicited for financial support of the an event and or other mission related project and educational activities approved by the Board of Directors to be funded through the Society's custodian accounts in a subsidiary corporation.

Section 8

When approved by the Board of Directors, contributions and/or donations may be solicited from members and outside sources, and unsolicited donations accepted, to fund Board and committee activities that help accomplish the mission objectives of the Society. Solicited and donated funds will be deposited in the general fund or a specially established custodian account, ~~in a subsidiary account.~~ These Restricted funds shall be administered as custodian accounts whose amounts are restricted for use by the Board or designated Committee for purposes authorized by the programs the custodian accounts represent.

Section 9

The Board of Directors shall act for and on behalf of the Society membership as the ~~shareholder of all the capitol stock of the for profit subsidiary Shreveport Medical Society Services, Inc. (SMSS, Inc.) and~~ owner of the SMS Civic Assistance & Education Fund, Inc. (SMS CAEF), 501(c)3 subsidiary corporation. ~~The Medical Society's Board of Directors shall hold an annual meeting in December each year for the selection of SMSS, Inc. directors and the transaction of other business. A special meeting of shareholders may be called at any time by the Medical Society President or on the request, in writing, to the President of a majority of the Board of Directors. Matters involving major policy decisions regarding ownership and operations of SMSS, Inc. May be referred to the society membership for consideration, approval, or rejection. The society's Board of Directors will review the monthly and annual financial statements of SMSS, Inc.. Logistical, management and administrative services provided by the Society to the SMSS, Inc. will be reimbursed for the actual cost or at a fair market value rate. Any stock dividends received by the Society from SMSS, Inc. will be deposited in the general fund and available for unrestricted use for purposes authorized in these By-Laws. The Board of Directors is authorized to make an emergency loan to SMSS, Inc. if necessary to meet capital shortages for operation to be repaid at the applicable federal interest rates effective on the date of the loan.~~

Section 10

Funds may be appropriated as provided in these By-Laws for such purposes as will promote the welfare of the Society and the profession. A budget of projected revenue and expenditures will be developed by the Budget and Finance Committee in advance for each fiscal year allocating sufficient funds to carry on the business of the Society. This budget will be submitted for approval by the Board of Directors and to the Society membership for acceptance prior to the beginning of the new fiscal year on November 1.

Section 11

Funds for necessary administrative expenses and operational activities authorized by the adopted budgets or the Board of Directors for the SMS and SMS CAEF shall be disbursed by the Treasurer on voucher check signed by any two of the following officers: president, president-

elect, 2nd vice-president, and treasurer. In the event of an emergency and only one of the signers is available, a disbursement may be made on signature of the available authorized signer.

Section 12

The SMS will be reimbursed by the receive a payment annually from the SMS Civic Assistance & Education Fund, Inc. each year for the logistical support, and management and administrative services provided by the SMS staff. The SMS Board of Directors may elect to forgive all or a part of the annual budgeted management services fee for SMS CAEF, Inc.

ARTICLE VIII **Balloting**

Section 1

In the election or recall of officers; in the amending of the Articles and By-Laws; in the imposition of corrective action against members; in the election of membership applicants referred to the Society by the Board of Directors; the voting ~~must~~ shall be by secret ballot. The Secretary or officer designated by the President must call the roll of those members in good standing and qualified to vote and only such members are entitled to vote. The Secretary, and two tallymen appointed by the President, shall count the ballots and report the results. In the election of officers, if there are no nominations other than by the Nominating Committee, the President may ask the membership that the election be made by acclamation and will be so done if there are no objections. In amending the Articles and By-Laws, the President must have unanimous consent from the Society to vote by open ballot.

Section 2

On votes to be taken by the Board of Directors the President, or majority vote of the Board members present, shall decide whether to vote by open or secret ballot unless otherwise stipulated in these By-Laws.

ARTICLE IX **LSMS House of Delegates**

Section 1

~~Representatives~~ SMS Delegates to the Louisiana State Medical Society House of Delegates shall be elected, insofar as possible, for a period of three years. One-third of the delegates shall be elected each year for a three-year term, thus insuring overlapping terms. ~~All delegates in excess of multiple of three, to which the Society is entitled, shall be elected for one year.~~ Alternate delegates will be elected annually. For each delegate and alternate delegate to be elected, the Nominating Committee shall submit one nomination for each allotted position which shall be announced in the Bulletin ~~at least two months~~ and published prior to the August/September voting meeting. Election of delegates and alternates shall be held at the same time as the election of Shreveport Medical Society officers and directors. Prior to the annual meeting of the House of Delegates the Louisiana State Medical Society shall be allocate to the SMS the number of authorized delegates for the Society as set forth in LSMS By-Laws. The SMS will officially notified by the LSMS prior to January 1 of the names of delegates and alternates. Any adjustments

made to the list after this submission ~~must~~ will be reported to the Louisiana State Medical Society. In case of a vacancy, from any cause, a delegate to fill the unexpired term shall be elected at the next regular election. When a delegate or alternate delegate is unable to attend a the annual meeting, the President of the Society may appoint a substitute delegate who, on presenting properly signed credentials or identification, shall be seated by the LSMS in the House of Delegates.

Section 2

Resolutions to may be submitted by the Society to the House of Delegates ~~must be approved by the Board of Directors~~ for consideration in accordance with the LSMS By-Laws. Input for Resolutions may be submitted from the membership. ~~When drafted in the required format and approved by the Board of Directors they will be announced in the Bulletin and presented to the membership at the next regular meeting.~~ Resolutions to be introduced by a SMS delegate should be reviewed by the Board of Directors prior to the submission.

Section 3

~~The~~ Chairman of the SMS Delegates ion shall be the President of the Society or ~~his~~ their designee. The Chairman or designee shall ~~prepare and~~ submit a report on the meeting to the Society membership at the first meeting following ing the HOD Annual Meeting or Special Meeting of the House of Delegates.

Section 4

Any eligible member of the Society may seek its endorsement and nomination for election by the LSMS House of Delegates as a general officer; as a delegate or alternate delegate to the American Medical Association; as a district counselor or alternate counselor; or as a member or alternate member of the Louisiana State Medical Society Council on Legislation; or for other positions for which the Louisiana State Medical Society seeks nominations. The criteria for determining the eligibility for election to a position within the LSMS will be established in the LSMS By-Laws. If the Board of Directors endorses or approves the nomination it will be presented by the Chairman of the Delegation, or ~~their~~ the candidate's designated representative, to the LSMS and/or House of Delegates. ~~for election.~~

ARTICLE X Rules of Order

All meetings of the Society membership, Board of Directors and Committees shall be governed by the parliamentary rules and usage contained in the latest edition of "Sturgis Standard Code of Parliamentary Procedure", in all cases not covered by the Articles and By-Laws.

ARTICLE XI Awards and Honors

Section 1

The Society may honor a member or non-member by awarding them the Distinguished Service Award of the Shreveport Medical Society. This award may be given to any person-physician or non-physician residing in or out of the Shreveport area -- who has made an outstanding

contribution to the advancement of medicine in this area. Candidates for this award shall be nominated by the membership on request by the President in sufficient time to allow for the selection and award presentation at the annual officers installation banquet. From the list of nominees, a Distinguished Service Award Committee appointed by the President and approved by the Board of Directors will select any number of best qualified candidates and present them to the Board of Directors who, except for the President, will vote by secret ballot for final selection. The election results will be tallied by the Distinguished Service Award Committee and remain confidential until the presentation of the award. In the case of a tie, the President will cast a vote in secret to the Distinguished Service Award Committee to break the tie, at which time the Committee Chairman will announce **to the Board of Directors and staff** that a nominee has been selected.

Section 2

Members of the Society may be nominated for the Louisiana State Medical Society Distinguished Service Award, selection to the Louisiana State Medical Society Hall of Fame, and other appropriate awards sponsored by the Louisiana State Medical Society and American Medical Association. Selection of these nominees who meet the criteria established in the Louisiana State Medical Society By-Laws or by the American Medical Association will be made by the Board of Directors.

Section 3

An Annual LSU Medical Student-Shreveport Honor Award shall be made by the Society as recommended by a committee appointed by the President. The award recipient will be a graduating senior selected by ballot of their classmates and the clinical faculty as exemplifying the best doctor-patient relationship. The honoree will be presented a plaque with an award determined by the Board of Directors. ~~Their name will be placed on a permanent plaque to be exhibited in the medical school.~~

Section 4

As custodian of the **restricted** Pattie W. Van Hook, M.D. Memorial Trust Fund the Medical Society President, with approval of the Board of Directors, will appoint a Committee to select annually a **qualifying** senior medical student for an award in recognition of their outstanding community work or participation and accomplishments in organized medicine. The Committee is also authorized to select an organization or group which the student recipient was associated with for an award. The Board of Directors and Committee will be guided in their selection process by the guidelines provided in the August 17, 1994 letter **of donation** to the Shreveport Medical Society by the family of Dr. Van Hook.

Section 5

Appropriate letters of communication and appreciation may be authorized by the Board of Directors on behalf of the Society to physicians and non-physicians in recognition of their outstanding contribution to the medical society, medical profession, and public health.

ARTICLE XII
Indemnification and Limitation of Liability

Section 1

Indemnification. The Board of Directors of the Society shall take such action as may be required to cause the Society to indemnify and reimburse all persons entitled to the benefits of such indemnity or reimbursement pursuant to the provisions of this Article.

Section 2

Limitations of Liability. No officer or director of the Society shall be personally liable to the Society or its members for monetary damages for breach of fiduciary duty as director or officer, except for liability for:

1. breach of the officer's or director's duty of loyalty to the Society or its members;
2. for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
3. for any unlawful or unauthorized dividend or any other unlawful or unauthorized distribution, payment or return of assets made to members; or
4. or any transaction from which the officer or director derived an improper personal benefit.

If Louisiana law is hereafter amended to authorize corporate action further limiting or eliminating the personal liability of officers and directors, then the liability of each officer and director of the Society shall be limited or eliminated to the full extent permitted by such law as amended from time to time. Neither the amendment nor repeal of this Article, nor the adoption of any provisions of the Society's Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article, in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would occur or arise, prior to such amendment, repeal or adoption of any inconsistent provision.

ARTICLE XIII
Amendments

These By-Laws may be amended at a regular meeting of the membership by a two-thirds vote of the members present, provided a quorum is present.

No amendment of the By-Laws will be made at a meeting until all business of that meeting shall have been completed. No business shall be presented at a meeting after any portion of these By-Laws shall have been amended.

APPENDED DOCUMENTS

The Shreveport Medical Society Board of Directors and the Louisiana State Medical Society Board of Governors or House of Delegates may create documents which ~~are~~ may be appended to these By-Laws. Although not a part of the By-Laws, these appended documents are may be referenced in the SMS By-Laws and are equally binding, but may be adopted and modified more expeditiously.

LOUISIANA STATE MEDICAL SOCIETY PRINCIPLES OF MEDICAL ETHICS

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

Preamble

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

Principle 1

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

Principle 2

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

Principle 3

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

Principle 4

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

Principle 5

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

Principle 6

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

Principle 7

In the practice of medicine a physician should limit the source of his professional income to medical services rendered by him, or under his supervision, to his patients. His fee should be commensurate with the services rendered and the patient's ability to pay. He should neither pay

nor receive a commission for referral of patients. Drugs, remedies, or appliances may be dispensed or supplied by the physician provided it is in the best interest of the patient.

Principle 8

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

Principle 9

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

Principle 10

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

Adopted by the House of Delegates on March 13, 1983

ETHICS AND JUDICIAL COMMISSION

Rules and Regulations

Purpose

To establish a procedural component to the Medical Society's peer review program to enforce personal and professional conduct of physicians that is supportive of the program's substantive component codified in the By-Laws.

General

The Ethics and Judicial Commission shall execute its authority and responsibility as set forth in the SMS By-Laws Article IV 3 (2), Article V, and Article VI.

The function of the Ethics and Judicial Commission shall be to conduct impartial reviews, and when warranted, fair and objective hearings on written complaints against members alleging unethical behavior or professional misconduct to determine the facts based on the information presented and to render a decision. The commission Chairman, or the Commission by majority vote, may also initiate a review and a hearing, if needed, based on information the Commission has received.

Complaints may be filed against a member directly with the Ethics and Judicial Commission Chairman or through the President of the Society.

When the complaint is brought before the Ethics and Judicial Commission initially, no report except to the complainant and the physician need be made of the informal review and any administrative or corrective action taken or any formal hearing unless in the majority opinion of the Commission a serious breach or ethics or conduct has been committed, in which case the Commission shall report any recommendations for probation, suspension, and expulsion to the Board of Directors for action.

When the complaint is filed with the President it must be reported to the Board of Directors at the first regular meeting after the complaint is filed or to a special meeting, if called, and the entire matter shall be referred immediately to the Ethics and Judicial Commission. The Commission Chairman will report their findings, actions and/or recommendations to the President who with concurrence of the Board of Directors will respond to the complainant and physician as appropriate.

The Commission Chairman must notify the accused member, or member deemed to have displayed questionable conduct, and conduct an informal review of the complaint using the commission members as they deem appropriate. The Commission may seek additional information related to the complaint from the originator or other knowledgeable parties and call before them any member for review of the allegations or questionable conduct. The Commission may request the accused to respond to the allegations or questionable conduct in writing. If deemed appropriate by the Commission Chairman, or the designated representative, efforts should be made to mediate between the complainant and accused physician to resolve the problem. Should the informal review show by a majority of commission opinion that a member's conduct has been unbecoming, the Commission may take administrative or corrective

action upon them as authorized in the By-Laws except for probation, suspension, and expulsions sanctions which may only be taken after voted by the Board of Directors or general membership in accordance with the By-Laws.

Should the Commission findings of the informal review show by a majority vote that a serious breach of ethics or conduct has been committed the Commission may conduct a formal hearing on the referred charges or written charge prepared by the Commission in accordance with the provisions of the By-Laws and the current Commission Hearing Rules as approved by the Board of Directors for the conduct of a hearing.

If charges against a member are reported to the Board of Directors by the Ethics and Judicial Commission with recommendations for probation the Board of Directors will vote to reject or accept the recommendation by secret ballot. If the recommendation is for suspension or expulsion, the Board must refer this to the Society. The physician accused shall be given notice by certified mail of the general membership meeting at which time the Ethics Commission report is to be rendered. A Two-thirds vote by secret ballot of the voting members present shall be required to suspend, expel or take other actions against the accused member. In the event that the member does not appear, after due notification, or secure a delay due to circumstances deemed acceptable by the Board of Directors, they shall be liable to the corrective action sanction approved by the Society vote.

An administrative or correction action decision by the Ethics and Judicial Commission, or the Society membership, shall be subject to appeal by the physician or complainant before the Louisiana State Medical Society pursuant to the provisions of their By-Laws, rules and regulations provided the physician is also a member of the LSMS and the complaint was forwarded by the LSMS Board of Councilors for consideration and appropriate action by the parish society. The filing of an appeal shall automatically delay enforcement of the corrective action until the appeal is completed. The Ethics and Judicial Commission and the Board of Directors shall have authority to take any action appropriate to preserve the effectiveness that the administrative or corrective action decision will have if upheld on appeal.

The Ethics and Judicial Commission shall not render a decision or take a position on complaints that are in litigation, under investigation by an outside agency, or in the process of being introduced in considered for litigation until the investigation and legal process has been concluded unless directed otherwise by the Board of Directors.

The Ethics and Judicial Commission may, if deemed warranted by the Commission Chairman, or a majority vote of the Commission members, refer a complaint to an appropriate outside agency for information and/or processing as a matter under their jurisdiction.

All information regarding the nature of the complaint against a physician and its processing status will be strictly confidential and not released or discussed by any member of the Commission with persons or agencies unless specifically authorized by the Commission Chairman or the Board of Directors based on a "need to know" determination justifying access to the information. Any protected health information will remain confidential and disseminated only as needed to enable the Commission to complete its review.

Review

The Commission Chairman, or their designated member will screen the complaint and if deemed necessary will initiate and conduct an informal review using other Commission members as necessary.

The Review should include one or more of the following steps:

- interview of the complainant, the physician and any other person who has knowledge of the facts involved which may be oral or conducted through written correspondence,
- examination of **protected health information in** medical records that are relevant,
- examination of medical society records of any previous cases concerning the physician.

If, at any time during the review, the reviewer believes that the physician presents a threat to the health or welfare of his/her patients, this should be reported to the Commission Chairman and all appropriate steps should be taken to protect the patient. Potential responses include notification of the state licensing board, notification of the medical staff at the hospitals at which the physician has privileges, and notification of the physicians practice partners. If it become apparent during the review that referral of the complaint to another institution or agency is appropriate, then the complaint should be referred if approved by the Commission Chairman or a majority of commission members.

Reviews should be conducted as quickly as possible and every effort should be made to complete them within 60-90 working days. When physicians, complainants or other parties are asked to respond to allegations or questions, reasonable but strict deadlines should be given for their responses.

Upon completion of the review, the reviewer should make a report to the Commission on their findings. After the Commission reaches a decision, it should notify the complainant and the physician of its decision along with an explanation for its conclusions. This notification will be referred to the Board of Directors for submission if the complaint was initially received by them or the President. No report will be made by the Commission after the review if the matter is referred to a formal hearing for processing.

The Commission may reach one of the following conclusions based on the review:

- a) the physician did not act improperly and therefore no further proceedings are warranted;
- b) the matter should be referred to a formal hearing and/or another agency or institution for further proceedings;
- c) the physician acted inappropriately and warrants appropriate administrative and/or corrective action authorized in the By-Laws;
- d) efforts should be made to resolve the matter through mediation.

Hearing

In cases where the complaint is referred by the Commission to a formal hearing, the hearing will be conducted by the Commission in accordance with the current Commission Hearing Rules approved by the Board of Directors.

MEDIATION COMMISSION Rules and Regulations

Purpose

To establish a procedural component to the Medical Society's peer review program that enables the Mediation Commission to act as a liaison between the Medical Society, the public, and physicians in an attempt to resolve controversies, complaints, and disputes that is supportive of the program's substantive component codified in the By-Laws.

General

The Mediation Commission shall execute its authority and responsibility as set forth in the Shreveport Medical Society By-Laws Article IV 3 (3), Article V and Article VI.

The function of the Mediation Commission shall be to act as liaison between the Society physicians and the citizens served by them for the purpose of making a good faith effort to resolve complaints and disputes.

Complaints from the public addressed to the President, Secretary, Board of Directors, or the Commission against any physician **member** practicing within Caddo and Red River Parishes will be referred to the Mediation Commission Chairman for review pursuant to the By-Laws and these rules. The Commission Chairman will be supported by the Commission members as needed. When possible, the Commission Chairman's judgement and solution in the matter shall be rendered satisfactory to all parties involved.

Summary reports on all cases shall be submitted by the Commission Chairman to the Board of Directors at the first meeting following the solution. Notice to the public as recommended by the Mediation Commission Chairman shall be given as authorized by the Board of Directors.

The Mediation Commission Chairman may upon review, recommend appropriate administrative actions for a member, but shall recommend to the Board of Directors that a complaint screened against a member be referred to the Ethics and Judicial Commission or other appropriate agency for review when corrective action may be warranted based on the allegations or determination by the Commission Chairman that the physician's conduct may have been unethical or illegal.

The judgement and solution proposed by the Mediation Commission Chairman become final when approved by the Board of Directors.

The Mediation Commission Chairman shall not render a decision or take a position on complaints that are in litigation, under investigation by an outside agency, or in the process of being introduced in litigation unless directed otherwise by the Board of Directors.

Review

The Commission Chairman, or their designated Commission member, will screen the complaint and conduct an informal review using the other Commission members as deemed necessary.

The Review should include the following steps:

- examine the merits of the complaint,
- request a written response from the physician regarding the complaint and any allegations against them,
- evaluate the physician's response to the complaint,
- determine if a mediation of the dispute is appropriate to attempt to resolve the complaint,
- if warranted recommend appropriate administrative action for the physician to the Board of Directors,
- prepare a written response to the complainant regarding the Commission's judgement and solution for approval by the Board of Directors.

The Commission shall make no attempt to mediate fee disputes. If a judgment is made that the physician may have engaged in fee gauging the matter will be immediately referred to the Ethics and Judicial Commission.

All information and correspondence received and considered by the Commission and Board will be handled as confidential material not for disclosure unless approved by the Board of Directors.

