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# Louisiana Gastroenterology Society

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## LOUISIANA GASTROENTEROLOGY SOCIETY, INC.

### BY-LAWS

#### ARTICLE I - MEMBERSHIP

The Society endorses the policy of nondiscrimination in regard to its membership, leadership, committees, councils, and employment. It does not allow discriminatory or prejudicial action in written communication or oral presentation based upon race, gender, religion, ethnic origin, sexual orientation, political affiliation, or physical disability in its authorized meetings or publications.

There will be (5) classes of membership: Active, Senior, Honorary, Associate, and Trainee. Only active members in good standing shall have the right to vote and to hold elective office. All applicants for membership are required to demonstrate high ethical and professional standards.

#### Section 1 - Active Membership

##### A) Requirements

- 1) Graduation from a recognized medical school with a degree of Doctor of Medicine or Osteopathy.
- 2) Authentic and unlimited medical license. Active members must be licensed in the state of Louisiana.
- 3) Evidence of certification by the appropriate specialty board or documented evidence of eligibility to sit for such board examination.
- 4) Applicants shall demonstrate a major interest in the field of gastroenterology and document such interest.
- 5) Such applicants shall endeavor to exhibit honorable humanistic qualities and adhere to the AMA Code of Ethics in their professional pursuits.
- 6) Special training and demonstrated skill in the broad field of gastroenterology and/or

gastrointestinal endoscopy to the satisfaction of the Membership Committee and Governing Board.

B) Procedure

- 1) The applicant is responsible for the completion of the application form supplied by the Secretary/Treasurer of the Society. The applicant is responsible for the direction two professional references to the Secretary/Treasurer. These references should be from two active members of the Society or one active member and the Chairman of the applicant's training program or Chief of Service.
- 2) The Secretary of the Society shall submit all completed applications to the Membership Committee for review and recommendation. The Membership Committee shall determine whether applicants meet the requirements for membership and submit its report and recommendation to the Governing Board for action.

**Section 2 - Senior Membership**

Members who have attained the age of sixty-five (65) may request advancement to Senior membership. Senior members shall have all of the privileges of Active members except the right to vote and to hold elective office. They shall not be required to submit annual dues.

**Section 3 - Honorary Membership**

The Governing Board is authorized to grant Honorary membership to any physician, scientist, or lay person who it considers worthy of this recognition because of outstanding contributions to the field of gastroenterology or related fields, or to the Society. Honorary Members shall have all the privileges of Active Members except the right to vote and hold elective office. They shall not be required to submit annual dues.

**Section 4 - Associate Members**

A) Requirements

- 1) Graduation from a recognized medical school with a degree of Doctor of Medicine or Doctor of Osteopathy.
- 2) The Governing Board of the Society is authorized to confer Associate membership to physicians who wish to be members of the Society but do not reside in Louisiana.

- 3) Any Active member may transfer to Associate member by verifying his relocation out of Louisiana.
- 4) Associate members must hold a valid medical license for the state of practice.
- 5) Associate members shall have all the privileges of Active members, except the right to vote and propose members. Associate members may not be elected to office; however, they may finish out a term to which they were elected prior to moving out of state.
- 6) Associate members shall be required to submit annual dues at one-half ( $\frac{1}{2}$ ) the amount of Active members.

B) Procedure

- 1) The applicant is responsible for the completion of the application form supplied by the Secretary of the Society. The applicant is responsible for the direction of two professional references to the Membership Secretary/ Treasurer. These references should be from two active members of the Society or one active member and the Chairman of the applicant's training program or Chief of Service.
- 2) The Secretary/Treasurer of the Society shall submit all completed applications to the Membership Committee for review and recommendation. The Membership Committee shall determine whether applicants meet the requirements for membership and submit its report and recommendations to the Governing Board for action.

**Section 5 - Trainee Membership**

A) Requirements

- 1) Graduation from a recognized medical school with a degree of Doctor of Medicine or Doctor of Osteopathy.
- 2) Authentic and unlimited Louisiana Medical license.
- 3) The applicant shall be enrolled in an approved training program directly related to gastroenterology.
- 4) The applicant shall make application for Trainee membership on the prescribed form, which shall be reviewed and approved by the Membership Committee.
- 5) A letter of recommendation from the supervisor or instructor authenticating the

candidate's full-time training status in the field of gastroenterology must be sent to the Secretary.

B) Procedure

The Secretary/Treasurer of the Society shall transmit the completed application form and a letter of recommendation to the Chairman of the Membership Committee. The Membership Committee shall be charged with making a determination of whether applicants meet the requirements for responsibility for approving or denying applications for Trainee membership on a rolling basis (depending on the location of the Trainee.)

C) Privileges

Trainee members shall have all the privileges of Active members except the right to vote, hold elective office, or to propose members. The membership shall terminate when the Trainee becomes eligible for Active membership or terminates his training status. Trainee members shall not be required to submit annual dues.

#### **Section 6 - Election of Members**

A) The Membership Committee and the Governing Board shall have the right to request from an applicant, from previous medical schools and training centers, from members, and from any other source, information on the applicant other than is provided on the application form, including but not limited to information concerning the applicant's ethical and professional standing. An applicant's failure to furnish information or documentation related to his qualifications for membership reasonably requested by the Membership Committee or the governing Board or the applicant's failure or refusal to authorize release of such information and documentation reasonably requested by the Membership Committee or Governing Board shall be an independent basis for denying the applicant's membership in the Society. The final approval of all applications for membership is vested in the Governing Board.

B) Any applicant denied membership in the Society shall be notified by the Secretary/ Treasurer in writing, sent by certified mail. Any applicant wishing to appeal such denial of membership may do so by requesting an appeal hearing before the Governing Board. Such request is to be made by certified mail to

the Secretary/Treasurer, and must be received no later than thirty (30) days after the notification of denial of membership was received by the applicant. Such hearing shall be either before the Governing Board or under the direction of the Governing Board. The decision of the Governing Board shall be final.

The Governing Board and the Membership Committee (subject to Governing Board approval) may adopt, alter, and repeal procedural rules and regulations not inconsistent with these By-Laws governing applications, meetings, letter of comment, investigations, hearings, appeals, and other matters related to election of applicants to membership, including but not limited to rules and regulations with respect to the extent to which such matters shall be kept confidential.

### **Section 7 - Disciplinary Action or Termination of Membership**

#### **A) Termination of Membership**

- 1) Voluntary: A member may resign at any time by filing a written notification with the Secretary/Treasurer. Such resignation shall not exempt him from payment of dues and assessments incurred up to and including the fiscal year of resignation.
- 2) Involuntary: Non-payment of dues and assessments. A member whose dues and assessments are delinquent for more than six (6) months shall be dropped from membership in the Society within thirty (30) days following written notification unless such dues and assessments are paid before the end of that period. Reinstatement may be granted by vote of the Governing Board if all assessments are paid in full prior to the end of the fiscal year of the Society. Thereafter, any such member may be reinstated only by applying as a new member.

#### **B) Misconduct**

- 1) The Governing Board may investigate any charges, made in writing, of professional or ethical misconduct against any member. The member shall be informed in writing by certified mail of the charges. He shall have the right to be heard in his own defense. A finding of professional or ethical misconduct and a decision to suspend, censure, or expel requires an affirmative vote of three-fourths (3/4) of the members of the Governing Board present and

voting at such hearing at which a quorum is present. Failure of a member to furnish information and documentation related to the charges being investigated and reasonably requested by the Governing Board or failure or refusal to authorize release of such information and documentation as reasonably requested by the Governing Board shall be considered on an independent disciplinary action or termination by the Governing Board.

- 3) Appeal: A member who has been notified in writing of a decision to suspend, censure, or expel, may request, by certified mail to the Secretary/Treasurer, a new hearing conducted by an Appeal Board consisting of at least three (3) members of the Society. Such a request must be received within thirty (30) days following the date of mailing of the notification of the disciplinary action. The President shall appoint this Appeals Board from among the members, excluding members of the Governing Board. The findings and recommendations of this Board shall be submitted in writing to the Governing Board shall be submitted in writing to the Governing Board for its consideration. The decision of the Governing Board shall be final.
- 3) The Governing Board may adopt, alter, and repeal procedural rules and regulations not inconsistent with these By-laws governing changes, investigations, meetings, hearings, appeals, and other matters relating to termination of membership or disciplinary action, including but not limited to rules and regulations with respect to the extent to which such matters shall be kept confidential.

### **Section 8 - Reapplication for Membership**

Any applicant for any class of membership whose application is denied, or any former member whose membership has been terminated pursuant to Section 7, may not reapply for membership until at least three (3) years from the date of notice of the denial or termination, said three-year period shall run from the date of notice from the Governing Board after the appeal hearing.

### **Section 9 - Dues and Assessments**

- A) The initial membership fees and annual dues shall be determined from time-to-time by the Governing Board and may vary with the class of membership. Senior, Honorary, and Trainee members are exempt from such fees and dues.

- 1) The annual dues shall include the right to receive official publications of the Society.
- 2) Special assessments may be levied from time-to-time by the Governing Board to meet the financial of the Society.
- 3) Delinquency:
  - a. Delinquency shall be deemed to have occurred if annual dues or any special assessment has not been within six (6) months of the due date.
  - b. A member whose dues are delinquent shall not receive any of the Society's publications, shall not be entitled to vote at members' meetings, and shall not be entitled to hold office or appointed position in the Society. Delinquency for a period of six (6) months shall result in the member being dropped from the membership in the Society in accordance with Article I, Section 7 (A)(2).

## **ARTICLE II - GOVERNING BOARD**

### **Section 1 - Composition**

The Board of Directors of the Society shall be called the Governing Board and shall consist of the President, Vice-President, Secretary/Treasurer, seven (7) Councilors, and the American College of Gastroenterology Louisiana Governor.

### **Section 2 - Councilors**

- A) The seven (7) Councilors shall be the immediate past President of the Society and six (6) Special Councilors elected according to the provisions of Article IV Section 2 of these By-Laws.
- B) The terms of the elected Special Councilors shall be two (2) years. Officers and councilors shall be elected for two (2) years. The six Councilors will be elected in odd years, and the four officers elected in even years at the Annual Meeting as per Article IV Section 2 of these By-Laws.

### **Section 3 - Meetings**

- A) The Governing board shall meet at least bi-annually. If matters of importance must be transacted between

Annual Meetings, a special meeting may be called by the President or at least four (4) members of the Governing Board with a minimum of three (3) weeks prior written notice as to time and place of the meeting. The quorum and vote requirements are set forth in Article IX of the Articles of Incorporation.

- B) Any action which may be taken at a meeting of the Governing Board may be taken without a meeting if a consent in writing, setting for the action so taken, is signed by two-thirds of the members of the Governing Board. Any such consent shall have the same force and effect as a vote at a duly called and constituted meeting of the Governing Board.
- C) The Secretary/Treasurer shall be responsible for the minutes of the meetings of the Governing Board.

#### **Section 4 - Duties and Powers**

The affairs of the Society shall be managed by the Governing Board. The specific duties and powers of the Governing Board include, but are not limited to, the following:

- A) To approve all arrangements for meetings of the members. The Board shall determine the time and place of such meetings and shall authorize the Secretary/Treasurer to make suitable arrangements for physical facilities required for the annual program and the annual business meeting and any other scientific or social functions deemed desirable by the Board.
- B) To authorize the President of the Society to appoint a Program Committee. This Program Committee shall be authorized to determine the nature of the Annual Meeting and shall have the privilege of soliciting speakers from the membership or other individuals.
- C) To control any publication sponsored by the Society.
- D) To conduct the business affairs of the Society and, in particular, to authorize expenditure of the Society's funds. Furthermore, the Board shall be responsible for the records of the Society kept by the Secretary/Treasurer and shall see that such records are open to the membership upon request.
- E) To investigate charges of professional or ethical misconduct as provided in Article I Section 7 (B) of these By-laws.



- F) To receive reports of standing and Ad-Hoc committees, approve or disapprove their recommendations, and report these actions to the membership when appropriate.
- G) To confer Honorary memberships.
- H) To employ an individual and/or firm in an administrative capacity for the Society. Such individual or firm is to serve under the direction and supervision of the Governing Board, which will also determine the compensation for such services.
- I) To set and adjust membership fees, dues, and assessments.
- J) To establish a Reserve Fund to fulfill the Objectives and Purposes of the Society as specified in Article II of the Articles of Incorporation. Withdrawal of funds from the Reserve Fund shall require concurrence of two-thirds (2/3) of the entire Governing Board.
- K) To report to membership, at least annually at the annual business meeting, on the state of the Society. The report will be made by the President.

#### **Section 5 - Executive Committee**

- A) **Appointment and Membership:** The Governing Board may designate and appoint an Executive Committee. The Executive Committee of the Governing Board will be composed of the President, Vice-President, Secretary/Treasurer and the American College of Gastroenterology Louisiana Governor.
- B) **Functions and Powers:**
  - 1) During intervals between the meetings of the Governing Board, the Executive Committee may exercise all power of the Governing Board in the management and direction of the general affairs of the Society. It shall not have the right to:
    - a) set or adjust membership fees, dues, and assessments
    - b) confer Honorary memberships
    - c) investigate charges of profession or ethical misconduct
    - d) approve or disapprove any membership applications.
  - 2) The Executive Committee shall act as an advisory body to the President.

3) The Executive Committee shall keep a record of its proceedings and report the same to the Governing Board at the next succeeding meeting for its approval.

**C) Meetings:**

1) The Executive Committee shall hold its meetings at such as place or places as it may, from time to time, determine. A majority of the Executive Committee constitutes a quorum for the transaction of business and the act of a majority of the members present at any meeting where quorum is present shall be the act of the Committee.

2) Meetings of the Executive Committee may be called at any time upon at least two (2) days' written notice by the President or by any two members of the Executive Committee.

### **Section 6 - Compensation**

The members of the Governing Board shall serve without compensation. The expenses of the office of the Secretary/Treasurer incurred in the pursuance of that officer's duties shall be reimbursed from the funds of the Society. Travel expenses of the officers and members of the Governing Board which are necessary to carry out the business of the Society may be reimbursed on request and approval by the Governing Board from funds of the Society, after the Treasurer has received documentation of such expense. The President, acting for the Governing Board, may authorize the Treasurer, at the request of the Chairmen of the Society's committees, to reimburse members of committees for expenses incurred in carrying our the business of the Society.

## **ARTICLE III - OFFICERS**

### **Section 1 - Positions**

The officers of the Society shall be the President, Vice President, and Secretary / Treasurer.

### **Section 2 - President**

The President shall be the Chief Executive Officer of the Society and shall perform all duties customarily associated with the office of the President. He shall preside at all meetings of the members, the Governing Board, and the Executive Committee. He shall be responsible for the appointment of the Chairmen and members of all standing and Ad-Hoc committees, subject to the approval of the Governing Board.

**Section 3 - Vice-President**

The Vice-President shall, in absence or inability of the President, assume the duties of that office. He shall also perform such duties as may be assigned to him by the President or the Governing Board. Beginning in the year 2002, succession of the Vice-President to the presidency shall be automatic.

**Section 4 - Secretary/Treasurer**

The Secretary/Treasurer may act and sign for the Society in all matters except those specifically assigned to another officer or member of the Governing Board. The Secretary/Treasurer shall be responsible for the minutes of the meetings of the members, Governing Board, and Executive Committee. He shall be responsible for the reading of these minutes to the members at the Annual Meeting unless the reading is waived. He shall prepare a Secretary's report, both for the meetings of the Governing Board and the Annual Meetings of the Society and, at these times, he shall report newly admitted members of the Society and those who have ceased to be members. He shall also maintain a list of the entire membership. He shall send out the appropriate forms to applicants for membership, shall receive the completed forms, as well as other material required of prospective members, and shall be responsible for sending all of this material to the Chairman of the Membership Committee. Following meetings of the Governing Board, he shall notify candidates of their acceptance to membership or their rejection, as the case may be. He shall be responsible for sending notices of the Annual Meetings of the Society to its members and for sending notice of meetings of the Governing Board to its members. Additionally, the Secretary/Treasurer shall be responsible for the collection of all funds due the Society, and he shall be responsible for their safe-keeping. He shall pay all debts of the Society from the Society's funds. He shall keep accurate accounts and shall submit a statement at each Annual Meeting of members. He shall be required to give a report of the accounts of the Society at each meeting of the Governing Board. In odd-numbered years, the audit committee shall convene prior to the annual meeting. The Secretary/Treasurer shall make available the Society's records for the committee to review.

**ARTICLE IV - NOMINATIONS AND ELECTIONS OF OFFICERS AND COUNCILORS****Section 1 - Nomination**

- A) Officers: the Nomination Committee (see Article VI, Section 1) shall prepare a slate of nominations for the office of President, Vice-President, and Secretary/Treasurer when appropriate. When

necessary, the slate shall also include a nominee for any vacant office.

- B) Councilors: the committee shall designate one (1) nominee for each office position and one (1) nominee for each Councilor position to be filled for an officer position, a nominee will be designated for his councilor position in anticipation of the possibility that his position may become vacant upon his election as an officer. The nominees shall consent to their nominations.
- C) Other nomination: additional nominations from membership or from the floor shall not be permitted. However, a petition of fifteen (15) or more active members may be employed to place a name on the ballot.
- D) Notification of membership: The slate of nominees shall be circulated to the general membership no later than fifteen (15) days prior to the annual meeting.

#### **Section 2 - Election**

Election of officers and Special Councilors from duly nominated candidates will take place at the Annual Meeting of members by voice vote.

#### **Section 3 - Installation**

The officers and Councilors shall take office at the close of the Annual Meeting of their election.

### **ARTICLE V - TENURE AND VACANCIES**

#### **Section 1 - Tenure**

- A) The President, Vice-President, and Secretary/Treasurer shall each serve until the close of the Annual Meeting that occurs two (2) years following their election or until the installation of their successors.
- B) The Vice-President shall become President at the close of the Annual Meeting that corresponds with the termination of the President's tenure.

#### **Section 2 - Vacancies**

- A) Officers: If, for any reason, the office of the President should become vacant, the Vice-President shall immediately become President and shall serve for the balance of the President's unexpired term. If there is a vacancy in the office of Vice-President when the vacancy of the office of the President occurs, then the Secretary/ Treasurer shall immediately become President and shall serve for the balance of the last President's term. If a vacancy in the position of Vice-President, Secretary/ Treasurer should occur, the President shall appoint a temporary officer to serve for the balance of that term.
- B) Councilors: If a Councilor with an unexpired term is elected an officer of the Society, his position will be filled at the same meeting by a designee selected by the Governing Board. The person so designated shall serve until the next Annual Meeting when his successor shall be elected to serve for the balance of the unexpired term as set forth in Article IV.
- C) Other vacancies occurring prior to the Annual Meeting shall be temporarily filled by appointment of the President or by the officer who acts for him.

## **ARTICLE VI - COMMITTEES**

Unless a committee's duties allow for specific action, committees are regarded as advisory only and will make recommendations to the Governing Board for final approval and action.

The committees of this Society shall be as follows:

### **Section 1 - Nominations Committee**

- A) Structure and Term: This committee shall consist of a Chairman and two (2) members appointed by the President and subject to approval by the Governing Board. The term of the committee members shall be for two (2) years.
- B) Duties: This committee shall prepare a slate of nominees for President, Vice-President, Secretary/Treasurer, and Councilors presented to the Governing Board for their approval prior to voting at the Annual Meeting.

### **Section 2 - Program Committee**

- A) Structure and Term: This committee shall consist of a Chairman appointed by the President and members

consisting of three (3) previous course directors for the last three (3) annual programs. The term of the committee members shall be on rotation each three (3) years. The Chairman's term will be for two (2) years.

- B) Duties: This committee shall be authorized to determine the scope and content of the annual scientific meeting, and solicit speakers from the membership or other individuals as appropriate. It shall determine the time and place of the Annual Meeting with approval of the Board. It is also authorized to make suitable arrangements for physical facilities required for the Annual Society Meeting, Business Meeting, and Board Meeting, and will arrange suitable accommodations for any banquet or social functions associated with the Annual Meeting. The Committee Chairman will present these recommendations to the Board for final approval.

### **Section 3 - Membership Committee**

- A) Structure and Term: This committee shall consist of a Chairman and two (2) members appointed by the President subject to Governing Board Approval. The term of the committee members shall be for two (2) years.
- B) Duties: This committee shall receive completed applications from the Secretary / Treasurer, review the credentials of each to determine adequacy of training and experience in gastroenterology and gastrointestinal endoscopy, and whether or not the applicant has any credentialing, medical-legal, or personal issues which would reflect negatively on the credit of the Society. They are to submit to the secretary a list of approved applicants for submission to the Governing Board.

### **Section 4 - Committee on Standards of Training and Practice**

- A) Structure and Term: This committee shall consist of a Chairman and at least four (4) members appointed by the President and subject to Governing Board approval. Committee members shall be appointed for a two (2) year term.
- B) Duties:
- 1) To review guidelines for standards of training and practice in the broad field of gastroenterology and gastrointestinal endoscopy.
  - 2) To poll the membership concerning practice activity and make a summary of this data

available to the Governing Board and the membership.

- 3) To act as a liaison to third party payment carriers, hospital credential committees, and other outside agencies.
- 4) To develop policy and recommendations for the Society's role on behalf of gastroenterology and gastrointestinal endoscopy in its relations with other medical and governmental and other organizations influencing the practice of medicine.

#### **Section 5 - Audit Committee**

- A) **Structure and Term:** This committee shall consist of a Chairman and two (2) members appointed by the President and subject to Governing Board approval. Committee members shall be appointed for a two (2) year term.
- B) **Duties:**
  - 1) To review the financial records of the Society prior to the annual meeting (in odd numbered years) and provide a verbal report to the membership during that meeting.
  - 2) To submit a detailed written report and recommendations of the annual audit of the financial records to the Governing Board withing thirty (30) days following the Annual Meeting.
  - 3) To bring to the attention of the Governing Board any expenses or financial issues considered questionable or in need of discussion and review by the Governing Board.

#### **Section 6 - Ad-Hoc Committees**

The President may, from time to time, appoint Ad-Hoc Committee to consider matters of interest by this Society. The Structure, term and duties of each Ad-Hoc committee shall be determined by the President, subject to Governing Board approval.

### **ARTICLE VII - MEMBERS' MEETINGS**

#### **Section 1 - Annual Meeting**

An Annual Meeting of the membership shall be held at a time and place to be determined by the Governing Board.

#### **Section 2 - Special Meetings**

Special meetings of the members shall be held at any time upon the call of the Governing Board.

### **Section 3 - Notification**

- A) Annual Meeting: written notice stating the place, date, and time of the meeting and scientific sessions in the case Annual Meetings, shall be mailed to the membership at least sixty (60) days prior to the meeting.
- B) Special meetings: written notice stating the place, date, time and purpose(s) of special meetings shall be mailed to the membership not less than seven (7) or more than twenty-one (21) days before the meeting.

### **Section 4 - Business Meeting and Agenda**

- A) The parliamentary rules contained in Robert's Rules of Order shall govern this Society in all cases in which they are applicable except when they are inconsistent with the Articles of Incorporation or By-laws of this Society or applicable law.
- B) Agenda:
  - 1) The Governing Board shall determine the agenda of the Annual Business Meeting and any special meetings.
  - 2) Any member who wishes to bring new business matters before the membership shall submit this business in writings to the Secretary at least forty-five (45) days prior to the membership meeting for the Governing Board's determination whether to include it on the agenda.
  - 3) The scientific program of the Annual Meeting shall be prepared by the Program Committee.

### **ARTICLE VIII - FINANCES AND DUES**

- A) The Secretary/Treasurer will be responsible for all of the Society's finances in accordance with Article III, Section 4.
- B) Bank Accounts: All funds with be held in Federally insured banking institutions.
- C) Investments: Investments will be limited to those proposed by the Secretary/ Treasurer and approved by the Governing Board. Investments will be reviewed annually by the audit committee.
- D) Disbursements of Funds: Checks of \$5000 or less can be written by the Secretary/Treasurer and/or the President. Checks written for \$5001 or more will



require a second signature by another officer. For checks more than \$5001, a facsimile copy of the second officer's signature may be held on file in lieu of the actual signature.

- E) Audits: The Audit Committee will perform a bi-annual review of the Society's finances and report to the Board in accordance with Article VI. Section 5. In addition, the Audit Committee shall arrange for an outside and independent audit every four years, or as the Governing Board Directs.

The entrance fees and annual dues shall be such as the meeting of the members may determine upon the advice of the Governing Board.

#### **ARTICLE IX - FISCAL YEAR**

The fiscal year of the Society shall begin January 1<sup>st</sup> and end December 31<sup>st</sup> of the same year.

#### **ARTICLE X - AMENDMENTS**

Amendments to the Articles of Incorporation and By-laws may be proposed by the Governing Board or by written proposal bearing the signature of at least ten (10) members. The letter must be filed with the Secretary/Treasurer and presented at the next meeting of the governing Board. The Governing Board shall give notice of each such proposed amendment, together with an amendment proposed by the governing Board and the Governing Board's comments and recommendations on all proposed amendments to be mailed to each active member at least thirty (30) days prior to the Annual Meeting at which it will be considered.

Adoption of amendments shall require the affirmative vote of at least three fourths (3/4) of the active members eligible to vote and present at said Annual Meeting at which a quorum is present.

#### **ARTICLE XI - INDEMNIFICATION**

##### **Section 1**

To the full extent permitted by, and in accordance with the procedure prescribed by applicable state laws, the Society shall indemnify any and all members of its Governing Board and any and all of the officers, employees, agents, and representative of the Society for certain expenses and other amounts paid in connection with the legal proceedings in which any such person becomes involved by reason of their serving in any such capacity for the Society.

##### **Section 2**

Upon specific authorization of the Governing Board, the Society may purchase and maintain insurance on behalf of any or all officers, directors, employees, agents, or representatives of the Society against any liability asserted against any such person and incurred in any such capacity, or arising out of the status of serving in any such capacity, whether or not the Society would have the power to indemnify them against such liability under the provision of Section 1 of this Article.

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