



LOUISIANA ACADEMY OF  
FAMILY PHYSICIANS

---

**STRONG MEDICINE FOR LOUISIANA**

***BYLAWS***

*(Revised as of 2014 General Assembly)*

# TABLE OF CONTENTS

## THE LAFP

Chapter I	Name	3
Chapter II	Affiliation	3
Chapter III	Objects and Purposes	3
Chapter IV	Memberships	3
Chapter V	Dues and Assessments	9
Chapter VI	Meetings	10
Chapter VII	General Assembly	10
Chapter VIII	Officers	11
Chapter IX	Board of Directors	12
Chapter X	Duties of Officers and Directors	14
Chapter XI	Nominations and Election of Officers and Directors	17
Chapter XII	Executive Committee	18
Chapter XIII	Component and Student Chapters	18
Chapter XIV	Standing Committees	20
Chapter XV	Ethics	22
Chapter XVI	Inspection of Records	23
Chapter XVII	Parliamentary Authority	23
Chapter XVIII	Indemnification	24
Chapter XIX	Amendment of Bylaws	25

1 **Chapter I**  
2 **Name**

3  
4 The name of this organization, an association of Family Physicians, incorporated under the laws of the  
5 State of Louisiana, shall be the Louisiana Chapter of the American Academy of Family Physicians.  
6

7 **CHAPTER II**  
8 **Affiliation**

9  
10 This organization is a constituent chapter of the American Academy of Family Physicians, a corporation  
11 existing under the laws of Louisiana, and is possessed only of those rights and powers conferred by said  
12 corporation to this organization. No rules, regulations, or policies adopted by this organization shall be  
13 in conflict with the rules, regulations or policies of the American Academy of Family Physicians or the  
14 charter issued by said Academy to this organization.  
15

16 The autonomy of the LAFP is limited by the Bylaws of the American Academy. Membership in the LAFP  
17 shall be a prerequisite to membership in the American Academy, but the qualifications for membership  
18 are established by the American Academy.  
19

20 **CHAPTER III**  
21 **Objects and Purposes**

22  
23 **SECTION 1. Purposes.** To the end that the people of Louisiana may receive excellence in health care,  
24 LAFP has for its purposes the following:

- 25 (1) To promote and maintain high standards among physicians who practice family medicine;  
26 (2) To provide responsible advocacy for and education of patients and the public in all health related  
27 matters;  
28 (3) To preserve and promote quality cost effective health care;  
29 (4) To promote and maintain the science and art of family medicine and to ensure an optimal supply  
30 of well-trained family physicians;  
31 (5) To preserve the right of family physicians to engage in medical and surgical procedures for which  
32 they are qualified by training and experience;  
33 (6) To provide for the continuing professional development of its members;  
34 (7) To provide advocacy, representation and leadership for the specialty of family medicine; and  
35 (8) To maintain and provide an organization with high standards to fulfill the above purposes and to  
36 represent the needs of its members.  
37

38 **SECTION 2. Objects.** This organization shall have no capital stock. It is not conducted for pecuniary  
39 profit and does not contemplate pecuniary gain or profit to the members thereof.  
40

41 **CHAPTER IV**  
42 **Membership**

43  
44 **SECTION 1. Definition.** Family Physicians. For the purpose of these Bylaws, family physicians are defined  
45 as physicians in the discipline of family medicine whose training and experience qualify them to practice  
46 in several fields of medicine and surgery, with particular emphasis on the family unit.  
47

1 **SECTION 2. Classification.** There shall be the following classes of members: (A) active; (B) inactive; (C)  
2 life; (D) honorary; (E) resident; (F) student; (G) supporting; and (H) international.

3 **A. Active Members.**

4 1. Eligibility. Active members shall be family physicians:

5 a. duly licensed to practice medicine

6 (1) in the state of Louisiana or

7 (2) that are actively working in locum tenens in a United States federal facility, provided  
8 that such physician is duly licensed to practice medicine by the state medical board;  
9 or

10 (3) in a position that does not require a medical license in the jurisdiction where  
11 working, provided that such physician is duly licensed to practice medicine by the  
12 state medical board and that such physician's practice complies with all applicable  
13 state licensing requirements; and

14 b. who have completed a family medicine residency program approved by the  
15 Accreditation Council on Graduate Medical Education (ACGME); or

16 (1) have completed a family medicine residency program approved by the College of  
17 Family Physicians of Canada, and be board certified by the College of Family  
18 Physicians of Canada and be employed exclusively within the United States; or

19 (2) be board certified by the American Board of Family Medicine pursuant to a  
20 reciprocity agreement between the American Board of Family Medicine and a  
21 foreign professional association of family medicine or general practice; or

22 (3) have satisfactorily completed either:

23 (a) one year of a rotating general or family medicine internship approved by the  
24 American Osteopathic Association (AOA) plus two years of a general or family  
25 medicine residency program approved by the American Osteopathic  
26 Association; or

27 (b) three years of a general or family medicine residency program approved by the  
28 American Osteopathic Association; or

29 c. previously held active membership before December 31, 1988; or

30 d. those family physicians duly licensed and residency trained who practice in a state,  
31 province, or territory where no constituent chapter exists and who have been elected by  
32 the Board of Directors, hereinafter referred to as the Board, pursuant to the rules and  
33 procedures of the AAFP.

34 2. Application and Approval. Application for membership shall be made on a form prescribed  
35 by the American Academy of Family Physicians. Election to membership shall be by the  
36 approval of the Executive Vice President, followed by the publication of the applicant's  
37 name in the LAFP newsletter.

38 3. Requirements.

39 a. Election to active membership shall be for a maximum period of three (3) years, at the  
40 expiration of which term the member shall be eligible for re-election. No member shall  
41 be re-elected to membership who is not in good standing at the time of their re-election  
42 and has not fulfilled the continuing medical education requirements.

43 b. Former active members who apply for membership less than two years after having  
44 ceased to be an active member must provide evidence they have earned the requisite  
45 100 credits of continuing medical education acceptable to the Board; except that such  
46 an applicant who was a resident member in good standing and automatically upgraded  
47 to active status upon completion of residency training but never paid dues as an active

1 member shall not be required to satisfy this continuing medical education requirement  
2 upon reapplication within two years of completion of residency training.

3 c. Active members must have graduated from an accredited school of medicine or  
4 osteopathy.

5 4. Privileges. Active members shall have all privileges of membership that includes one vote  
6 and the privilege of the floor during the General Assembly meeting, entitled to hold office in  
7 the LAFP and have a voice in standing committees.

8 **B. Inactive Members.**

9 1. Eligibility. Effective January 1, 1989, inactive members shall be members who are:

10 a. incapacitated by reason of illness, accident, or infirmity or;

11 b. totally retired with less than twenty (20) years continued membership in the AAFP; or

12 c. under extenuating circumstances established by the Board, active members, resident  
13 members and family physician supporting members who interrupt their practices or  
14 residency training; provided, however, that no person may hold inactive membership  
15 who does not hold a current medical license because such license has been revoked as a  
16 result of a disciplinary action.

17 2. Application and Approval. Application for membership shall be made on a form prescribed  
18 by the American Academy of Family Physicians. Election to membership shall be by the  
19 approval of the Executive Vice President, followed by the publication of the applicant's  
20 name in the LAFP newsletter.

21 a. Election to inactive membership shall be for a maximum of one year, subject to re-  
22 election pursuant to clause c below, unless the member is totally retired.

23 b. An inactive member may be re-elected to this classification annually by the Board.

24 c. Totally retired members need not be re-elected annually.

25 d. Inactive members shall not be required to meet the continuing medical education  
26 requirements as provided in Section 3 of this Chapter.

27 3. Privileges. Inactive members shall be given privileges of the floor of the General Assembly  
28 without the right to vote, not be entitled to hold office in the LAFP and not have a voice in  
29 standing committees .  
30

31 **C. Life Members.**

32 1. Eligibility. Life members shall be persons who have continued membership in the AAFP for a  
33 minimum of 20 years and who have attained age seventy (70) or who are totally retired  
34 from the practice of medicine. No person may hold life membership who does not hold a  
35 current medical license because such license has been revoked as a result of a disciplinary  
36 action.

37 2. Application and Approval. Requests for life membership shall be made to the Executive Vice  
38 President for approval, followed by the publication of the applicant's name in the LAFP  
39 newsletter.

40 3. Requirements. Life members are relieved of the continuing medical education requirements  
41 as provided in Section 3 of this Chapter.

42 4. Privileges. Life members shall be given privileges of the floor of the General Assembly  
43 without the right to vote, not be entitled to hold office in the LAFP and have a voice in  
44 standing committees.  
45

46 **D. Honorary Members.**

- 1 1. Eligibility. Honorary members shall be persons of distinction who have rendered outstanding  
2 service to the LAFP or to the medical profession, or distinguished members of the LAFP who  
3 have retired from practice.
- 4 2. Nomination and Approval. Nominees for honorary membership must be presented to the  
5 Board for consideration.
- 6 3. Privileges. Honorary members shall not pay dues or admission fees, and shall have no right,  
7 title or interest in any of the property of the LAFP, may not hold office but shall be given  
8 privileges of the floor of the General Assembly without the right to vote and have a voice in  
9 standing committees.

10  
11 **E. Resident Members.**

- 12 1. Eligibility. Resident members shall be:
  - 13 a. physicians in training in:
    - 14 (1) an ACGME-approved family medicine residency; or
    - 15 (2) an AOA-approved rotating general or family medicine internship; or
    - 16 (3) an AOA approved general or family medicine residency; or
  - 17 b. graduates of ACGME-approved family medicine residencies; or AOA-approved general  
18 or family medicine residencies who extend their training immediately upon completion  
19 of residency training and who serve full time in extended, structured, supervised  
20 programs of at least one year duration to gain additional skills in research,  
21 administration and teaching or a specific clinical area of interest.
- 22 2. Application and Approval. Applications for resident membership shall be made in writing on  
23 a form prescribed by the American Academy of Family Physicians. Election to membership  
24 shall be by approval of the Executive Vice President, followed by publication of the  
25 applicant's name in the LAFP newsletter.
  - 26 a. Election to resident membership shall be for the duration of one's residency or  
27 extended training.
  - 28 b. Upon completion of their residency training, and upon verification of eligibility for active  
29 membership, resident members shall be automatically transferred to active  
30 membership.
- 31 3. Privileges.
  - 32 a. Resident members may serve on committees as determined by the Board. Resident  
33 members who are appointed to serve on committees have the right to vote in such  
34 bodies but are not eligible to serve as chair.
  - 35 b. A resident member shall be elected to serve on the Board of Directors as described in  
36 Chapter IX of these Bylaws.
  - 37 c. The resident member of the Board shall have full voting privileges on the Board.
  - 38 d. A resident member shall be elected to serve as the resident delegate to the General  
39 Assembly, who shall have full voting privileges in the General Assembly.
  - 40 e. A resident member shall be elected to serve as the resident delegate to the AAFP  
41 National Conference.
  - 42 f. Otherwise, resident members shall not be entitled to hold office in the LAFP, but shall  
43 have voice in standing committees.

44  
45 **F. Student Members.**

- 46 1. Eligibility. Student members shall be students enrolled in accredited schools of medicine or  
47 osteopathy. Membership shall terminate upon graduation or withdrawal from medical  
48 school.

- 1           2. Application and Approval. Applications for resident membership shall be made in writing on
- 2           a form prescribed by the American Academy of Family Physicians. Election to membership
- 3           shall be by approval of the Executive Vice President, followed by publication of the
- 4           applicant's name in the LAFP newsletter.
- 5           3. Requirements. Students applying for student membership must be enrolled in a school of
- 6           medicine or osteopathy approved by an appropriate United States accrediting institution as
- 7           defined by the AAFP Commission on Education.
- 8           4. Privileges.
- 9           a. Student members may serve on committees as determined by the Board. Student
- 10           members who are appointed to serve on committees have the right to vote in such
- 11           bodies but are not eligible to serve as chair.
- 12           b. A student member shall be elected to serve on the Board as described in Chapter IX of
- 13           these Bylaws.
- 14           c. The student member of the Board shall have full voting privileges on the Board.
- 15           d. A student member shall be elected to serve as the student delegate to the General
- 16           Assembly, who shall have full voting privileges in the General Assembly.
- 17           e. A student member shall be elected to serve as the student delegate to the AAFP
- 18           National Conference.
- 19           f. Otherwise, student members shall not be entitled to hold office in the LAFP but shall
- 20           have a voice in standing committees.

21  
22 **G. Supporting Members.**

- 23           1. Eligibility.
- 24           a. Supporting members shall be:
- 25           (1) physicians in specialties other than family medicine and not otherwise eligible for
- 26           some other category of membership; or
- 27           (2) physicians actively engaged in family medicine, the teaching of family medicine or
- 28           medical administration for the previous six years, but who do not qualify for
- 29           active membership because they have not completed the necessary residency
- 30           training; and
- 31           b. Duly licensed in the state in which he or she practices.
- 32           2. Application and Approval. Application for membership shall be made on a form prescribed
- 33           by the American Academy of Family Physicians. Election to membership shall be by
- 34           approval of the Executive Vice President, followed by publication of the applicant's name in
- 35           the LAFP newsletter.
- 36           3. Requirements.
- 37           a. Supporting members must earn 150 credits of acceptable continuing medical education
- 38           every three years in order to retain supporting membership, except that supporting
- 39           members actively engaged in a specialty other than family medicine shall be relieved of
- 40           the continuing medical education requirements.
- 41           b. Supporting members who are eligible by virtue of being actively engaged in family
- 42           medicine, the teaching of family medicine or medical administration for the previous six
- 43           years must have earned 100 credits of continuing medical education acceptable to the
- 44           Board of Directors during the two years immediately preceding their application for
- 45           supporting membership only if they previously held supporting membership and ceased
- 46           to be a supporting member less than two years prior to reapplying for supporting
- 47           membership.

- 1 4. Privileges. Supporting Members shall be given privileges of the floor of the General  
2 Assembly without the right to vote, not be entitled to hold office in the LAFP and have a  
3 voice in standing committees .  
4

5 **H. International Members.**

- 6 1. Eligibility. International members shall be:  
7 a. family physicians outside of the United States engaged in family medicine, the teaching  
8 of family medicine or medical administration, who are licensed to practice in countries  
9 or territories outside the United States in which no constituent chapter exists and who  
10 are not eligible for membership in the Uniformed Services chapter; or  
11 b. medical students and physicians in training in countries or territories outside the United  
12 States in which no constituent chapter exists and who are not eligible for membership in  
13 the Uniformed Services chapter; or  
14 c. a graduate of a medical school located outside of the United States who:  
15 (1) was an international member as a student at that school; and  
16 (2) has completed all pre-residency requirements for, but has not yet entered, an  
17 ACGME-approved family medicine residency or an AOA-approved general or family  
18 medicine residency, may extend his/her international membership through the  
19 period ending December 31<sup>st</sup> of the second calendar year following the calendar  
20 year in which such student graduates, without regard to his/her country of  
21 residency during such extended period.  
22 (3) If such graduate has not successfully entered an approved family medicine residency  
23 program by the end of the extended period as described above, he/she will no  
24 longer qualify for membership and the AAFP shall cause such member's name to be  
25 dropped from the membership roll.  
26 2. Application and Approval. Applications for international membership shall be made on a  
27 form prescribed by the American Academy of Family Physicians. Election to membership  
28 shall by by the approval of the Executive Vice President, followed by publication of the  
29 applicant's name in the LAFP newsletter.  
30 3. Requirements. International members shall be relieved of the continuing medical education  
31 requirements as provided in Section 3 of this Chapter.  
32 4. Privileges. International members shall be given privileges of the floor of the General  
33 Assembly without the right to vote, not be entitled to hold office in the LAFP and have a  
34 voice in standing committees .  
35

36 **SECTION 3. Good Standing.** A member in good standing shall be one whose current dues and  
37 assessments, if any, have been paid in accordance with the provision of these Bylaws, who is duly  
38 licensed to practice medicine, and who has met the applicable CME requirements during the period of  
39 the preceding three (3) years as set forth in these Bylaws and the Bylaws of the AAFP.  
40

41 A member who is on probation or has limitations/restrictions on his/her license but is still able to  
42 practice medicine according to the Louisiana state licensing board is considered a member in good  
43 standing.  
44

45 **SECTION 4. Changes in Membership Status.** Any member who changes his or her occupation or status  
46 in such a manner as to render him or her ineligible for membership in the LAFP, may, unless he or she  
47 resigns, be dropped from the roll of members by the Board. The Board or an entity designated by the  
48 Board, acting in accordance with Board approved criteria, may waive or reduce members' dues. Other



1 exceptions to the foregoing membership rules and requirements may be made under unusual  
2 circumstances and on an individual basis only upon a two-thirds (2/3) vote of the Board.

3  
4 **SECTION 5. Acceptance of Membership.** Acceptance of membership in the LAFP shall constitute an  
5 agreement by such member to comply with the Bylaws thereof and to recognize the Board as the sole  
6 and only judge of the right to be or remain a member.

7  
8 All rights, title, and interest, both legal and equitable, of a member in and to the property of the LAFP  
9 shall cease and terminate in the event of the any of the following: (a) the expulsion of such member; (b)  
10 the striking of his/her name from the roll of members; or (c) his/her death or resignation.

11  
12 **SECTION 6. Transfer of Membership.** The transfer of membership from the LAFP to another state  
13 chapter shall be subject to the approval of the AAFP Board of Directors.

14 A. Transfer of membership shall:

- 15 1. Occur within six (6) months after moving;
- 16 2. Be verified for eligibility of membership in the LAFP of the new practice location or  
17 residence; and
- 18 3. Provide notice of transfer to the member and to the previous and new chapters.

19 B. Members who fail to transfer their LAFP membership within six (6) months, shall, upon  
20 verification of eligibility, be automatically relocated to the chapter in which they then  
21 practice or reside. If membership eligibility cannot be verified in the new chapter where the  
22 member practice or resides, then the member shall be notified that after thirty (30) days  
23 their membership will be canceled.

24 C. If transferring to a a state or region where no constituent chapter exists, a member shall  
25 remain a member of his/her constituent chapter.

26 D. Resident members shall automatically be transferred who have just completed their  
27 residency training and are relocating to the appropriate chapter without first being required  
28 to apply for transfer of membership in that chapter.

29  
30  
31 **CHAPTER V**

32 **Dues and Assessments**

33  
34 **SECTION 1. Active Members.** Dues for active members shall be set by the General Assembly as  
35 recommended by the Board of Directors. Dues are due and payable upon election to membership and  
36 shall be payable in advance on the first day of January of each year.

37  
38 **SECTION 2. Service Members.** The dues of other than active members shall be fixed by the Board of  
39 Directors. In addition, other than active members shall be required to pay such dues to the American  
40 Academy of Family Physicians as may be prescribed by the Bylaws of that organization. Under unusual  
41 circumstances and on an individual basis, the Board of Directors by a two-thirds (2/3) vote may waive  
42 payment of dues upon recommendation of the constituent chapter and with the approval of the AAFP  
43 Board of Directors.

44  
45 **SECTION 3. Special Assessments.** Special assessments not to exceed one hundred dollars (\$100.00) may  
46 be applied equally to all members by affirmative action of two thirds (2/3) of the members of the

1 General Assembly. Notification of a proposal to vote on an assessment must be in writing at least 100  
2 days prior to the meeting of the General Assembly.

3  
4 **SECTION 4.** Any member whose dues or assessments are unpaid at the time of any annual meeting shall  
5 be ineligible to vote or to hold office.

6  
7 **CHAPTER VI**  
8 **Meetings**  
9

10 **SECTION 1. Annual Meeting.** Unless otherwise ordered by the Board of Directors there shall be an  
11 annual meeting of the LAFP which shall include a meeting of the General Assembly together with such  
12 meetings of the Board of Directors, Executive Committee, and other standing committees as may be  
13 fixed by the Board of Directors. The date and place of the annual meeting shall be designated by the  
14 Board of Directors.

15  
16 **SECTION 2. General Assembly.** The General Assembly shall meet during the annual meeting of the LAFP  
17 and at such other times and places as it may determine. Special meetings may be called by the Board of  
18 Directors or the President. Special meetings shall be called by the Secretary upon the written request of  
19 any ten (10) or more members at a place and time determined by the Board of Directors. Special  
20 meetings shall be held at such time and place as may be set forth in said call, provided notice of such  
21 meeting dates shall be given by the Executive Vice President in writing at least sixty (60) days prior. The  
22 Board of Directors may adopt such rules of procedure for the transaction of business at the annual  
23 meeting, General Assembly, or any special meeting of the LAFP as it deems desirable unless otherwise  
24 provided in these Bylaws.

25  
26  
27 **CHAPTER VII**  
28 **General Assembly**  
29

30 **SECTION 1. Definition.** The control and administration of the LAFP shall be vested in the General  
31 Assembly, subject to the statutory authority of the Board and to those additional duties and powers  
32 specifically reserved to the Board in these Bylaws. The General Assembly may, at any time by a majority  
33 vote, refer and submit to the members of the LAFP defined questions affecting the policy or  
34 recommendations of the LAFP which, in the opinion of the General Assembly, are of immediate,  
35 practical consequence to the members of the LAFP and to the public. The result of the referendum  
36 when duly ascertained by such vote shall control the acts of the LAFP and its officers, agents and  
37 employees.

38  
39 **SECTION 2 Notice.** Notice of the General Assembly shall be given by the Secretary to all members at  
40 least sixty (60) days prior to the date of such meeting, either by letter mailed to the member's address  
41 as it appears on the Secretary's records or by publications in the official publication, if any, of the LAFP.

42  
43 **SECTION 3.** The Executive Vice President of the LAFP shall be the Secretary of the General Assembly.

44  
45 **SECTION 4. Composition.** The composition of the General Assembly shall be:

46 E. Any LAFP member in good standing

1 F. One medical student and one resident shall be elected for a term of one year to serve as  
2 delegates, each of whom shall be student or resident members, respectively, and in good  
3 standing  
4

5 **SECTION 5. Election.** The process for election of the student and resident delegate shall be in  
6 accordance with these Bylaws.  
7

8 **SECTION 6. Privileges.** Privileges of the floor and the right to vote and hold office in each class of  
9 membership shall be the same as provided in that class of membership located in Chapter IV of these  
10 Bylaws.

- 11 A. Any active member shall have one vote and have the privilege of the floor in the General  
12 Assembly.  
13 B. Privileges of the floor without the right to vote shall be granted to all other classifications of  
14 membership as specified in these Bylaws.  
15 C. Adopt such rules of procedure for the transaction of its business as it deems desirable.  
16

17 **SECTION 7. Resolutions.**

- 18 A. Except as provided in paragraph B of this Section 7, resolutions shall be submitted in writing to  
19 the Executive Vice President or the Speaker of the General Assembly at least thirty (30) days prior  
20 to the meeting at which they are to be acted upon. Any resolution not meeting the 30 day  
21 deadline is considered late.  
22 B. Late resolutions pertinent to the objectives of the LAFP may be submitted in writing as follows:  
23 (1) any LAFP member may submit a late resolution up to one hour before the opening of the  
24 General Assembly.  
25 C. An affirmative vote of two-thirds (2/3) of the members of the General Assembly present and  
26 voting shall be required for consideration of each such late resolution.  
27

28 **SECTION 8. Quorum.** Twenty-five (25) voting members shall constitute a quorum for the transaction of  
29 business during the General Assembly, and unless otherwise provided in these Bylaws, the articles of  
30 incorporation or by law, all matters shall be determined by a majority vote of the members present and  
31 voting. There shall also be one student and one resident member elected by the student and resident  
32 members. The resident and student member shall have full voting privileges in the General Assembly.  
33

## 34 **CHAPTER VIII** 35 **Officers** 36

37 **SECTION 1. Officers.** The elected officers of the LAFP shall be a President, President-Elect, Vice  
38 President, Treasurer, Secretary, Speaker of the General Assembly, and Vice-Speaker of the General  
39 Assembly. The Executive Vice President need not, be a member and will serve as an an ex officio  
40 member of the Board without vote appointed by the Board.  
41

42 **SECTION 2. AAFP Delegates and Alternate Delegates.** There shall be two (2) Delegates and two (2)  
43 Alternate Delegates elected to the Congress of Delegates of the American Academy of Family Physicians.  
44

45 **SECTION 3.** The Board of Directors shall elect a Treasurer from among the members of the LAFP for a  
46 term and stipend, if any, to be determined by the Board.  
47

1 **SECTION 4. Terms of Office.** All officers elected shall take office immediately following the General  
2 Assembly meeting at which they are elected.

- 3 A. President. The term of office begins at the conclusion of his/her term as president-elect and  
4 expires at the conclusion of the next annual meeting of the General Assembly, or when his/her  
5 successor is seated.
- 6 B. President- Elect. The term of office begins at the conclusion of the annual meeting of the  
7 General Assembly at which his/her election occurred and shall expire upon succeeding to the  
8 office of president.
- 9 C. Vice President. The term of office begins at the conclusion of the annual meeting of the General  
10 Assembly at which elected and expires at the conclusion of the next annual meeting of the  
11 General Assembly, or when his/her successor is seated.
- 12 D. Secretary. The term of office begins at the conclusion of the annual meeting of the General  
13 Assembly at which elected and expires at the conclusion of the next annual meeting of the  
14 General Assembly, or when his/her successor is seated.
- 15 E. Speaker and Vice Speaker of the General Assembly. The term of office begins at the conclusion of  
16 the annual meeting of the General Assembly at which elected and expires at the conclusion of  
17 the next annual meeting of the General Assembly, or when his/her successor is seated.  
18

19 **SECTION 5. Vacancies.**

- 20 A. **President.** If a vacancy exists in the office of President due to death, resignation, or for any  
21 reason the President shall be unable or unqualified to serve, the President-Elect shall succeed to  
22 the office of President for the unexpired portion of the President's term. In the event of the  
23 death, resignation , or incapacity of both the President and the President Elect, the Vice-  
24 President shall succeed to the office of the President for the unexpired portion of the  
25 President's term.
- 26 B. **Vice President, Secretary, Speaker/Vice Speaker and AAFP Delegates/Alternates.** Vacancies for  
27 the office of President-Elect, Vice-President, Treasurer, Secretary, and AAFP Delegates and  
28 Alternates shall be filled by appointment by the Board of Directors, provided however, that such  
29 appointment shall terminate at the next annual meeting of the General Assembly at which time  
30 the nominating committee shall present a nominee for the unexpired term, if any.  
31

32 **CHAPTER IX**  
33 **Board of Directors**  
34

35 **SECTION 1. Composition.** Subject to the action of the General Assembly, and during the interim  
36 between the meetings of the General Assembly, the control and administration of the LAFP shall be  
37 vested in a Board of Directors composed of the following:

- 38 A. President;  
39 B. President-Elect;  
40 C. Immediate Past President  
41 D. Vice President;  
42 E. Secretary;  
43 F. Treasurer;  
44 G. Speaker of the General Assembly;  
45 H. Vice-Speaker of the General Assembly;  
46 I. Two (2) AAFP Delegates (or Alternate Delegates); and

- 1 J. One (1) member (Director or Alternate Director) from each of the ten (10) geographic districts,  
2 the at large membership, the resident membership, the student membership and the Executive  
3 Vice President.  
4

5 **SECTION 2. Executive Vice President.** The Executive Vice President will serve as an officer of the LAFP in  
6 a non-voting capacity.  
7

8 **SECTION 3. Eligibility and Term of Board of Directors.**

- 9 A. All members of the Board of Directors shall be members in good standing at the time of their  
10 election and throughout their term of office.  
11 B. All Directors, except those from the resident and student membership, shall be elected for  
12 terms of office of two (2) years with such terms to expire at the conclusion of the second  
13 succeeding meeting thereafter.  
14 C. Resident and Student Directors shall be elected for one (1) year with such terms to expire at the  
15 conclusion of the first succeeding meeting thereafter.  
16 D. In the absence of an elected Director his/her alternate can be seated with voting privileges.  
17 E. Elections for Alternate Directors are handled in the same manner as Directors.  
18 F. No Director or Alternate Director shall be elected to no more than four (4) consecutive two (2)  
19 year terms before a mandatory year or more absence.  
20 G. All elected members of the Board of Directors shall take office immediately following the annual  
21 General Assembly meeting at which they were elected.  
22 H. Any Director who absences himself/herself from three (3) successive stated meetings of the  
23 Board of Directors without a reasonable excuse acceptable to the Board of Directors shall be  
24 considered as having resigned from the Board.  
25  
26

27 **SECTION 4. Eligibility and Term of AAFP Delegates and Alternate Delegates.**

- 28 A. Initially, one (1) Delegate and one (1) Alternate shall be elected for a term of two (2) years.  
29 B. Thereafter, both Alternates and both Delegates shall be elected for terms of two years which  
30 shall begin at the conclusion of the annual meeting at which their election occurs and expire at  
31 the conclusion of the second succeeding annual meeting.  
32 C. The Delegates or their Alternates shall be voting members of the LAFP Board of Directors.  
33 D. No Delegate or Alternate Delegate shall be elected to no more than four (4) consecutive two (2)  
34 year terms before a mandatory year or more absence.  
35

36 **SECTION 5.** Unless otherwise specifically provided, the Board of Directors shall fill all vacancies which  
37 occur among Officers, Board members, Delegates and Alternate Delegates. Vacancies so filled shall be  
38 filled for the unexpired portion of the term.  
39

40 **SECTION 6.** The Board of Directors shall hold two (2) meetings annually in addition to those held in  
41 conjunction with the annual assembly.  
42

43 **SECTION 7.** The majority of the Board shall constitute a quorum for the transaction of any business and  
44 unless provided otherwise in these Bylaws, the articles of incorporation or by law, all matters shall be  
45 decided by a majority vote of the Directors present and voting.  
46

**CHAPTER X**  
**Duties of Officers and Board of Directors**

**SECTION 1. President.** The duties of the President shall include the following:

1. Preside at all general meetings of the LAFP;
2. Serve as the Chair of the Board of Directors;
3. Preside at all meetings of the Board of Directors;
4. Preside at all meetings of the Executive Committee of the Board of Directors;
5. Serve as ex-officio member of all standing committees;
6. Appoint all committees of the LAFP with approval of the Board of Directors;
7. Appoint a Nominating Committee with himself/herself as a member at least ninety (90) days before the General Assembly;
8. Deliver an annual report to the General Assembly;
9. Represent the entire membership and the best interest of the LAFP;
10. Represent the Family Physicians of the State of Louisiana before the public, the Louisiana State Medical Society, the medical schools, and the peers of other medical specialties;
11. Preside over meetings of the General Assembly in the absence of the Speaker and the Vice Speaker; and
12. Perform such other duties as may be required of him/her by law, custom, parliamentary usage, or other rules of the LAFP.

**SECTION 2. President-Elect.** The duties of the President-elect shall include the following:

1. Assume the office of the President at the end of his/her term as President-elect;
2. Serve as a member of the Board of Directors;
3. Serve as a member of the Executive Committee of the Board of Directors;
4. Preside at all meetings of the Board in the absence of the President and the Vice President;
5. Perform such other duties as may be required of him/her by the President or the Board of Directors; and
6. Perform such other duties as may be required of him/her by law, custom, parliamentary usage, or other rules of the LAFP.

**SECTION 3. The Vice-President.** The duties of the Vice President shall include the following:

1. Serve as a member of the Board of Directors;
2. Serve as a member of the Executive Committee of the Board of Directors;
3. Officiate at meetings of the Board of Directors in the absence of the President;
4. Know the management of the LAFP and be supportive of the aims and objectives of the President;
5. Update the Policy Manual as needed during even years (beginning in 1992);
6. Serve on selected committees as appointed by the President;
7. Serve as the Master of Ceremonies at the Awards and Installation Luncheon/Banquet;
8. Perform such other duties as may be required of him/her by the President, the Board of Directors and the membership of the General Assembly; and
9. Perform such other duties as may be required of him/her by law, custom, parliamentary usage, or other rules of the LAFP.

**SECTION 4. Secretary.** The duties of the Secretary shall include the following:

1. Serve as a member of the Board of Directors;
2. Serve as a member of the Executive Committee of the Board of Directors;

- 1 3. Serve as a member on the Committee on Legislative and Membership Issues and Committee on  
2 Operations;
- 3 4. Be responsible for the activities of the Headquarters Office as directed by the General Assembly  
4 and the Board of Directors;
- 5 5. Serve as the Master of Ceremonies during the Awards and Installation Luncheon/Banquet in the  
6 event that the Vice-President is unable;
- 7 6. Supervise preparation of the official minutes of all meetings of the Board of Directors, Executive  
8 Committee and General Assembly;
- 9 7. Deliver and prepare a written report for all Board Meetings and the annual General Assembly;
- 10 8. Perform such other duties as may be required of him/her by the President, the Board of  
11 Directors and the membership of the General Assembly ; and
- 12 9. Perform such other duties as may be required of him/her by law, custom, parliamentary usage,  
13 or other rules of the LAFP.

14  
15 **SECTION 5. Treasurer.** The duties of the Treasurer shall include the following:

- 16 1. Serve as a member of the Board of Directors;
- 17 2. Serve as a member of the Executive Committee of the Board of Directors;
- 18 3. Be elected for a term and stipend, if any, to be fixed by the Board;
- 19 4. Serve as Chair of the Committee on Operations;
- 20 5. Keep adequate and proper account of the properties and funds of the LAFP;
- 21 6. Deposit or cause to be deposited all monies and other valuables in the name and to the credit of  
22 the LAFP with such depositories as may be designated by the Board of Directors;
- 23 7. Disburse the funds of the LAFP as may be ordered by the Board of Directors;
- 24 8. Give, whenever the Board of Directors may request it, an account of all his/her transactions as  
25 Treasurer, and of the financial condition of the LAFP;
- 26 9. Give a surety bond, if any, in an amount to be determined by the Board of Directors, the  
27 premium thereon to be paid by the LAFP;
- 28 10. Have such other powers and perform such other duties as may be prescribed by the Board of  
29 Directors or the LAFP's Bylaws; and
- 30 11. Perform any of the duties of the Treasurer may, by action of the Board of Directors, be assigned  
31 to the Executive Vice President

32  
33 **SECTION 6. Immediate Past President.** The duties of the Immediate Past President shall include the  
34 following:

- 35 1. Serve as a member of the Board of Directors;
- 36 2. Serve as a member of the Executive Committee of the Board of Directors;
- 37 3. Serve as a member on the Committee on Operations;
- 38 4. Review incomplete projects for evaluation by the Board of Directors to determine if they should  
39 be continued, abandoned, or altered;
- 40 5. Conduct the annual evaluation of the Executive Vice President;
- 41 6. Perform such other duties as may be required of him/her by the President, the Board of  
42 Directors and the membership of the General Assembly ; and
- 43 7. Perform such other duties as may be required of him/her by law, custom, parliamentary usage,  
44 or other rules of the LAFP.

45  
46 **SECTION 7. Speaker of the General Assembly.** The duties of the Speaker of the General Assembly shall  
47 include the following:

- 48 1. Serve as a member of the Board of Directors;

- 1 2. Serve as a member of the Committee on Operations;
- 2 3. Preside over all meetings of the General Assembly;
- 3 4. Address the General Assembly at the opening session of all meetings, limiting his/her address to
- 4 matters of conduct and procedure in the Assembly;
- 5 5. Perform such other duties as may be required of him/her by the President, the Board of
- 6 Directors and the membership of the General Assembly ; and
- 7 6. Perform such other duties as may be required of him/her by law, custom, parliamentary usage,
- 8 or other rules of the LAFP.
- 9

10 **SECTION 8: Vice Speaker of the General Assembly.** The duties of the Vice Speaker of the General  
11 Assembly shall include the following:

- 12 1. Serve as a member of the Board of Directors;
- 13 2. Serve as a member of the Committee on Operations;
- 14 3. Officiate for the Speaker during his/her absence or at his request at the General Assembly;
- 15 4. Perform such other duties as may be required of him/her by the President, the Board of
- 16 Directors and the membership of the General Assembly ; and
- 17 5. Perform such other duties as may be required of him/her by law, custom, parliamentary usage,
- 18 or other rules of the LAFP.
- 19

20 **SECTION 9. Executive Vice President.** The Executive Vice President shall be appointed for a term and  
21 stipend to be fixed by the Board of Directors. The duties of the Executive Vice President shall include the  
22 following:

- 23 1. Perform such duties as the office ordinarily connotes and such duties of the Treasurer as may be
- 24 assigned by the Board of Directors.
- 25 2. Keep or cause to be kept an accurate record of the minutes of and transactions of the General
- 26 Assembly and the Board of Directors and shall serve as Secretary of these bodies.
- 27 3. Supervise all other employees and agents of the LAFP and have such other powers and duties as
- 28 may be described by the Board of Directors or these Bylaws.
- 29 4. Not be entitled to vote, unless he/she is a member of the LAFP.
- 30 5. Be bonded in an amount fixed by the Board of Directors, the premium thereon to be paid by the
- 31 LAFP.
- 32

33 **SECTION 10. Directors.** The duties of the Directors shall include the following:

- 34 1. Serve as a member of the Board of Directors;
- 35 2. Act as the advisor to the physicians in his/her district;
- 36 3. Submit at the General Assembly a written report of the activities during the preceding year;
- 37 4. Perform such other duties as may be required of him/her by the President, the Board of
- 38 Directors and the membership of the General Assembly ; and
- 39 5. Perform such other duties as may be required of him/her by law, custom, parliamentary usage,
- 40 or other rules of the LAFP.
- 41

42 **SECTION 11. Alternate Directors.** The duties of the Alternate Directors shall include the following:

- 43 1. Serve as a member of the Board of Directors;
- 44 2. Act as the advisor to the physicians in his/her district in the absence of the Director or
- 45 membership category;
- 46 3. Perform such other duties as may be required of him/her by the President, the Board of
- 47 Directors and the membership of the General Assembly ; and



- 1 4. Perform such other duties as may be required of him/her by law, custom, parliamentary usage,  
2 or other rules of the LAFP.  
3

4 **SECTION 12.- AAFP Delegates and Alternate Delegates.** The two (2) Delegates and two (2) Alternates to  
5 the Congress of Delegates of the American Academy of Family Physicians shall:

- 6 1. Represent the LAFP at all meetings of said Congress of Delegates.  
7  
8

9 **CHAPTER XI**

10 **Nominations and Election of Officers and Board of Directors**  
11

12 **SECTION 1. Nominations.** All candidates for LAFP elected office including President-Elect, Vice President,  
13 Secretary, Treasurer, Speaker, and Vice-Speaker of the General Assembly, and for each vacancy  
14 occurring on the Board of Directors shall be nominated. The letter of endorsement/ nomination shall be  
15 submitted in writing to the Executive Vice President.  
16

17 **SECTION 2. Nominations Committee.** At least ninety (90) days prior to the General Assembly it shall be  
18 the duty of the President to appoint a nominating committee consisting of himself/herself, the  
19 immediate Past President, the President-Elect and two members of the Board of Directors. The  
20 nominating committee shall present to the General Assembly, at its annual meeting, nominations for  
21 each position of Director and Alternate Director which shall become vacant at that annual meeting;  
22 provided, however, that nothing herein contained shall be construed as preventing nominations from  
23 the floor. No person may be nominated for the position of Director or Alternate Director who does not  
24 reside or practice in the geographic district which that position represents on the Board of Directors,  
25 except for the at large, resident and student membership positions.  
26

27 **SECTION 3.** At the time of the annual meeting, the nominating committee shall present nominations to  
28 the General Assembly for the offices of President-Elect, Vice President, Secretary, Speaker, Vice-Speaker  
29 and one (1) Delegate and one (1) Alternate Delegate to the Congress of Delegates of the American  
30 Academy of Family Physicians and any vacant Director and Alternate Director position. Additional  
31 nominations for these offices may be made from the floor of the Assembly.  
32

33 **SECTION 4. Elections.**

34 **A. Officers.**

- 35 (1) The General Assembly shall elect annually a President-Elect, Vice President, Secretary,  
36 Speaker, and Vice Speaker.  
37 (2) Election of the above officers shall be by ballot prepared by the Executive Vice President,  
38 except that unopposed candidates may be elected by voice vote. The candidate receiving  
39 the majority of votes cast for each office shall be declared elected.

40 **B. Board of Directors.**

- 41 (1) The General Assembly shall elect annually one member for each vacancy occurring on the  
42 Board of Directors.  
43 (2) Election of the above officers shall be by ballot prepared by the Executive Vice President,  
44 except that unopposed candidates may be elected by voice vote. The candidate receiving  
45 the majority of votes cast for each office shall be declared elected.

46 **C. Resident Member of the Board of Directors.**

- 47 (1) The resident member shall be elected in accordance with the guidelines approved by the  
48 Board.

1 (2) The resident member, who is elected annually, shall have his/her name and credentials  
2 presented for approval by the General Assembly.

3 **D. Student Member of the Board of Directors.**

4 (1) The student member shall be elected in accordance with the guidelines approved by the  
5 Board.

6 (2) The student member, who is elected annually, shall have his/her name and credentials  
7 presented for approval by the General Assembly.

8 **E. AAFP Delegates and Alternate Delegates.**

9 (1) The General Assembly shall elect annually one member for each vacancy occurring on the  
10 Board of Directors.

11 (2) Election of the above officers shall be by ballot prepared by the Executive Vice President,  
12 except that unopposed candidates may be elected by voice vote. The candidate receiving  
13 the majority of votes cast for each office shall be declared elected.

14  
15 **CHAPTER XII**  
16 **Executive Committee**  
17

18 **SECTION 1. Composition.** The Executive Committee shall be composed of six members as follows:

- 19 A. the President;
- 20 B. the President-Elect;
- 21 C. the Vice President;
- 22 D. the Secretary;
- 23 E. the Treasurer, and
- 24 F. the Immediate Past President

25  
26 **SECTION 2. Duties and Powers.** The Executive Committee, by a majority vote, shall have full authority to  
27 conduct necessary business:

- 28 A. that demands prompt action in the interim between meetings of the Board; or
- 29 B. when it is impracticable or impossible to convene the Board of Directors; or
- 30 C. when the Board authorizes or otherwise directs the Executive Committee to act for and on  
31 behalf of the Board.

32  
33 **SECTION 3. Meetings.** Meetings of the Executive Committee shall be held at the call of the President.

34  
35 **SECTION 4. Quorum.** Three members of the Executive Committee shall constitute a quorum for any  
36 regular or special meeting of the Executive Committee.

37  
38 **SECTION 5. Reports.** The Executive Committee shall provide a written report of its activities to the Board  
39 since the last Board meeting.

40  
41 **CHAPTER XIII**  
42 **Component and Student Chapters**  
43

44 **SECTION 1.** Upon the petition of any five (5) or more members of this constituent chapter, the Board of  
45 Directors may issue a charter for a component or student chapter of the LAFP, provided, however, that  
46 no more than one component chapter shall be chartered for a designated geographical region within  
47 this state and such geographical region may, but need not, be the same as the geographical state

1 districts established pursuant to Chapter IX, Section 1. Such chapters shall be in such form as approved  
2 from time to time by the Board of Directors.

3  
4 **SECTION 2.** Said petition shall be accompanied by the proposed Bylaws for the component or student  
5 chapter. No charter shall be issued until such Bylaws are approved by the Board of Directors.

6  
7 **SECTION 3.** The members of a component chapter shall be the persons to whom a charter is issued and  
8 such additional persons meeting the qualifications for membership set forth in these Bylaws and the  
9 Bylaws of the American Academy of Family Physicians. Such members shall practice within the  
10 geographical boundaries of the component chapter as designated by the Board of Directors provided,  
11 however, that and upon written request of the member he/she may affiliate with another component  
12 chapter at the discretion of the Board of Directors. No person may hold membership in a component  
13 branch unless he/she be likewise a member of this constituent state chapter and the American Academy  
14 of Family Physicians.

15  
16 **SECTION 4.** The members of a student chapter shall be medical or osteopathic students to whom a  
17 charter is issued and such additional persons meeting the qualifications for student membership set  
18 forth in these Bylaws and the Bylaws of the American Academy of Family Physicians. Such members  
19 shall attend school within the geographic boundaries of the student chapter as determined by the Board  
20 of Directors provided, however, that under usual circumstances and upon written request of the  
21 member he/she may affiliate with another component chapter at the direction of the Board of  
22 Directors. No person may hold membership in a student chapter unless he/she is likewise a student  
23 member of this constituent state chapter and the American Academy of Family Physicians.

24  
25 **SECTION 5.** The charter of any component or student chapter may be suspended or revoked by the  
26 Board of Directors in the event of any action deemed to be in conflict with the letter or intent of these  
27 Bylaws or of the lawful requirements of the Board of Directors or officers of the LAFP, in the manner  
28 hereinafter specified.

29  
30 Any member of the LAFP may file written charges against any such component or student chapter with  
31 the Secretary of this chapter. Such charges must be signed by the accuser or accusers, and must state  
32 the acts or conduct complained of with reasonable particularity. The Secretary must present said  
33 charges to the Board of Directors at its next meeting. The Board of Directors shall then or at any  
34 adjournment of said meeting, but not more than thirty (30) days thereafter, consider the charges and  
35 shall either dismiss them or proceed as hereinafter set forth.

36  
37 If the Board fails to dismiss said charges it shall within ten (10) days thereafter cause a copy of the  
38 charges to be served upon the accused component or student chapter by depositing in the United States  
39 mail a copy thereof, registered and mailed to the Secretary or other officer of said chapter. The Board  
40 shall also and at the same meeting fix a time and place for the hearing of said charges and the accused  
41 component or student chapter shall be notified of the time and place at the same time and in the same  
42 manner as provided for the serving of the charges. The time set for the hearing shall be not less than  
43 fifteen (15) days nor more than ninety (90) days after service of charges.

44  
45 The Board shall, after having given the accused and the accuser reasonable opportunity to be heard in  
46 person or by counsel and to present all evidence and proofs, conclude the hearing and within thirty (30)  
47 days thereafter shall render a decision. The affirmative vote of a majority of the members of the Board  
48 present and voting shall constitute the decision of said Board which may by such vote dismiss the

1 charges or order them presented to a regular or special meeting of the members of the Louisiana  
2 Chapter. In either event the Board shall make known its decision in a written resolution signed by the  
3 Secretary and chair thereof. In the former event the Board shall furnish the accused and the accuser  
4 with a copy of the resolution. In the latter event its resolution shall be read at the next regular meeting  
5 of the members or at a special meeting duly called for that purpose, provided that a copy of the decision  
6 shall be delivered to the accused in the same manner provided for the service of charges at least fifteen  
7 (15) days before such meeting. The accused and the accusers shall be given reasonable opportunity to  
8 be heard at the meeting of the members where the decision is read. A two-thirds (2/3) majority of all  
9 those present and voting shall be required to suspend or revoke the charter of the accused component  
10 chapter.

11  
12 **CHAPTER XIV**  
13 **Standing Committees**  
14

15 The committees of the LAFP shall be standing committees. All members of any LAFP committee must be  
16 a member of the LAFP.  
17

18 **SECTION 1. Regular Standing Committees Listing.** The following standing committees shall be  
19 established by the President with the advice and concurrence of the Board of Directors:

- 20 (1) Committee on Education;
  - 21 (2) Committee on Operations;
  - 22 (3) Committee on Legislative & Membership Issues;
  - 23 (4) Nominating Committee
  - 24 (5) Resident and Student Leadership Committee
- 25

26 The composition of these bodies shall be determined by the Board of Directors and their functions shall  
27 be as specifically set forth in other sections of these Bylaws and as may be determined by the Board of  
28 Directors.  
29

30 **SECTION 2. Organization.** The President, with the advice of the Board of Directors, may appoint such  
31 additional committees or similar organizational entities to assist the Board of Directors as he deems  
32 appropriate. The composition and functions of such additional committees or organizational entities  
33 shall be as determined by the Board of Directors.  
34

35 **SECTION 3. Committee on Education.** The functions of this committee shall be:

- 36 (1) To plan and conduct the scientific program at the Annual Scientific Assembly.
- 37 (2) To encourage and assist members in conducting research appropriate to the field of Family  
38 Medicine.
- 39 (3) To conduct, develop, assist and evaluate educational programs developed for the education and  
40 training of Family Physicians at the graduate and undergraduate level, and developed to provide  
41 continuing medical education for the benefit of the members of the LAFP and of the profession  
42 at large.  
43

44 **SECTION 4. Committee on Operations.** The Treasurer of the LAFP shall serve as Chair of the Committee  
45 on Operations. The functions of this committee shall be:

- 46 (1) To supervise the financial transactions of the LAFP including, but not limited to:  
47 (a) submitting an annual budget for the approval of the Board of Directors,  
48 (b) supervising the keeping of the LAFP's accounts,

- 1 (c) supervising the operational costs and approving all expenditures incurred in maintaining the
- 2 LAFP Headquarters Office Building including all property.
- 3 (2) To biennially make a study of the Bylaws and make recommendations for changes, deletions, or
- 4 modifications in order to maintain the integrity and consistency of the Bylaws.
- 5 (3) To evaluate LAFP projects and recommend to the Board of Directors any initiative which would
- 6 aid in the Long Range Planning of the LAFP.

7

8 **SECTION 5. Committee on Legislative & Membership Issues.** The functions of this committee shall be:

- 9 (1) To promote membership interest in the LAFP.
- 10 (2) To initiate, coordinate, and subsidize membership services made available through the LAFP.
- 11 (3) To evaluate and advise the Board of Directors on issues of concern to minority physicians.
- 12 (4) To evaluate and advise the Board of Directors on issues of concern to women in medicine.
- 13 (5) To evaluate and advise the Board of Directors on issues of concern to new physicians in practice.
- 14 (6) To evaluate and advise the Board of Directors on other issues as deemed appropriate by the
- 15 Board of Directors.
- 16 (7) To formulate and advise the Board of Directors on plans and programs which expand, maintain
- 17 and improve health care services and standards.
- 18 (8) To investigate and recommend such action to the Board of Directors to insure that the Louisiana
- 19 Chapter of the AAFP shall have an active voice on all issues concerning legislative and
- 20 governmental affairs.
- 21 (9) To recommend to the Board of Directors such campaigns of public enlightenment or education
- 22 as it may deem appropriate.
- 23 (10) To evaluate such issues of ethics as may come before the LAFP and to make recommendations
- 24 to the Board of Directors on such ethical issues as the Board shall deem appropriate.
- 25 (11) To evaluate and advise the Board of Directors on the special health care needs of minority
- 26 population groups.

27

28 **SECTION 6. Committee on Nominations.** The President shall, at least ninety days before the General

29 Assembly meeting, form the Nominating Committee, which will be comprised for the following

30 members: the Legislative and Membership Committee Chair, who will serve as the Nominating

31 Committee Chair, the President, President-Elect, Immediate Past President and two other Board of

32 Directors members selected by the President.

33

34 The functions of this committee shall be:

- 35 (1) meet at least ninety days prior to the date of the annual General Assembly.
  - 36 (2) insure that there is at least one candidate for election to each officer position; and each vacant
  - 37 Director and Alternate Director slot; and each vacant AAFP Delegate and AAFP Alternate
  - 38 Delegate slot.
  - 39 (3) investigate the qualifications of prospective candidates and receive assurance from each
  - 40 selectee that he/she is willing and eager to serve the LAFP and attend all Board Meetings and
  - 41 other meetings that the position requires.
  - 42 (4) present the selections of the Nominating Committee, with the exception of the Office of
  - 43 Treasurer, at a time during the General Assembly determined by the Speaker. These
  - 44 nominations, as presented by the Committee Chair, shall indicate that the selections are not
  - 45 endorsements and other nominations from the Assembly floor are in order.
  - 46 (5) present a nomination for the Office of Treasurer to the Board of Directors meeting held during
  - 47 the Assembly.
- 48

1 **SECTION 7. Resident and Student Leadership Committee.** The functions of this committee shall be:

- 2 (1) To provide a forum for resident and student members of the LAFP to meet and discuss problems
- 3 and solutions regarding Family Medicine policy, primary care physician recruitment, clinical skills
- 4 assessment and improvement, and leadership development.
- 5 (2) To support, encourage, and validate the choice of Family Medicine as a specialty.
- 6 (3) To coordinate efforts in recruitment and programming between residents and students in the
- 7 state
- 8 (4) To evaluate and advise the Board of Directors on issues unique to medical students and family
- 9 medicine residents
- 10 (5) To facilitate the LAFP Mentorship Program amongst students, residents, and practicing
- 11 physicians
- 12 (6) To facilitate planning of the annual Resident & Student Leadership Conference,
- 13 (7) To assist in planning resident and student activities at Annual Assembly, and
- 14 (8) To promote LAFP information and events to residency programs and FMIGs

15  
16  
17 **SECTION 8. Meetings.**

18 Each Committee, excluding the Committee on Nominations, shall meet at least twice a year and submit  
19 an annual report to the Board of Directors prior to the annual meeting of the General Assembly.

20  
21 **CHAPTER XV**  
22 **Ethics**  
23

24 **SECTION 1. Definition.** The Principles of Medical Ethics of the American Academy of Family Physicians,  
25 as they now or hereafter may provide, shall be the principles of ethics of the LAFP and shall be and  
26 hereby are made a part of these Bylaws.

27  
28 **SECTION 2. Charges.** If any member is believed in good faith to:

- 29 A. Have violated the Principles of Medical Ethics or the Bylaws of the LAFP and/or of the American
- 30 Academy of Family Physicians, or
- 31 B. Be otherwise guilty of conduct justifying censure, suspension, or expulsion from the LAFP, any
- 32 member may prefer charges against him/her in the form and manner hereinafter specified.
  - 33 (1) Charges must be in writing and signed by the accuser or accusers
  - 34 (2) Charges must state the acts or conduct complained of with reasonable particularity.
  - 35 (3) Charges must be filed with the Secretary
  - 36 (4) At the first meeting of the Board held after the filing of said charges, the Secretary must
  - 37 present said charges to the Board.
  - 38 (5) The Board shall then or, at any adjournment of said meeting but not more than thirty (30)
  - 39 days thereafter, consider the charges and shall either dismiss them or shall proceed as
  - 40 hereinafter set forth, provided, however, that to the extent the provisions in this chapter
  - 41 are in conflict with applicable law, the provisions of applicable law shall supersede these
  - 42 Bylaws.
  - 43 (6) If the Board fails to dismiss said charges it shall:
    - 44 a. within fifteen (15) days thereafter cause a copy of the charges to be served upon the
    - 45 accused by depositing in the United States mail a copy thereof, registered and
    - 46 addressed to the last known address of the accused;
    - 47 b. at the same meetings, fix a time and place for hearing said charges;

- 1 c. notify the accused of the time and place for hearing said charges and in the same  
2 manner as provided for the serving of the charges; and  
3 d. time set for said hearing shall be not less than fifteen (15) days nor more than six  
4 months after serving of charges.  
5 (7) The accused may answer in writing but need not do so and failure to answer shall not be an  
6 admission of truth of the charges or a waiver of the accused's right to a hearing.  
7 (8) The Board shall:  
8 a. after having given to the accuser and the accused every opportunity to be heard,  
9 including oral arguments and the filing and consideration of any written briefs,  
10 conclude the hearing; and  
11 b. within thirty (30) days thereafter shall render a decision.  
12 (9) The affirmative vote of a majority of the members of the Board present and voting shall  
13 constitute the verdict of said Board which by such vote may exonerate, censure, suspend or  
14 expel the accused member.  
15 (10)The decisions of the Board shall be signed only by the President and the Secretary.  
16 (11)Only Board members who are present for the entire hearing may vote.

17 **SECTION 3. Censure.** Censure shall mean a reprimand by the chair of the Board of Directors  
18 administered to the accused in the presence of the said Board. No member shall be suspended for more  
19 than one (1) year and at the expiration of the period of suspension shall be reinstated to membership  
20 upon his/her application and the payment of dues accrued during the period of suspension.

21  
22 Any member who has been censured, suspended, or expelled may appeal such action to the American  
23 Academy of Family Physicians pursuant to the Bylaws of said corporation.  
24

## 25 **CHAPTER XVI**

### 26 **Inspection of Records**

27  
28 **SECTION 1. Inspection of Records.** The minutes of the proceedings of the Board of Directors, the  
29 membership books, and the books of account shall be open to inspection upon the written demand of  
30 any member at any reasonable time, for any purpose reasonably related to the members interest as a  
31 member, and shall be produced at any time when requested by the demand of ten percent (10%) of the  
32 members at any regular or special meeting of the members. Such inspection may be made by agent or  
33 attorney, and shall include the right to make extracts thereof. Demand of inspection, other than a  
34 meeting of the members, shall be in writing, upon the President or Secretary of the Louisiana Chapter.  
35

36 **SECTION 2. Fiscal Year.** The fiscal year of the LAFP shall begin on the first day of January and end on the  
37 last day of December of each year.  
38

## 39 **CHAPTER XVII**

### 40 **Parliamentary Authority**

41  
42 **SECTION 1. Parliamentary Procedure.** In the absence of any provision in the Bylaws, all meetings of the  
43 LAFP and of the Board of Directors shall be governed by the parliamentary rules and usage's contained  
44 in the most current edition of American Institute of Parliamentarians Standard Code of Parliamentary  
45 Procedure, revised.

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**CHAPTER XVIII**  
**Indemnification**

**SECTION 1.** The LAFP may indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the LAFP) by reason of the fact that such person is or was a Director, Officer, employee or agent of the LAFP, or is or was serving at the request of the LAFP as a Director, Officer, employee or agent of another business, foreign or non-profit corporation, partnership, joint venture or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the LAFP, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful; provided that in case of actions by or in the right of the LAFP, the indemnity shall be limited to expenses (including attorney's fees and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action and no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged after to be liable for negligence or misconduct in the performance of his/her duty to the LAFP unless and only to the extent that the court shall determine upon application, that despite the adjudication of liability but in view of all the circumstances of the case, he/she is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the LAFP and ,with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

29  
30  
31  
32  
33

**SECTION 2. Successful Defense.** To the extent that a Director, Officer, employee or agent of the LAFP has been successful on the merits or otherwise in defense of any such action suit or proceeding, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

34  
35  
36  
37  
38  
39  
40

**SECTION 3. Standard of Conduct.** The indemnification hereunder (unless ordered by the court) shall be made by the LAFP only as authorized in a specific case upon a determination that applicable standard of conduct has been met. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable or a quorum of disinterested Directors so directs, by independent legal counsel, or (3) by the Members.

41  
42  
43  
44  
45  
46

**SECTION 4. Advance Payment.** The expenses incurred in defending such an action, suit or proceeding may be paid by the LAFP in advance of the final disposition thereof if authorized by the Board of Directors, as provided above, upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the LAFP as authorized.

47  
48

**SECTION 5. Other Rights.** The indemnification provided hereunder shall not be deemed exclusive of any other rights to which one indemnified may be entitled under any bylaw, agreement, authorization of



1 members or Directors, regardless of whether Directors authorizing such indemnification are  
2 beneficiaries thereof, or otherwise, both as to action in his/her official capacity and as to action in  
3 another capacity while holding such office, and shall continue as to a person who has ceased to be a  
4 Director, Officer, employee or agent and shall inure to the benefit of his/her heirs and legal  
5 representative.

6  
7 **SECTION 6. Insurance.** The LAFP shall have the power to procure insurance or other similar arrangement  
8 including, without limitation, a trust fund or other form of self-insurance, on behalf of any person who is  
9 or was a Director, Officer, employee, or agent of the LAFP, or is or was serving at the request of the LAFP  
10 as Director, Officer, employee or agent of another business, non-profit or foreign corporation,  
11 partnership, joint venture or other enterprise against any liability asserted against or incurred by  
12 him/her in any such capacity, or arising out of his/her status as such, whether or not the LAFP would  
13 have the power to indemnify him/her against such liability under the Non-Profit Corporation Law of  
14 Louisiana.

15  
16 **CHAPTER XIX**  
17 **Bylaws or Amendments**  
18

19 **SECTION 1. Bylaws or Amendments.**

- 20 1. Any five (5) or more members may propose Bylaws or Amendments of Bylaws.  
21 2. Such proposals shall be submitted to the Executive Vice President or the Secretary at least sixty  
22 (60) days prior to any regular or special meeting of the General Assembly and notice shall be  
23 given by him/her to all members at least thirty (30) days prior to the meeting at which the  
24 proposals are to be voted upon.  
25 3. Such notice shall:  
26 a. be published in an official publication of the LAFP sent to the entire membership; and  
27 b. include a summary of all proposed amendments; and  
28 c. set forth a mechanism by which any member may obtain a copy of all proposed  
29 amendments.  
30 4. An affirmative vote of at least two-thirds (2/3) of the members present and voting shall  
31 constitute adoption.  
32 5. Amendments shall take effect immediately upon adoption unless otherwise specified.