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LOUISIANA ACADEMY of FAMILY PHYSICIANS

2025 Bylaws

REVISED AS OF 2025 GENERAL ASSEMBLY MEETING

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Chapter I
Name

The name of this organization, an association of Family Physicians, shall be governed by and incorporated under the laws of the State of Louisiana. This organization shall be known as the Louisiana Chapter of the American Academy of Family Physicians, hereinafter referred to as the LAFP.

CHAPTER II
Affiliation

This organization is a constituent chapter of the American Academy of Family Physicians, hereinafter referred to as the AAFP, and is possessed only of those rights and powers conferred by said corporation to this organization. No rules, regulations, or policies adopted by this organization shall be in conflict with the rules, regulations or policies of the AAFP or the charter issued by the AAFP to this organization.

The autonomy of the LAFP is limited by the Bylaws of the AAFP. Membership in the LAFP shall be a prerequisite to membership in the AAFP and the qualifications for membership are established by the AAFP.

CHAPTER III
Objects and Purposes

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

A. To promote and maintain high standards among physicians who practice family medicine;
B. To provide responsible advocacy for and education of patients and the public in all health related matters;
C. To preserve and promote quality cost effective health care;
D. To promote and maintain the science and art of family medicine and to ensure an optimal supply of well-trained family physicians;
E. To preserve the right of family physicians to engage in medical and surgical procedures for which they are qualified by training and experience;
F. To provide for the continuing professional development of its members;
G. To provide advocacy, representation and leadership for the specialty of family medicine; and
H. To maintain and provide an organization with high standards to fulfill the above purposes and to represent the needs of its members.

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

CHAPTER IV
Membership

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

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

A. Active Members.

1. Eligibility. Active members shall be family physicians:

a. duly licensed to practice medicine

(1) in the state of Louisiana or

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

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

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

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

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

(3) have satisfactorily completed either:

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

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

c. previously held active membership before December 31, 1988

2. Application and Approval. Application for active membership shall be made on a form prescribed by the AAFP Board or its designee. Election to membership shall be by the approval of the Executive Vice President, followed by the publication of the applicant's name in the LAFP newsletter.

3. Requirements.

a. Active members must earn 150 credits of acceptable continuing medical education every three years in order to retain active membership. Election to active membership shall be for a maximum period of three (3) years, at the expiration of which term the member shall be eligible for re-election. No member shall be re-elected to membership who is not in good standing at the time of their re-election and has not fulfilled the continuing medical education requirements.

b. Former active members who apply for membership less than two years after having ceased to be an active member must provide evidence they have earned the requisite 100 credits of continuing medical education acceptable to the Board; except that such an applicant who was a resident member in good standing and automatically upgraded to active status upon completion of residency training but never paid dues as an active member shall not be required to satisfy this continuing medical education requirement upon reapplication within two years of completion of residency training.

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

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

B. Inactive Members.

1. **Eligibility.** Effective January 1, 1989, inactive members shall be members who are:
   a. incapacitated by reason of illness, accident, or infirmity or;
   b. totally retired and not eligible for Life membership; or
   c. under extenuating circumstances established by the Board, active members, resident members and family physician supporting members who interrupt their practices or residency training; provided, however, that no person may hold inactive membership who does not hold a current medical license because such license has been revoked as a result of a disciplinary action.
2. **Application and Approval.** Requests for inactive membership shall be made to the LAFP and approved by the Executive Vice President.
   a. Election to inactive membership shall be for a maximum of one year, subject to re-election pursuant to clause c below, unless the member is totally retired.
   b. An inactive member may be re-elected to this classification annually by the Board.
   c. Totally retired members need not be re-elected annually.
3. **Privileges.** Inactive members shall be given privileges of the floor of the General Assembly without the right to vote, not be entitled to hold office in the LAFP and not have a voice in standing committees.

C. Life Members.

1. **Eligibility.** Life members shall be persons who have held active membership in the AAFP for a minimum of 25 years and who have had five years of continuous membership immediately prior to election as life members. Such persons must have also attained age seventy (70) or who are totally retired from the practice of medicine. No person may hold life membership who does not hold a current medical license because such license has been revoked as a result of a disciplinary action.
2. **Application and Approval.** Requests for life membership shall be made to the Executive Vice President for approval, followed by the publication of the applicant's name in the LAFP newsletter.
3. **Privileges.** Life members shall be given privileges of the floor of the General Assembly without the right to vote, not be entitled to hold office in the LAFP and have a voice in standing committees.

D. Honorary Members.

1. **Eligibility.** Honorary members shall be persons of distinction who have rendered outstanding service to the LAFP or to the medical profession, or distinguished members of the LAFP who have retired from practice.
2. **Nomination and Approval.** Nominees for honorary membership must be presented to the Board for consideration.
3. **Privileges.** Honorary members shall not pay dues or admission fees, and shall have no right, title or interest in any of the property of the LAFP, may not hold office but shall be given

privileges of the floor of the General Assembly without the right to vote and have a voice in standing committees.

E. Resident Members.

1. Eligibility. Resident members shall be:

a. physicians in training in an ACGME-approved family medicine residency; or

b. graduates of ACGME-approved family medicine residencies who extend their training immediately upon completion of residency training and who serve full time in extended, structured, supervised programs of at least one year duration to gain additional skills in research, administration and teaching or a specific clinical area of interest.

2. Application and Approval. Applications for resident membership shall be made on a form prescribed by the AAFP Board or its designee. Election to resident membership shall be by approval of the Executive Vice President, followed by publication of the applicant's name in the LAFP newsletter.

a. Election to resident membership shall be for the duration of one's residency or extended training.

b. Upon completion of their residency training, and upon verification of eligibility for active membership, resident members shall be automatically transferred to active membership.

3. Privileges.

a. Resident members may serve on LAFP and AAFP committees as determined by the Board. Resident members who are appointed to serve on committees have the right to vote in such bodies but are not eligible to serve as chair.

b. A resident member shall be elected to serve on the Board of Directors as described in Chapter IX of these Bylaws.

c. The resident member of the Board shall have full voting privileges on the Board.

d. A resident member shall be elected to serve as the resident delegate to the General Assembly, who shall have full voting privileges in the General Assembly.

e. A resident member shall be elected to serve as the resident delegate to the AAFP National Conference.

f. Otherwise, resident members shall not be entitled to hold office in the LAFP, but shall have voice in standing committees.

F. Student Members.

1. Eligibility. Student members shall be students enrolled in allopathic or osteopathic medical schools that are (a) accredited by the Liaison Committee on Medical Education (LCME) or the American Osteopathic Association's Commission on Osteopathic College Accreditation (AOA COCA), or (b) listed as operational in the then-current edition of the World Directory of Medical Schools. Membership shall terminate upon graduation or withdrawal from medical school.

2. Application and Approval. Applications for student membership shall be made on a form prescribed by the AAFP Board or its designee. Election to membership shall be by approval of the Executive Vice President, followed by publication of the applicant's name in the LAFP newsletter.

3. Privileges.

a. Student members may serve on LAFP and AAFP committees as determined by the Board. Student members who are appointed to serve on committees have the right to vote in such bodies but are not eligible to serve as chair.

b. A student member shall be elected to serve on the Board as described in Chapter IX of these Bylaws.
c. The student member of the Board shall have full voting privileges on the Board.
d. A student member shall be elected to serve as the student delegate to the General Assembly, who shall have full voting privileges in the General Assembly.
e. A student member shall be elected to serve as the student delegate to the AAFP National Conference.
f. Otherwise, student members shall not be entitled to hold office in the LAFP but shall have a voice in standing committees.

G. Supporting Members.

1. Eligibility.

a. Supporting members shall be:
(1) physicians residing and practicing in the U.S. (or its territories or possessions) who completed an ACGME- or AOA-accredited residency program in specialties other than family medicine and not otherwise eligible for some other category of membership; or
(2) physicians who previously held supporting membership before September 30, 2016.; and
b. A supporting member shall also be duly licensed in the state in which he or she practices.

2. Application and Approval. Application for supporting membership shall be made on a form prescribed by the AAFP Board or its designee. Election to membership shall be by approval of the Executive Vice President, followed by publication of the applicant's name in the LAFP newsletter.

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

H. International Members.

1. Eligibility. International members shall be:
a. family physicians outside of the United States engaged in family medicine, the teaching of family medicine or medical administration, who are licensed to practice in countries or territories outside the United States in which no constituent chapter exists and who are not eligible for membership in the Uniformed Services chapter; or
b. physicians in training in countries or territories outside the United States in which no constituent chapter exists and who are not eligible for membership in the Uniformed Services chapter

2. Application and Approval. Applications for international membership shall be made on a form prescribed by the AAFP Board or its designee. Election to membership shall by the approval of the Executive Vice President, followed by publication of the applicant's name in the LAFP newsletter.

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

I. Transitional Members

1. Eligibility

a. A transitional member shall be a graduate of an allopathic or osteopathic medical school as defined in Article III, Section 2.F.1., who has not yet entered an ACGME- or AOA-approved residency.

b. Eligibility for transitional membership will terminate on December 31st of the second full calendar year following the year in which such member graduated from such allopathic or osteopathic medical school or upon the member's earlier enrollment in a residency program as described in subsection a. above.

2. **Application and Approval.** Applications for transitional membership shall be in a form prescribed by the Board or its designee. Election to membership shall by the approval of the Executive Vice President, followed by publication of the applicant's name in the LAFP newsletter.

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

SECTION 3. Good Standing. A member in good standing shall be one whose current dues and assessments, if any, have been paid in accordance with the provision of these Bylaws, who is duly licensed to practice medicine, if applicable, and who has met the applicable CME requirements during the period of the preceding three (3) years as set forth in these Bylaws and the Bylaws of the AAFP. Inactive, life, honorary, resident, student, supporting, international, and transitional members shall be relieved of the continuing medical education requirements as provided in these Bylaws.

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

SECTION 4. Changes in Membership Status. Any member who changes his or her occupation or status in such a manner as to render him or her ineligible for membership in the LAFP, may, unless he or she resigns, be dropped from the roll of members by the Board. The Board or an entity designated by the Board, acting in accordance with Board approved criteria, may waive or reduce members' dues. Other exceptions to the foregoing membership rules and requirements may be made under unusual circumstances and on an individual basis only upon a two-thirds (2/3) vote of the Board.

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

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

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

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

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

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

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

CHAPTER V
Dues and Assessments

SECTION 1. Active Members. Dues for active members shall not exceed any maximum amount that may be established, from time to time, by majority vote of the General Assembly as recommended by the Board of Directors. Dues are due and payable upon election to membership and shall be payable in advance on the first day of January of each year. Members whose dues and assessments are in arrears at the time of the General Assembly meeting of the LAFP shall be ineligible to vote or hold office.

SECTION 2. Other Classes of Membership. The dues of all other classes of membership other than active members shall be fixed by the Board of Directors. In addition, other than active members shall be required to pay such dues to the AAFP as may be prescribed by the Bylaws of that organization. Under unusual circumstances and on an individual basis, the Board of Directors by a two-thirds (2/3) vote may waive payment of dues upon recommendation of the constituent chapter and with the approval of the AAFP Board of Directors.

SECTION 3. Special Assessments. Special assessments not to exceed one hundred dollars ($100.00) may be applied equally to all membership classifications by affirmative action of two thirds (2/3) of the members of the General Assembly. Notification of a proposal to vote on an assessment must be in writing at least 100 days prior to the meeting of the General Assembly.

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

ARTICLE VI
Fellow

SECTION 1. Definition. A Fellow is an earned degree upon fulfilling the following requirements:

A. held active membership for six years or a combination of resident and active membership for a total of six years; and

B. fulfilled such other criteria for Fellow as may be established by the AAFP Board of Directors.

SECTION 2. Classification. A Fellow shall not be considered a separate membership classification but shall be considered an earned degree.

SECTION 3. Eligibility. A Fellow shall continue to hold membership in the AAFP based upon one of the classifications of membership.

SECTION 4. Application. Any active, inactive, or life member in good standing may, upon application to the AAFP, be elected to receive the degree of Fellow upon fulfilling the foregoing requirements. Under unusual circumstances satisfactory to the AAFP Board of Directors, exceptions may be made on an individual basis to the foregoing Fellow requirements by a two-thirds (2/3) vote of the AAFP Board of Directors.

SECTION 5. Requirements. The degree of Fellow shall be conferred at convocation of the AAFP or at the LAFP annual meeting.

CHAPTER VII
Meetings

SECTION 1. Annual Meeting. The annual meeting of the LAFP shall include a meeting of the General Assembly. The date and place shall be designated by the Board of Directors at least sixty (60) days before the date so fixed. If the Board determines, before or after such announcement, that an in-person meeting is inadvisable under the circumstances then existing, it may designate that the meeting be held, in whole or in part, by remote communication using interactive technology. In making such determination, the Board shall transparently communicate its reasoning to the General Assembly.

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

CHAPTER VIII
General Assembly

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

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

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

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

A. Any LAFP member in good standing
B. One medical student and one resident shall be elected for a term of one year to serve as delegates, each of whom shall be student or resident members, respectively, and in good standing

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

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

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

SECTION 7. Resolutions.

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

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

CHAPTER IX
Officers

SECTION 1. Officers. The elected officers of the LAFP shall be a President, President-Elect, Vice President, Treasurer, Secretary, Speaker of the General Assembly, and Vice-Speaker of the General Assembly.

SECTION 2. Qualifications for Office. The elected officers shall be active members in good standing at the time of election and throughout their term of office. The executive vice president/chief executive officer need not be a member of the LAFP.

SECTION 3. Terms of Office. All officers elected shall take office immediately following the General Assembly meeting at which they are elected.

A. President. The term of office is for two years and begins at the conclusion of his/her term as president-elect and expires after two years at the conclusion of the next annual meeting of the General Assembly, or when his/her successor is seated.

B. President- Elect. The term of office is for two years and begins at the conclusion of the annual meeting of the General Assembly at which his/her election occurred and shall expire upon succeeding to the office of president.

C. Vice President. The term of office is for two years and begins at the conclusion of the annual meeting of the General Assembly at which elected and expires after two years at the conclusion of the next annual meeting of the General Assembly, or when his/her successor is seated

D. Secretary. The term of office begins at the conclusion of the annual meeting of the General Assembly at which elected and expires at the conclusion of the next annual meeting of the General Assembly, or when his/her successor is seated.

E. Speaker and Vice Speaker of the General Assembly. The term of office begins at the conclusion of the annual meeting of the General Assembly at which elected and expires at the conclusion of the next annual meeting of the General Assembly, or when his/her successor is seated.

SECTION 4. Vacancies.

A. President. If a vacancy exists in the office of President due to death, resignation, or for any reason the President shall be unable or unqualified to serve, the President-Elect shall succeed to the office of President for the unexpired portion of the President's term. In the event of the death, resignation , or incapacity of both the President and the President Elect, the Vice-President shall succeed to the office of the President for the unexpired portion of the President's term.

B. Vice President, Secretary, Speaker/Vice Speaker. Vacancies for the office of President-Elect, Vice-President, and Secretary shall be filled by appointment by the Board of Directors, provided however, that such appointment shall terminate at the next annual meeting of the General Assembly at which time the nominating committee shall present a nominee for the unexpired term, if any.

SECTION 5. Removal from Office. Any officer of the LAFP may be removed from office for cause by a two-thirds (2/3) vote of the total voting members of the Board. Any vacancy that shall occur as a result of removal from office, shall be filled in the same manner as is provided in these Bylaws.

SECTION 6. Procedure for Removal

A. No action may be taken to remove any officer listed in Section 5 except upon written petition of five (5) voting members of the Board.

B. The petition shall be delivered to the Secretary of the Board and shall state the cause(s) for which removal is sought.

C. Within five (5) days of receipt of such petition, the Secretary shall cause a copy thereof to be sent by registered mail, with return receipt requested, to each officer and member of the Board.

D. The officer whose removal is being sought may answer the petition in writing at any time prior to the meeting of the Board, but need not do so; failure to answer shall not be an admission of truth of the charges or a waiver of the right to a hearing.

E. The petition shall be considered and a decision rendered at the first meeting of the Board which is held no less than thirty (30) days after the date on which a copy of the petition was mailed to the officers and directors.

F. The officer whose removal is being sought shall be afforded reasonable opportunity to be heard at the Board meeting at which the petition is considered and may be represented by counsel.

CHAPTER X
Board of Directors

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

A. President;
B. President-Elect;
C. Immediate Past President
D. Vice President;
E. Secretary;
F. Treasurer;
G. Speaker of the General Assembly;
H. Vice-Speaker of the General Assembly;
I. Two (2) AAFP Delegates (or Alternate Delegates); and
J. One (1) member (Director or Alternate Director) from each of the ten (10) geographic districts, the at large membership, the resident membership, the student membership and the Executive Vice President.
K. Executive Vice President

SECTION 2. Treasurer. The Board of Directors shall elect a Treasurer from among the members of the LAFP for a term and stipend, if any, to be determined by the Board.

SECTION 3. Executive Vice President. The Executive Vice President need not be a member of the LAFP appointed by the Board and serves as an officer of the LAFP in a non-voting capacity.

SECTION 4. Eligibility and Term of Board of Directors.

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

SECTION 5. AAFP Delegates and Alternate Delegates.

A. There shall be two (2) Delegates and two (2) Alternate Delegates elected to the Congress of Delegates of the AAFP.
B. Initially, one (1) Delegate and one (1) Alternate shall be elected for a term of two (2) years.
C. Thereafter, both Alternates and both Delegates shall be elected for terms of two years which shall begin at the conclusion of the annual meeting at which their election occurs and expire at the conclusion of the second succeeding annual meeting.

D. The Delegates or their Alternates shall be voting members of the LAFP Board of Directors.
E. No Delegate or Alternate Delegate shall be elected to no more than four (4) consecutive two (2) year terms before a mandatory year or more absence.

SECTION 6. Vacancies. Unless otherwise specifically provided, the Board of Directors shall fill all vacancies which occur among Officers, Board members, Delegates and Alternate Delegates. Vacancies so filled shall be filled for the unexpired portion of the term.

SECTION 7. Meetings. The Board of Directors shall hold two (2) meetings annually in addition to those held in conjunction with the annual assembly.

SECTION 8. Location. The President shall determine the time and location of meetings.

SECTION 9. Quorum. The majority of the Board shall constitute a quorum for the transaction of any business and unless provided otherwise in these Bylaws, the articles of incorporation or by law, all matters shall be decided by a majority vote of the Directors present and voting.

SECTION 10. Removal from Office for Treasurer, AAFP Delegates/Alternates, Board of Directors, At Large Directors, and Resident and Student Members. Any officer of the LAFP may be removed from office for cause by a two-thirds (2/3) vote of the total voting members of the Board. Any vacancy that shall occur as a result of removal from office, shall be filled in the same manner as is provided in these Bylaws.

SECTION 11. Procedure for Removal

A. No action may be taken to remove any officer listed in Section 5 except upon written petition of five (5) voting members of the Board.
B. The petition shall be delivered to the Secretary of the Board and shall state the cause(s) for which removal is sought.
C. Within five (5) days of receipt of such petition, the Secretary shall cause a copy thereof to be sent by registered mail, with return receipt requested, to each officer and member of the Board.
D. The officer whose removal is being sought may answer the petition in writing at any time prior to the meeting of the Board, but need not do so; failure to answer shall not be an admission of truth of the charges or a waiver of the right to a hearing.
E. The petition shall be considered and a decision rendered at the first meeting of the Board which is held no less than thirty (30) days after the date on which a copy of the petition was mailed to the officers and directors.
F. The officer whose removal is being sought shall be afforded reasonable opportunity to be heard at the Board meeting at which the petition is considered and may be represented by counsel.

CHAPTER XI
Duties of Officers and Board of Directors

SECTION 1. Duties and Powers. The business and affairs of the LAFP shall be managed by or under the direction of the Board acting in a manner consistent with its fiduciary duties and responsibilities. In addition to the powers and authority expressly confirmed, upon it by these Bylaws, the Board may exercise all powers and do all acts as allowed by law, subject to the powers of the General Assembly as set forth in these Bylaws. Specific powers and authority of the Board shall include, but not necessarily be limited to, the following:

A. 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.

B. 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.

C. 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/he*r* 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.

D. 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;
3. Serve as a member on the Committee on Membership and Committee on Operations;
4. Be responsible for the activities of the Headquarters Office as directed by the General Assembly and the Board of Directors;

5. Serve as the Master of Ceremonies during the Awards and Installation Luncheon/Banquet in the event that the Vice-President is unable;
6. Supervise preparation of the official minutes of all meetings of the Board of Directors, Executive Committee and General Assembly;
7. Deliver and prepare a written report for all Board Meetings and the annual General Assembly;
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.

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

F. Immediate Past President. The duties of the Immediate Past 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. Serve as a member on the Committee on Operations;
4. Review incomplete projects for evaluation by the Board of Directors to determine if they should be continued, abandoned, or altered;
5. Conduct the annual evaluation of the Executive Vice President;
6. 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
7. Perform such other duties as may be required of him/her by law, custom, parliamentary usage, or other rules of the LAFP.

G. Speaker of the General Assembly. The duties of the Speaker of the General Assembly shall include the following:

1. Serve as a member of the Board of Directors;
2. Serve as a member of the Committee on Operations;
3. Preside over all meetings of the General Assembly;
4. Address the General Assembly at the opening session of all meetings, limiting his/her address to matters of conduct and procedure in the Assembly;

5. 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
6. Perform such other duties as may be required of him/her by law, custom, parliamentary usage, or other rules of the LAFP.

H. Vice Speaker of the General Assembly. The duties of the Vice Speaker of the General Assembly shall include the following:

1. Serve as a member of the Board of Directors;
2. Serve as a member of the Committee on Operations;
3. Officiate for the Speaker during his/her absence or at his request at the General Assembly;
4. 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
5. Perform such other duties as may be required of him/her by law, custom, parliamentary usage, or other rules of the LAFP.

I. Executive Vice President. The Executive Vice President shall be appointed for a term and stipend to be fixed by the Board of Directors. The duties of the Executive Vice President shall include the following:

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

J. Directors. The duties of the Directors shall include the following:

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

K. Alternate Directors. The duties of the Alternate Directors shall include the following:

1. Serve as a member of the Board of Directors;
2. Act as the advisor to the physicians in his/her district in the absence of the Director or membership category;
3. 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
4. Perform such other duties as may be required of him/her by law, custom, parliamentary usage, or other rules of the LAFP.

L. AAFP Delegates and Alternate Delegates. The two (2) Delegates and two (2) Alternates to the Congress of Delegates of the AAFP shall:

1. Represent the LAFP at all meetings of said Congress of Delegates.

CHAPTER XII
Nominations and Election of Officers and Board of Directors

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

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

SECTION 3. At the time of the annual meeting, the nominating committee shall present nominations to the General Assembly every two years for the offices of President, President-Elect, Vice President and every year for the office of Secretary, Speaker, Vice-Speaker and one (1) Delegate and one (1) Alternate Delegate to the Congress of Delegates of the AAFP and any vacant Director and Alternate Director position. Additional nominations for these offices may be made from the floor of the Assembly.

SECTION 4. Elections.

A. Officers.

(1) The General Assembly shall elect every two years a President, President-Elect and Vice President and annually a Secretary, Speaker, and Vice Speaker.

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

B. Board of Directors.

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

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

C. Resident Member of the Board of Directors.

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

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

D. Student Member of the Board of Directors.

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

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

E. AAFP Delegates and Alternate Delegates.

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

CHAPTER XIII
Executive Committee

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

A. the President;
B. the President-Elect;
C. the Vice President;
D. the Secretary;
E. the Treasurer, and
F. the Immediate Past President

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

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

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

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

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

CHAPTER XIV
Component and Student Chapters

SECTION 1. Upon the petition of any five (5) or more members of this constituent chapter, the Board of Directors may issue a charter for a component or student chapter of the LAFP, provided, however, that no more than one component chapter shall be chartered for a designated geographical region within this state and such geographical region may, but need not, be the same as the geographical state districts established pursuant to Chapter IX, Section 1. Such chapters shall be in such form as approved from time to time by the Board of Directors.

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

SECTION 3. The members of a component chapter shall be the persons to whom a charter is issued and such additional persons meeting the qualifications for membership set forth in these Bylaws and the Bylaws of the AAFP. Such members shall practice within the geographical boundaries of the component

chapter as designated by the Board of Directors provided, however, that and upon written request of the member he/she may affiliate with another component chapter at the discretion of the Board of Directors. No person may hold membership in a component branch unless he/she be likewise a member of this constituent state chapter and the AAFP.

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

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

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

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

The Board shall, after having given the accused and the accuser reasonable opportunity to be heard in person or by counsel and to present all evidence and proofs, conclude the hearing and within thirty (30) days thereafter shall render a decision. The affirmative vote of a majority of the members of the Board present and voting shall constitute the decision of said Board which may by such vote dismiss the charges or order them presented to a regular or special meeting of the members of the Louisiana Chapter. In either event the Board shall make known its decision in a written resolution signed by the Secretary and chair thereof. In the former event the Board shall furnish the accused and the accuser with a copy of the resolution. In the latter event its resolution shall be read at the next regular meeting of the members or at a special meeting duly called for that purpose, provided that a copy of the decision shall be delivered to the accused in the same manner provided for the service of charges at least fifteen (15) days before such meeting. The accused and the accusers shall be given reasonable opportunity to be heard at the meeting of the members where the decision is read. A two-thirds (2/3) majority of all those present and voting shall be required to suspend or revoke the charter of the accused component chapter.

CHAPTER XV
Standing Committees

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

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

A. Committee on Education;
B. Committee on Operations;
C. Committee on Legislation & Advocacy;
D. Committee on Membership
E. Nominating Committee
F. Resident and Student Leadership Committee

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

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

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

A. To plan and conduct the scientific program at the Annual Scientific Assembly.
B. To encourage and assist members in conducting research appropriate to the field of Family Medicine.
C. To conduct, develop, assist and evaluate educational programs developed for the education and training of Family Physicians at the graduate and undergraduate level, and developed to provide continuing medical education for the benefit of the members of the LAFP and of the profession at large.

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

A. To supervise the financial transactions of the LAFP including, but not limited to:
    1. submitting an annual budget for the approval of the Board of Directors,
    2. supervising the keeping of the LAFP's accounts,
    3. supervising the operational costs and approving all expenditures incurred in maintaining the LAFP Headquarters Office Building including all property.
B. To bienally make a study of the Bylaws and make recommendations for changes, deletions, or modifications in order to maintain the integrity and consistency of the Bylaws.
C. To evaluate LAFP projects and recommend to the Board of Directors any initiative which would aid in the Long Range Planning of the LAFP.

SECTION 5. **Committee on Legislation & Advocacy.** The functions of this committee shall be:

A. Directs all state legislative activities of the LAFP in accordance with the actions and policies of the General Assembly;

B. Advises the LAFP as to the appropriate course of action to achieve its legislative goals;
C. Identify member's interest and use mechanisms to advocate for those interests, effectively and efficiently using the resources of the LAFP;
D. To communicate with elected representatives regarding legislation that the LAFP believes will improve the health of the citizens of Louisiana;
E. Promoting the growth of a robust primary care physician workforce;
F. Ensuring appropriate payment for family physicians in all areas of the medical marketplace based on the value they contribute to the delivery of health care;
G. Identify the needs of our patients and advocate for those interests, effectively and efficiently using the resources of the LAFP;
H. To investigate and recommend such action to the Board of Directors to ensure that the LAFP shall have an active voice on all issues concerning legislation and governmental affairs; and
I. To evaluate and advise the Board of Directors on such issues of ethics as may come before the Academy and to make recommendations to the Board of Directors on such ethics issues as the Board shall deem appropriate.

SECTION 6. Committee on Membership. The functions of this committee shall be:

A. To promote membership interest in the LAFP;
B. To initiate, coordinate, and subsidize membership services made available through the LAFP;
C. To evaluate and advise the Board of Directors on issues of concern to minority physicians;
D. To evaluate and advise the Board of Directors on issues of concern to women in medicine;
E. To evaluate and advise the Board of Directors on issues of concern to new physicians in practice;
F. To formulate and advise the Board of Directors on plans and programs which expand, maintain and improve health care services and standards;
G. To ensure that relationships with members are relevant, valued and communicated;
H. To support members in fulfilling their practice and career goals; and
I. To evaluate and advise the Board of Directors on other issues as deemed appropriate by the Board of Directors;

SECTION 7. Committee on Nominations. The President shall, at least ninety days before the General Assembly meeting, form the Nominating Committee, which will be comprised for the following members: the Membership Committee Chair, who will serve as the Nominating Committee Chair, the President, President-Elect, Immediate Past President and two other Board of Directors members selected by the President.

The functions of this committee shall be:

A. meet at least ninety days prior to the date of the annual General Assembly.
B. insure that there is at least one candidate for election to each officer position; and each vacant Director and Alternate Director slot; and each vacant AAFP Delegate and AAFP Alternate Delegate slot.
C. investigate the qualifications of prospective candidates and receive assurance from each selectee that he/she is willing and eager to serve the LAFP and attend all Board Meetings and other meetings that the position requires.
D. present the selections of the Nominating Committee, with the exception of the Office of Treasurer, at a time during the General Assembly determined by the Speaker. These nominations, as presented by the Committee Chair, shall indicate that the selections are not endorsements and other nominations from the Assembly floor are in order.

E. present a nomination for the Office of Treasurer to the Board of Directors meeting held during the Assembly.

SECTION 8. Resident and Student Leadership Committee. The functions of this committee shall be:

A. To provide a forum for resident and student members of the LAFP to meet and discuss problems and solutions regarding Family Medicine policy, primary care physician recruitment, clinical skills assessment and improvement, and leadership development.
B. To support, encourage, and validate the choice of Family Medicine as a specialty.
C. To coordinate efforts in recruitment and programming between residents and students in the state
D. To evaluate and advise the Board of Directors on issues unique to medical students and family medicine residents
E. To facilitate the LAFP Mentorship Program amongst students, residents, and practicing physicians
F. To facilitate planning of resident and student programs,
G. To assist in planning resident and student activities at Annual Assembly, and
H. To promote LAFP information and events to residency programs and FMIGs

SECTION 9. Meetings.

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

CHAPTER XVI
Ethics

SECTION 1. Definition. The Principles of Medical Ethics of the AAFP, as they now or hereafter may provide, shall be the principles of ethics of the LAFP and shall be and hereby are made a part of these Bylaws.

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

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

d. time set for said hearing shall be not less than fifteen (15) days nor more than six months after serving of charges.

(7) The accused may answer in writing but need not do so and failure to answer shall not be an admission of truth of the charges or a waiver of the accused's right to a hearing.

(8) The Board shall:

a. after having given to the accuser and the accused every opportunity to be heard, including oral arguments and the filing and consideration of any written briefs, conclude the hearing; and

b. within thirty (30) days thereafter shall render a decision.

(9) The affirmative vote of a majority of the members of the Board present and voting shall constitute the verdict of said Board which by such vote may exonerate, censure, suspend or expel the accused member.

(10) The decisions of the Board shall be signed only by the President and the Secretary.

(11) Only Board members who are present for the entire hearing may vote.

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

Any member who has been censured, suspended, or expelled may appeal such action to the AAFP pursuant to the Bylaws of said corporation.

CHAPTER XVII
Inspection of Records

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

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

CHAPTER XVIII
Parliamentary Authority

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

CHAPTER XIX
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.

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.

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.

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.

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 members or Directors, regardless of whether Directors authorizing such indemnification are beneficiaries

thereof, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of his/her heirs and legal representative.

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

CHAPTER XX
Bylaws or Amendments

SECTION 1. Bylaws or Amendments.

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