

## **Article I. Organization and Goals**

Section 1.01 The name of this Corporation is Louisiana Orthopaedic Association.

Section 1.02 The goals of the LOA are as follows:

- (a) To encourage, develop, and increase the knowledge of orthopaedic surgery among the members and future members of the LOA.
- (b) To foster and assure the highest quality musculoskeletal health care through education of orthopaedic surgeons, other health care professionals and the public; promotion of research; and communication with other professionals and the public. These and other purposes of the LOA exclusively are to foster, develop, support and augment charitable, scientific or educational activities.
- (c) To monitor legislation, regulations, administrative rulings, and court decisions affecting the practice of orthopaedic surgery, and provide timely reports with respect thereto to the Board of Directors
- (d) To promote high moral and ethical standards, together with fellowship and good will among its members.

## **Article II. Membership**

Section 2.01 Membership in the LOA is a privilege, not a right and the LOA reserves the right to accept or reject any applicant for membership. The LOA does not discriminate based on race, color, gender, sexual orientation, religion, or national origin, or on any basis that would constitute illegal discrimination.

Section 2.02 There are six classes of membership in the LOA: Active, Honorary, Emeritus, Associate, Affiliate and Candidate/Resident. Application for membership in the LOA shall be in writing and can be found and submitted online through the [www.Louisianaortho.org](http://www.Louisianaortho.org) website. Applications will be evaluated and approved by the First Vice President and the Membership Committee.

- (a) Active Member – Active members of the LOA shall be physicians who are eligible to be Members of the LOA and who are currently licensed to practice in the State of Louisiana. Active membership is limited to Diplomates of the American Board of Orthopaedic Surgery. Active members may attend all meetings of members and Executive Sessions, participate in all proceedings conducted by the LOA, serve on the Board of Directors and the Nominating Committee, and elected to any office within the LOA. Active members may vote on any issue decided by the membership. Active members shall pay dues, as well as any assessments levied pursuant to Section 9 of Article VII of these bylaws.

(b) Associate Member – Individuals who have completed an accredited orthopaedic residency program and are practicing orthopaedic surgery, but have not ever become Diplomates of the American Board of Orthopaedic Surgery, are eligible for Associate membership. Associate members have all the rights of active members, except that of voting, serving on the Board of Directors or the Nominating Committee, and holding office. Associate members shall pay the same dues paid by active members, and shall pay any assessments levied pursuant to Section 9 of Article VII of these bylaws. If an Associate member becomes a Diplomate of the American Board of Orthopaedic Surgery, he or she shall automatically become an active member.

(c) Emeritus Member – An Active Member who has been in good standing with the Louisiana Orthopaedic LOA for a period of twenty (20) years or more, and is retired from the active practice of medicine may, upon written notice to the Board request transfer to Emeritus Membership status. Emeritus members have all the rights of active members, except that of serving on the Board of Directors and holding office, but shall not pay dues. However, Emeritus members shall pay any assessments levied pursuant to Section 9 of Article VII of these bylaws with respect to any Annual Meeting they attend. Active members who have become physically disabled before the age of 65 and are no longer able to practice orthopaedics shall, upon filing evidence of such disability with the Treasurer and approval of the Board, be eligible for Emeritus membership for as long as the disability continues.

(d) Affiliate Members – Affiliate members shall be by invitation and have the following qualifications: 1) Graduate of a recognized and accredited professional school with certification as Physician Assistant, Nurse Practitioner, Doctor of Medicine, or Doctor of Osteopathy; hold a current licensure in their specialty interest in the State of Louisiana; and their Practice profile is exclusively (100%) musculoskeletal; or 2) Be employed as the manager of an orthopaedic practice of an LOA Active member and have current membership in the American Academy of Orthopaedic Executives (AAOE) An Active physician member of the LOA must sponsor any application for Affiliate membership. Affiliate members have all the rights of active members, except that of voting, serving on the Board of Directors or Nominating Committee, and holding office. Affiliate members that are physicians shall pay the same dues paid by Active members, and shall pay any assessments levied pursuant to Section 9 of Article VII of these bylaws. Affiliate members that are non-physicians shall pay one-half the dues paid by an Active member.

(e) Candidate/Resident Member – Medical doctors who are actively participating in an orthopaedic fellowship or accredited orthopaedic residency program shall be eligible for Candidate membership. Candidate members have all the rights of active members, except that of voting, serving on the Board of Directors or Nominating Committee, and holding office. Candidate members shall not pay dues. Upon termination of a Candidate's residency or fellowship prior to the completion thereof, his or her membership in the LOA shall terminate.

(f) Honorary Member – Honorary members are those individuals whom the LOA desires to recognize through membership who have substantially contributed to the advancement of the practice of orthopaedic surgery or has demonstrated outstanding service to the LOA and membership. Honorary membership may be bestowed by a majority of the voting power present at the Second Executive Session held during any Annual Meeting of the membership on any person who has: rendered outstanding service; and is held in high esteem by the medical profession. Honorary members have no rights or duties, and are not required to pay dues.

### Section 2.03 Termination of Membership

(a) If a member has failed to timely pay for dues and / or assessments within thirty days of receipt, the Treasurer or the designee for payment shall notify the member in writing of the total amount due. The failure to pay such total amount within thirty days of notification shall result in his or her automatic expulsion from membership in the LOA.

(b) Any active member may charge any other member with conduct or activities inimical to the best interest of the orthopaedic specialty. Such charge must be submitted in writing to the President and set forth in detail the conduct or activities, upon which the charge is based, and the place at which, and the approximate date or dates, such conduct or activities occurred. The President shall provide each member of the Board of Directors with a copy of the charge, and the Board of Directors shall determine whether to recommend that the member charged be expelled from membership in the LOA. If the Board of Directors determines to recommend expulsion, the member charged shall be notified in writing by the President, shall be provided with a copy of the charge, and shall be advised that the recommendation shall be submitted to the voting membership at the first Executive Session during the next Annual Meeting. A member so charged may appear at such first Executive Session and defend the charge. If at least two-thirds of the voting power present at such first Executive Session votes in favor of the recommendation of the Board of Directors, the member charged shall be expelled from membership in the LOA, effective immediately.

(c) The failure to maintain a full and unrestricted license to practice medicine in the State of Louisiana shall result in immediate expulsion from membership in the LOA.

(d) A member expelled or who has resigned may be reinstated by the Board of Directors, which reinstatement shall be effective upon payment by such member of an assessment in an amount determined by the Board of Directors.

## **Article III. BOARD OF DIRECTORS**

Section 3.01 The Board of Directors shall consist of the Officers of the LOA, the AAOS Councilors, the Chairman of the Legislative Committee, the Chairman of the

Workers Compensation Committee, ten (10) regional councilors and one at-large board member. \*\*

### Section 3.02 Officers of the LOA

(a) The officers of the LOA shall consist of the President, First Vice President, Second Vice President, Treasurer, and immediate Past President. All officers shall assume office at the close of the second Executive Session during the Annual Meeting.

#### (b) President

(i) The President shall serve for a one-year term and shall ascend from the position of First Vice President. The President is the chief spokesman for the LOA. He or she shall preside at all meetings of the members and the Board of Directors, and at all Executive Sessions, and shall perform all duties customary to the office of President. In the event of a vacancy in the office of President for any reason, the First Vice-President shall assume the duties, and exercise the authority, of the President for the balance of the current term, and shall ascend to the office of President.

(ii) The President shall give timely notice to the membership, committees, and the Board of Directors as to the time and place of all meetings, appointments and duties.

(iii) Recommended Duties:

- 1) Annual Meeting Chairman
- 2) LOPAC / LOA Legislative Committee Member
- 3) Liaison with Management Partners
- 4) Attend BOC/NOLC- Fall Meeting with Capitol Hill Visit
- 5) Association Communications
  
- 6) Recommend Website Additions/Change
- 7) Liaison with Lobbyist Group
- 8) Liaison with Other State Societies
- 9) AAOE Liaison
- 10) AAOS State Society Liaison
- 11) Grant Applications
- 12) Member of all LOA Committees

#### (c) Immediate Past President

(i) After serving as President, the outgoing President will continue on the Board of Directors as the Past-President for a one-year term.

(ii) Recommended Duties:

- 1) Advise / Assist current President
- 2) By-Law review / revisions
- 3) LOA Partner development
- 4) Special Projects

(d) First Vice President

(i) The First Vice President shall serve for a one-year term, and shall ascend from the position of Second Vice President. The First Vice President also serves as President-elect and is to familiarize him or herself with the official business of the LOA in preparation for assuming the Presidency. In the event of a vacancy in the office of First Vice President for any reason, the Second Vice President shall assume the duties, and exercise the authority of the First Vice President, and shall become President-elect. In such event, the Nominating Committee shall nominate candidates for both First Vice President and Second Vice President to be considered and voted upon during the next Annual Meeting.

(ii) Recommended Duties:

- 1) Membership Chairman
- 2) Attend BOC NOLC Spring Meeting
- 3) Member of the Financial Committee

(e) Second Vice President

(i) The Second Vice President shall serve for a one-year term, and shall be nominated by the Nominating Committee and elected to the Board by the active membership. The Second Vice President also serves as First Vice President-elect and is to familiarize him or herself with the official business of the LOA in preparation for assuming the Presidency.

In the event of a vacancy in the office of Second Vice President for any reason, the Treasurer shall assume the duties, and exercise the authority, of the Second Vice President, but shall not become First Vice President-elect. If such event occurs the Nominating Committee shall nominate candidates for both First Vice President and Second Vice President and voted upon during the next Annual Meeting.

(ii) Recommended Duties:

- 1) Annual Meeting – Vendors
- 2) Residency Program Liaison – Resident meetings for LOA, interface with ortho program directors
- 3) Attend NOLC Spring Meeting
- 4) Member of the Membership Committee

(f) Treasurer

(i) The Treasurer shall be elected for a three-year term and shall be nominated by the Nominating Committee and elected to the Board by the active membership. The Treasurer shall be Chairman of the Financial Committee. He or she shall perform all duties generally entrusted to the Treasurer of organizations such as the LOA. He or she is the custodian of all funds of the LOA, and shall provide oversight of the billing and collection of all dues and assessments payable by the members. He or she shall assure that all appropriate accounting controls, as recommended by the LOA's certified public accountant, remain in effect. He or she shall keep a record of the financial status of the LOA and render an annual financial report thereof at the first Executive Session during each Annual Meeting. He or she shall keep all records and minutes of the LOA. He or she shall have custody of the bylaws, and shall cause the bylaws to be revised to

reflect all amendments thereto. The Treasurer is responsible for providing quarterly financial statements to the Board of Directors. The Treasurer shall be a member with several years of membership and service to the LOA. In the event of a vacancy in the office of Treasurer for any reason, the Board of Directors shall appoint an interim successor Treasurer, who shall serve until a permanent Treasurer is elected for a new three-year term at the second Executive Session during the next Annual Meeting.

(g) The officers of the LOA shall serve as the Executive Committee of the Board of Directors. The President, First Vice President, and Treasurer will all have signature authority for the Corporation on all accounts. They may authorize expenditures and sign all checks up to \$2,500. All expenditures in excess of \$2,500 must be approved by the Board of Directors.

(h) Any officer may be removed by a vote of at least two-thirds of the members of the Board of Directors present at a meeting, the notice of which set forth that a purpose of the meeting is to consider the removal of such officer.

### Section 3.03 Other Elected Board Members

(a) Regional Councilors – Ten regional councilors shall be nominated by the Nominating Committee and elected to the Board by the active membership for a two-year term as follows:

(i) Even-Numbered Years

- 1) Acadiana
- 2) Northwest Louisiana
- 3) Southwest Louisiana
- 4) Northshore
- 5) Greater Baton Rouge
- 6) Greater New Orleans \*

(ii) Odd-Numbered Years

- 1) Bayou
- 2) Northeast Louisiana
- 3) Central Louisiana
- 4) Greater New Orleans

(iii) Councilor At Large: One year only non-voting position selected by the President and approved buy the Board of Trustees.

(iii) Recommended Duties:

- 1) Portal for new leaders
- 2) Regional Membership / Meetings
- 3) Assist LOPAC Fundraising
- 4) 2nd year must attend NOLC

## Section 3.04 Appointed Board Members

### (a) AAOS Board of Councilors

(i) The President shall nominate, and the Board of Directors shall approve and appoint all Councilor(s) to the American Academy of Orthopaedic Surgeons (AAOS). It is preferable that this position be filled by a past board member with many years of involvement in the LOA. It is the request of the AAOS that a Councilor serve two consecutive 3-year terms. The Councilor(s) shall attend all meetings for the Board of Councilors sponsored by the American Academy of Orthopaedic Surgeons and render a report with respect to the proceedings conducted at such meetings at the first Executive Session during each Annual Meeting. In addition, the Councilors shall perform such duties as may be prescribed by the American Academy of Orthopaedic Surgeons. Each Councilor shall be reimbursed for the actual, reasonable expenses incurred in performing his duties, including attendance at meetings of the American Academy of Orthopaedic Surgeons.

### (b) Legislative Chairman

(i) The Board of Directors shall nominate and appoint a Legislative Chairman. The Legislative Chairman will be voted upon by the Board at the last LOA Board of Trustees meeting of the calendar year. The Legislative Chairman will serve a three-year term which begins on January 1 of that year. The Legislative Chairman may serve two consecutive terms of three years. The duty of the Legislative Committee shall be to monitor legislation, regulations, administrative rulings, and court decisions affecting the practice of orthopaedic surgery, and provide timely reports with respect thereto to the Board of Directors. The Legislative Chairman will be in direct and often contact with the LOA lobbyist.

The Legislative Chairman has the authority to create Correspondence associated with legislative issues or initiatives important to the practice of Orthopaedic Surgery and bring said Correspondence of the Legislative Committee. After approval of the Legislative Committee, said Correspondence shall be distributed to the LOA Membership.

The LOA Board of Directors can vote to shorten the term of a Legislative Chairman at any time by a two-thirds vote of the Board.

(ii) The Legislative Chairman shall appoint a Legislative Committee comprised of nine (9) members: (The Legislative Chairman will serve as representative from his or her Region which maintains an ODD number of members)

1. Legislative Chairman
2. LOA President
3. North Louisiana Region Member
4. Southwest Region Member
5. Acadiana Region Member
6. Greater Baton Rouge Region Member
7. Greater New Orleans Region Member

8. Bayou Region Member
9. Central Louisiana Region Member
10. Northshore Region Member

The Legislative Committee members will be chosen by the Chairman and approved by the Board. The duty of the Legislative Committee shall be to monitor legislation, regulations, administrative rulings, and court decisions affecting the practice of orthopaedic surgery, and provide timely reports with respect thereto to the Board of Directors. The LOA Legislative Committee shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or against any candidate for public office.

The Legislative Committee will meet at least four (4) times per year

(iii) Regarding Political Action Committees

The Legislative Chairman and Legislative Committee will manage the political action committees associated with the LOA. The Legislative Chairman shall work with LOPAC and inform LOPAC of legislative issues, opinions, and make requests for legislative distributions as appropriate.

Regarding any new or special PAC's opened by the LOA - the Legislative Chairman will have authority to approve singular or cumulative donations up to and not exceeding \$2500. Any political contribution or spending from an LOA political action committee over \$2500 (as a single donation or cumulative donations) shall require approval by a majority of the Legislative Committee. Five (5) members shall constitute a quorum.

All contributions to the PAC's and spending from the PAC's will be reported to the Legislative Committee members at each meeting and to the LOA Board of Trustees at each Board Meeting.

(c) Workers Compensation Committee

(i) The Board of Directors shall nominate and appoint a Workers ' Compensation Committee Chairman. The Workers Compensation Committee Chairman will serve a three-year term. The duty of the Workers 'Chairman shall be to serve as the direct liaison to the OWCA, and serve as the LOA appointee on the Governors Workers Compensation Advisory Council. The Workers Compensation Committee members will be determined by the Chairman, who will recruit LOA members to assist him or her when necessary.

The duty of the Workers 'Compensation Committee shall be to serve as the direct liaison to the OWCA, serve as the LOA appointee on the WCAC, monitor legislation, regulations, administrative rulings, and court decisions relating to the delivery of health care to injured workers pursuant to the Louisiana Workers 'Compensation Law, and, with the approval of the Board of Directors, make recommendations with respect thereto to the legislature, appropriate state agencies, and private entities.



Section 3.05 Meetings of the Board of Directors may be called at any time by the President or by a majority of the Directors. Meetings of the Board of Directors may be held at such place, whether within the State of Louisiana or elsewhere, as may be fixed in the call of the meeting. Furthermore, meetings of the Board of Directors by means of telephone conference calls are specifically authorized.

Section 3.06 Notice of the time and place of every meeting of the Board of Directors shall be given to each director by the President, or if the President neglects or refuses to issue the notice, by the person or persons calling the meeting, at least ten days before the date of the meeting.

Section 3.07 At all meetings of the Board of Directors, a majority of the directors in office and qualified to act shall constitute a quorum for the transaction of business. The action of a majority of the directors present at any meeting at which a quorum is present is the action of the Board of Directors, unless the concurrence of a greater proportion is required for such action by law, the Articles of Incorporation, or these bylaws. If a quorum is present when the meeting is convened, the directors present may continue to do business, taking action by vote of a majority of a quorum, as fixed above, until adjournment, notwithstanding the subsequent withdrawal of enough directors to leave less than a quorum, as fixed above, or the refusal of any directors present to vote.

Section 3.08 The Board of Directors shall manage the business and affairs of the LOA, and, subject to any restrictions imposed by law, the Articles of Incorporation, or these bylaws, may exercise all the powers of the LOA.

Section 3.09 An Executive Director may be hired at the discretion of the Board of Directors, and shall perform such duties as may be assigned by the Board of Directors and the officers of the LOA. The Executive Director will also serve as the Executive Secretary of the Board in an ex-officio capacity. The Executive Director shall perform all duties generally entrusted to the Executive Secretary of organizations such as the LOA. In the event of a vacancy in the office of Executive Director, the Second Vice-President shall serve until a new Executive Director is appointed by the Board.

Section 3.10 The resignation of a director shall be in writing, and shall take effect on receipt thereof by the President, or on any later date, not more than thirty days after such receipt, specified therein.

Section 3.11 The Board of Directors may declare vacant the office of a director: (i) if he is interdicted or adjudicated an incompetent, (ii) if he or she is adjudicated a bankrupt, (iii) if he or she becomes incapacitated, by illness or other infirmity, to perform his duties for a period of six months or longer, or (iv) if he or she ceases at any time to have the qualifications required by the Articles of Incorporation or these bylaws.

Section 3.12 In the event of any vacancy on the Board of Directors by virtue of a director's death, or pursuant to the provisions of Sections 7 or 8 of this Article V, the

remaining directors may not fill such vacancy, but, rather, the remaining directors shall continue to conduct business until the next election of directors.

Section 3.13 The voting members, by a majority vote, may, at any special meeting called for the purpose, remove from office anyone or more of the directors, notwithstanding that his or their terms of office may not have expired, and may forthwith at such meeting proceed to elect a successor for the unexpired term.

Section 3.14 Clerical and other expenses incident to meetings of the Board of Directors shall be paid by the LOA.

#### **Article IV. Other Committees / Appointments**

Section 4.01 Membership Committee: The First Vice President, the President, the Second Vice President, Member at Large from LOA Membership, and a Resident Member will serve as the Membership Committee. They will participate in membership retention and recruitment. The Executive Director or designee will present to the Membership Committee all prospective new members for membership in the LOA, determine the appropriate class of membership for each applicant, and assure that the applicant meets the qualifications for such class of membership. The Membership Committee shall approve or reject each of such applications.

(a) An invoice for dues for the following fiscal year shall accompany each application, which shall be payable thirty days after receipt. The Membership Committee shall also recommend persons to be considered for honorary membership at the next Annual Meeting, and approve changes in the status of members who have not reached age 65 from Active to Emeritus membership.

Section 4.02 Education Committee: The President will be chairman of the Program Committee for the annual meeting. Program Committee members will include the Immediate Past Program Director, the Second Vice President, and any other members that may be appointed by the President. The duty of the Program Committee shall be to arrange programs for the Scientific Sessions and social events to be held during the next Annual Meeting. The President will present a meeting budget to the Board of Directors for approval. Additionally, all excess costs over the approved meeting budget must be approved for payment by the Board. The Second Vice President will serve on the committee to assist in Vendor Selection and Solicitation.

Section 4.03 Bylaws Committee A Bylaws Committee may be appointed by the President, when needed. The duty of the By-Laws Committee shall be to draft all proposed changes in the bylaws.

Section 4.04 Nominating Committee The Nominating Committee shall consist of six active members, three elected by the membership from nominations made from the floor at the first Executive Session during each Annual Meeting, and three appointed by

the new incoming President. None of the four members including the Incoming President or his or her three designees can nominate other committee members. Each person present may only nominate one member to the committee.

(a) The duty of the Nominating Committee is to nominate candidates for the office of Second Vice President, and, if the terms of any incumbents will expire, at the close of the second Executive Session during the Annual Meeting, or, in the event a vacancy has occurred, the offices of Treasurer, and Members-at-Large of the Board of Directors. The Nominating Committee's recommendations shall be presented to the voting membership for consideration and election by the voting membership at the second Executive Session during such Annual Meeting.

Section 4.05 Ad Hoc Committees and Appointments Members may be appointed by the President to perform specific duties as the President and the Board of Directors deems appropriate.

Section 4.06 The Historian shall be appointed by the President and such office should be filled by a member who has regularly attended Annual Meetings in the past and who is interested in photography. He or she shall make pictorial recordings of all Annual Meetings and keep a file of photographs for upload onto the website by the Website manager.

The Historian shall be reimbursed for the actual, reasonable expenses he incurs in performing his duties.

#### Section 4.07 Financial Committee

The Treasurer shall serve as Chairman of the Financial Committee. Other members of the committee will be the President, First Vice President, Past Treasurer, Member at Large nominated from the LOA membership who will serve a three (3) year term. The duties of the Financial Committee are to regularly review and discuss the finances and investments of the LOA and present them at each Board meeting and at the Annual Meeting.

#### Section 4.08 Committee Member At-Large Appointments

Nominations from the floor at each Annual Meeting will be made for Committee appointments to the Financial Committee and Membership Committee. These Committee members will not serve on the Board of Trustees. The Financial Committee At-Large position is designated a three year term. The purpose of these committee appointments is to increase opportunity for involvement in the Association.

### **Article V. Annual Meetings of Members**

Section 5.01 The Annual Meeting of the members shall be held at a time and place designated by the President with approval by the Board of Directors.

Section 5.02 At least sixty days prior to the date of the Annual Meeting, the Board shall give written notice thereof to each member.

Section 5.03 Only Active and Emeritus members shall be eligible to attend the Executive Sessions. Members of all classes, along with their spouses or escorts, shall be eligible to attend all other events held during the Annual Meeting.

Section 5.04 Each Active member may invite their spouse or escort to attend all events held during the Annual Meeting, except for the Executive Sessions.

Section 5.05 The President, with the approval of the Board of Directors, may invite one or more Honored Guests to participate as a speaker at either of the Scientific Sessions. The Honored Guests shall be eligible to attend all events held during the Annual Meeting, except for the Executive Sessions. The LOA shall reimburse each of the Honored Guests for the reasonable expenses incurred by him and his spouse or escort in connection with attending the Annual Meeting, including travel expenses and lodging.

Section 5.06 One-twentieth of the voting membership shall constitute a quorum at the Executive Sessions. If a quorum is present when the session is convened, the members present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Voting Proxies may be utilized for those members willing to give permission for their voting rights to a LOA Active Member.

#### Section 5.07 Annual Business Session Agendas

(a) The agenda for the Business Sessions shall be determined by the President with approval by the Board. The following should be considered as a template that can be modified as needed:

(i) First Business Session Agenda:

- 1) Call to order
- 2) Reports from the officers
  - a) Presidents Report
  - b) Treasurers Report
  - c) AAOS Board of Councilors Report
  - d) Membership Report
- 4) Consideration of expulsion of members
- 5) Election of honorary members
- 6) Bylaws Committee
  - a) Discussion of proposed amendments to the bylaws
  - b) Voting on proposed amendments to the bylaws
- 7) Consideration of a donation to the Orthopaedic Research and Education Foundation

8) Nominating Committee

- a) Duties of the Nominating Committee and Open Board positions
- b) Announcement by the incoming President of his 3 appointments
- c) Nominations from the floor for 3 additional members
- i) Election of those members nominated from the floor

9) Adjournment

(ii) Second Annual Business Session Agenda:

- 1) Election of officers of the Board of Directors
  - a) Report and Recommendations from the Nominating Committee
  - b) Nominations from the floor, if any, for officers and Member-at-Large of the Board of Directors
  - c) Voting and election of the Board of Directors
- 2) Installation of new officers
- 3) Unfinished Business
- 4) Announcements
- 5) Adjournment

Section 5.08 All elections shall be had by plurality, and all questions shall be decided by a majority of the votes cast.

Section 5.09 In the event the cost of any Annual Meeting exceeds the amount budgeted therefore, an assessment may be levied on all Active members, Associate members, and Affiliate members, and on all Honorary members and Emeritus members who attended such Annual Meeting. The amount of the assessment to be levied on each such member shall be determined by (i) dividing the amount the cost exceeds the amount of dues billed by (ii) the total number of members subject to assessment plus the number of guests invited by active members, which quotient is deemed a "share", and each member subject to assessment shall pay one share, except that, any active member who invited a guest or guests shall pay one share plus an additional share for each guest he invited. The amount of the assessment to be levied on each member shall be calculated by the Treasurer and approved by the Board of Directors. Promptly following the approval of the assessment by the Board of Directors, the Treasurer shall send a bill reflecting the assessment, and the manner of calculation thereof, to each member subject to assessment.

Section 5.10 Robert's Rules of Order shall apply to all parliamentary issues which may arise at either of the Executive Sessions.

Section 5.11 The President may recommend to the Board of Directors payment of an honorarium to each employee of the LOA who devotes personal time as well as his expertise in preparation for, and implementation of, each Annual Meeting. The Board of Directors shall determine whether honoraria are to be paid, and, if so, in what amounts

## **Article VI. Special Meetings of Voting Members**

Section 6.01 Special meetings of the voting members for any purpose or purposes may be called by the President or by a resolution of the Board of Directors, to be held at such place and at such time determined by the party calling the meeting. Furthermore, Special Meetings of the Voting Members by means of telephone conference calls is specifically authorized.

Section 6.02 Written notice, stating the place and time of any special meeting and the general nature of the business to be considered, shall be given by the President to each voting member at least ten, and not more than, sixty days before the day fixed for the meeting.

Section 6.03 One-twentieth of the voting membership shall constitute

a quorum at all special meetings. If a quorum is present when the meeting is convened, the members present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, or the refusal of any member to vote.

Section 6.04 All questions before a special meeting shall be decided by a majority of the votes cast.

Section 6.05 Roberts Rules of Order shall apply to all parliamentary issues which may arise at any special meeting.

## **Article VII. Dues**

Section 7.01 Annual dues for the ensuing year payable by all member classifications that are required to pay dues, shall be fixed by the Board of Directors.

Section 7.02 On or about the first day of October each year, the Treasurer or designee shall mail bills reflecting the annual dues for such year to all member classifications that are required to pay dues. Dues shall be payable in full within 30 days of mailing.

## **Article VIII. Amendments**

Section 8.01 Any proposed amendment to these bylaws proposed by the By-Laws Committee pursuant to Section 3 of Article VI of these bylaws shall be submitted to the Board of Directors for approval, rejection, or approval in modified form. Proposed amendments, in the form approved by the Board of Directors, shall be submitted to the voting membership for discussion at the first Executive Session during any Annual Meeting and for a vote at the second Executive Session during such Annual Meeting. Amendments to these bylaws may be adopted by a vote of at least two-thirds of the voting power present at the second Executive Session at which such vote is taken.

## **Article IX. Indemnification**

Section 9.01 The LOA shall indemnify and hold harmless 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 LOA) by reason of the fact that he or she is or was a director, officer, employee, or agent of the LOA, or is or was serving at the request of the LOA as a director, officer, employee, or agent of another nonprofit, business, or foreign 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 in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the LOA, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided that in case of actions by or in the right of the LOA, the indemnity shall be limited to expenses (including attorneys' 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 to be liable for negligence or misconduct in the performance of his duty to the LOA 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 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 or she reasonably believed to be in, or not opposed to, the best interests of the LOA, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful

Section 9.02 To the extent that a director, officer, employee, or agent of the LOA 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 or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 9.03 Any indemnification under Section 1 of this Article (unless ordered by the court) shall be made by the LOA only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made (i) 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 (ii) if such a quorum is not obtainable, or a quorum of disinterested directors so directs, by independent legal counsel, or (iii) by the voting members.

Section 9.04 Expenses incurred in defending such an action, suit, or proceeding may be paid by the LOA in advance of the final disposition thereof if authorized by the Board of Directors in the manner provided in Section 3 of this Article, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the LOA as authorized in this Article.

Section 9.05 The indemnification provided by this section shall not be deemed exclusive of any other rights to which the person indemnified may be entitled under any bylaw, agreement, authorization of members, or disinterested directors of otherwise, both as to action in his or 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 or her heirs and legal representative.

Section 9.06 The LOA shall have power to procure insurance on behalf of any person who is a or was a director, officer, employee, or agent of the LOA, or is or was serving at the request of the LOA as a director, officer, employee, or agent of another nonprofit, business, or foreign corporation, partnership, joint venture, or other enterprise against any liability asserted against or incurred by him or her in any such capacity, or arising out of his status as such, whether or not the LOA would have the power to indemnify him or her against such liability under the provisions of this Article.

\*Adopted on February 10, 2017 by unanimous vote of the voting members present at the First Business Meeting held during the 2017 Annual Meeting

\*\*Adopted on March 6, 2020 by unanimous vote of the voting members present at the First Business Meeting held during the 2020 Annual Meeting