

**BY-LAWS  
OF  
LOUISIANA ONCOLOGY SOCIETY**

**ARTICLE I - ORGANIZATION, OPERATION AND OFFICE**

Section 1: ORGANIZATION. This corporation was organized as a non-profit corporation pursuant to the Louisiana Non Profit Corporation Law (La. R.S. 12:201 et seq.) by Articles of Incorporation dated September 1, 1992 and filed on September 4, 1992 in the Louisiana Secretary of State's office. A multiple original of the Articles of Incorporation and a duplicate Certificate of Incorporation were filed on September 16, 1992 at Entry No. 92-31707 of the records of the office of the Clerk of Court for Lafayette Parish.

Section 2: OPERATION. This corporation shall operate in such a fashion so as to be exempt from federal income taxation pursuant to I.R.C. §501 (c)(3) and such that contributions made to it shall be deductible pursuant to I.R.C. §170(c)(2). This corporation shall not seek pecuniary gain or profit, incidental or otherwise, and no part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons; provided, however, the corporation may authorize and empower the payment and distributions in furtherance of the purposes for which it is organized. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. The corporation shall not carry on any activities not permitted to be carried on by a corporation (a) exempt for federal income tax under I.R.C. §501(c)(3); or (b) contributions to which are deductible pursuant to I.R.C. §170(c)(2).

Section 3: DISSOLUTION. Upon the dissolution of this corporation after the payment, or making provisions for the payment, of all of the liabilities of the corporation, all of the remaining assets of the corporation shall be distributed by the liquidator to such organization(s) organized and operated exclusively for purposes as shall at that time qualify as exempt organization(s) under I.R.S. §501(c)(3).

Section 4: PURPOSES. The purposes for which this corporation is organized are to:

- (a) provide quality treatment and care to all cancer patients in Louisiana;
- (b) provide effective representation for clinical oncologists practicing in Louisiana;
- (c) disseminate information concerning the diagnosis, care and treatment of cancer to practicing physicians and to the general public;
- (d) encourage the improvement of community facilities relating to the care and treatment of cancer patients;
- (e) promote new cancer technologies and to educate physicians, health care providers and the general public regarding such new technologies; and
- (f) promote collegial relationships among oncologists practicing in Louisiana;

and to do any and all acts that are necessary, proper, useful, incidental and advantageous thereto including, but not limited to:

- (i) owning, acquiring, leasing, selling, mortgaging, incumbering, receiving and/or transferring movable and/or immovable property, whether improved or unimproved;
- (ii) hiring and compensating employees; and
- (iii) engaging in any lawful activity except as limited by Articles 2, 8 and 9 of the Articles of Incorporation.

**Section 5: OFFICE.** The corporation's offices shall be located at 601 West St. Mary Boulevard, Suite 100, Lafayette, Louisiana 70506. This corporation may, in the future, have other office(s) when deemed necessary or appropriate by the Directors.

## **ARTICLE II - MEMBERSHIP**

**Section 1: MEMBERSHIP.** This corporation is organized on a non-stock basis. No membership certificates shall be issued by this corporation. Membership in this corporation shall be limited to practicing physicians who are licensed by the recognized Louisiana authority and agree to abide by and uphold and promote the purposes for which this corporation is organized as stated in the Articles of Incorporation and these By-Laws. The five (5) classes of membership in this corporation are as follows:

- (a) physicians who are American Board of Internal Medicine certified or board eligible in medical oncology or hematology and who practice in Louisiana;
- (b) physicians who do not meet the criteria of subparagraph (a) but who have a demonstrated interest in the purposes of this corporation and who are admitted to membership by affirmative vote of the Board of Directors;
- (c) physicians who do not meet the criteria of subparagraphs (a) or (b) who are nominated for membership by affirmative vote of the Board of Directors and admitted to membership by the affirmative vote of three-fourths of the voting members present at the annual membership meeting; and
- (d) physicians who have retired from the active or full time practice of medicine.
- (e) physicians who do not meet the criteria of subparagraphs (a), (b), (c), or (d), who meet ASCO's membership requirements.

Members in category (a), (b), or (e) shall be entitled to vote as long as all obligations imposed upon said members in the By-Laws or Articles of Incorporation of this corporation are satisfied. Members in category (c) and (d) may address membership meetings but shall not be entitled to vote. An applicant for membership in this corporation shall complete a membership application form and submit the same to the Membership Chairman. Upon receipt of the completed membership application form and the requisite initiation fee, the Membership Chairman shall submit the membership application to the Board of Directors for action thereon in accordance with the provisions of this section.

**Section 2: REVOCATION OR SUSPENSION OF MEMBERSHIP.** The Board of Directors shall have the right to revoke any member's membership in this corporation upon the affirmative vote of a majority of the members of the Board of Directors for conduct unbecoming a medical professional, for conduct adversely reflecting upon this corporation or for non-payment of dues or assessments. A member's

membership in this corporation shall be suspended if the member's license to practice medicine is either suspended or revoked and shall remain suspended until such time as the license to practice medicine is restored to said member. A member whose membership in this corporation has been either suspended or revoked as provided herein may be re-instated to membership in good standing upon the:

- (a) removal of the cause(s) for such suspension or revocation;
- (b) affirmative vote of two-thirds of the Board of Directors; and
- (c) payment of the initiation fee then in effect.

**Section 3: MEMBERSHIP MEETINGS.** The annual meeting of the voting membership of the corporation shall be held at any specified time of the year (i.e. Spring or Fall). Regular meetings of the members of the corporation shall be held as may be set by the Directors as required to conduct business. A six-week notice shall be given of the date, time, and place of all meetings.

**Section 4: QUORUM.** A quorum shall be obtained if more than 20% of the members eligible to vote are present in person or represented by proxy at any meeting of the members.

**Section 5: MEMBERSHIP ROLL:** A membership roll showing the list of members as of the record date, certified by the Secretary of the corporation, shall be produced at any meeting of members upon the request of any member who has given written notice to the corporation that such request will be made at least 10 days prior to such meeting. All persons appearing on such membership roll who are members in category (a) or (b) of Section 1 of this Article II shall be entitled to vote at the meeting.

**Section 6: SPECIAL MEETINGS.** Special meetings of the membership of the corporation may be called by the Directors. The Secretary shall cause a notice of such meeting to be mailed to each member at his address as it appears in the membership roll at least 10, but not more than 50, days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

**Section 7: FIXING RECORD DATE.** For the purpose of determining voting members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of any other action, the Board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than 50, nor less than 10, days before any such meeting.

**Section 8: ACTION BY MEMBERS WITHOUT MEETING.** Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

**Section 9: PROXIES.** Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. Every proxy must be signed by the member or his attorney-in-fact. No proxy shall be valid after the expiration of 11 months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

**Section 10: ORDER OF BUSINESS.** The order of business at all annual or regular meetings of members shall be as follows:

- (a) Roll call
- (b) Reading of the minutes of the preceding meeting.
- (c) Reports of committees
- (d) Reports of officers
- (e) Old and unfinished business
- (f) New business
- (g) Adjournments

### **ARTICLE III DUES AND FEES**

**Section 1: DUES.** Members in categories (a), (b), or (e) of Section 1 of Article II shall pay annual dues in an amount fixed from time-to-time by the Board. Members in categories (c) or (d) of Section 1 of Article II shall not pay annual dues. Annual dues must be paid not later than June 1st of each year in advance for the period from June 1st through May 31st of the following year. Annual dues shall become delinquent on July 1st of each year, and any member whose annual dues are not paid prior to July 1st shall be suspended from membership. An applicant for membership in category (a) of Section 1 of Article II who has completed training in an approved oncology or hematology fellowship within three (3) months of the date of application shall be exempt from the payment of dues for the first year of membership

**Section 2: FEES AND ASSESSMENTS.** The Board may levy assessments, in amounts determined by the Board from time-to-time, and the Board shall, at the time of levying any assessment, fix the time for payment and delinquency thereof. Assessments may be levied against one, some or all class(es) of membership, but the assessment against each member of each class of membership shall be equal.

### **ARTICLE IV DIRECTORS**

**Section 1: MANAGEMENT OF THE CORPORATION.** The corporation shall be managed by a Board of Directors of not less than three (3) nor more than eleven (11) individuals. Directors need not be members of the corporation. Each Director shall be at least 21 years of age.

**Section 2: INITIAL DIRECTORS.** The initial member of the Board of Directors, who shall serve from the commencement of corporate existence until October 31, 1992 is:

Dr. John M. Rainey  
501 West St. Mary Boulevard, Suite 200  
Lafayette, Louisiana 70506

Following the cessation of the terms of the initial members of the Board of Directors, members of the Board of Directors may be elected for a term not in excess of three (3) years, but no member of the Board of Directors shall serve as such longer than six (6) consecutive years.

Elections for replacement of Board members will be held annually on a rotational basis. The rotation will begin at the fall 1996 annual meeting. Two Board members will be reelected at this time. Two Board members will be reelected in the fall of 1997 and three in the fall of 1998. Th cycle will automatically renew from that point on.

**Section 3: INCREASE OR DECREASE IN NUMBER OF DIRECTORS.** The number of Directors may be increased or decreased (within the range given in Section 1 of this Article III) by the vote of a majority of all of the Directors. No decrease in number of Directors shall shorten the term of any incumbent Director. Newly created directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason may be filled by a vote of a majority of the Directors then in office. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

**Section 4: RESIGNATION AND REMOVAL.** A Director may resign at any time by giving written notice to the Directors, the President and the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Directors or such officer, and the acceptance of the resignation shall not be necessary to make it effective. A Director may be removed with or without cause by majority of the Directors, and a Director shall be removed for missing three (3) consecutive regular meetings of the Board of Directors.

**Section 5: QUORUM OF DIRECTORS.** A majority of the Directors shall constitute a quorum for the transaction of business or of any specified item of business.

**Section 6: ACTION OF THE BOARD.** Unless otherwise required by law, the vote of a majority of the Directors present at any meeting of the Directors at which a quorum is present shall be the act of the Directors. Each Director present shall have one vote.

**Section 7: ANNUAL MEETING.** The annual meeting of the Board shall be held six (6) weeks prior to the annual meeting of members at the place of such annual meeting of members.

**Section 8: NOTICE OF MEETINGS OF THE DIRECTORS, ADJOURNMENT.** Regular meetings of the Directors may be held without notice at such time and place as they shall from time to time determine. Special meetings of the Directors may be called by the President upon three (3) days' notice to each Director either personally or by mail or by wire; special meetings shall be called by the President or by the Secretary in a like manner on the written request of two Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him.

**Section 9: EXECUTIVE COMMITTEE.** The Executive Committee shall consist of the President, the Vice-President and the Secretary-Treasurer who shall have, and may exercise, all powers of the full Board of Directors. A quorum of the Executive Committee shall consist of all members thereof.

## **ARTICLE V - OFFICERS**

**Section 1: OFFICERS, ELECTION, TERM.** The Directors shall elect or appoint a President, a Vice-President, a Secretary and a Treasurer who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the next annual meeting of the Directors and until his successor has been elected or appointed and qualified. Every officer must be a member in good standing in either category (a) or (b) of Section 1 of Article II and must be a member of the Board of Directors of the corporation. The office of Secretary and Treasurer may be combined in one person.

**Section 2: REMOVAL, RESIGNATION, SALARY.** Any officer elected or appointed by the Board may be removed with or without cause. In the event of the death, resignation or removal of an officer,

the Board shall elect or appoint a successor to fill the unexpired term. The salaries of officers shall be fixed by the Board.

Section 3: **PRESIDENT.** The President shall be the chief executive officer of the corporation; he shall preside at all meetings of the members, of the Directors, Executive Committee and any other committee of which he is a member; he shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the Directors are carried into effect; he shall serve as an ex-officio member and Chairman of every committee of the Board, except the Nominating Committee and the Finance Committee, and he shall submit a brief written report of his term in office.

Section 4: **VICE-PRESIDENT.** During the absence or disability of the President, the Vice-President shall have all the powers and functions of the President. The Vice-President shall be President-Elect; he shall serve as an ex-officio member of every committee of the Board and he shall perform such additional duties as may be assigned to him by either the President or the Board.

Section 5: **SECRETARY.** The Secretary shall keep the minutes of all meetings of the Directors, the Executive Committee and the members. He shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the Board may direct; he shall, when duly authorized by the Board, sign and execute contracts in the name of the corporation when countersigned by the President; he shall attend to such correspondence as may be assigned to him and perform all the duties incidental to his office. He shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and the time when they became members. He shall serve as a member and chair of the Nominating Committee.

Section 6: **TREASURER.** The Treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the Board may elect; he shall also sign all checks, drafts, notes and orders for the payment of money which shall be duly authorized by the Board; he shall at all reasonable times exhibit his books and accounts to any Director or member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each corporate year, he shall present an annual report setting forth in full the financial condition of the corporation. He shall serve as a member and chair of the Finance Committee.

Section 7: **SURETIES AND BONDS.** If the Board shall require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with surety or sureties as the Board may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

## **ARTICLE VI - COMMITTEES**

In addition to the Executive Committee established and staffed as provided in Article IV, Section 9, this corporation shall have the following standing committees. Unless otherwise provided below, no committee members need be a voting member of this corporation. Committees shall report, and make recommendations, to the Board of Directors.

Section 1: **FINANCE.** The Finance Committee shall prepare, present and update annual budgets for this corporation. This committee shall review, recommend, update and monitor all employee benefit

programs. This committee shall have 3 members one of who shall be the Treasurer of the corporation who shall chair this committee.

Section 2: NOMINATING. The Nominating Committee shall present to each annual meeting of the voting members a slate of person(s) who have agreed to serve for those member(s) of the Board of Directors whose term(s) is(are) expiring and shall present to each annual meeting of the Board of Directors a slate of person(s) who have agreed to serve for those officer(s) whose term(s) is(are) expiring. This committee shall have 3 members one of whom shall be the Secretary of the corporation who shall chair this committee.

Section 3: MEMBERSHIP. The Membership Committee shall consist of 3 members. This committee shall develop and update the membership application form of the corporation and determine the sufficiency of all completed membership application forms before submitting the same, together with the committee's recommendation, to the Board or the membership, as the case may be, for approval or rejection. The Membership Committee shall notify all new members of admission and shall notify any existing member of his suspension or revocation and the causes therefor.

Section 4: PRACTICE MANAGEMENT. The Practice Management Committee shall consist of five (5) members. This committee shall interact with insurance carriers, governmental agencies and other national societies for the purposes of expeditious billing and collection of physician's invoices in compliance with applicable third-party requirements.

Section 5: ADDITIONAL COMMITTEES. The Board of Directors shall have the authority to create, and make appointments to, such other committee(s) as shall be necessary to obtain the purposes for which this corporation is organized. Any such additional committee(s) shall have such responsibilities and term(s) of existence as determined by the Board of Directors.

Section 6: TENURE. Each person appointed to a committee shall serve until the next annual meeting of the Board of Directors. No appointed committee member shall serve longer than three (3) consecutive terms on the same committee.

Section 7: VACANCIES. Any vacancy in a committee shall be filled by appointment by the Board of Directors.

Section 8: QUORUM. A quorum of any committee shall consist of a majority of the members and any act of a majority of the members present at any committee meeting at which a quorum is present shall be the act of the committee.

## **ARTICLE VII - MISCELLANEOUS**

Section 1: BORROWING. The Board of Directors shall have full power and authority to borrow money when required in the general interest of this corporation and to authorize the proper officer(s) to make, execute and deliver in the name, and on behalf, of this corporation such notes, mortgages, pledges or other evidences of indebtedness or security therefor.

Section 2: CONTRACTS. The Board of Directors shall have full power and authority to enter into any contract and to authorize the proper officer(s) to make, execute and deliver any such contract or document in the name, and on behalf, of this corporation. Authorization may be general or limited.

Section 3: CHECKS. All checks or other orders for the payment of the corporation's funds shall be signed by either the President, the Treasurer or Executive Director.

Section 4: DEPOSITS. All funds of the corporation shall be deposited into one or more accounts in the name of the corporation authorized by the Board of Directors. When appropriate, all such funds shall be held at interest, and no funds shall be deposited in uninsured accounts or investments.

Section 5: GIFTS. The Board of Directors may accept or reject any gift, donation, legacy or contribution made to this corporation.

Section 6: BOOKS AND RECORDS. This corporation shall keep full and complete records of its properties, assets and liabilities, minutes of all meetings of its members, Board of Directors and committees and names and addresses of all voting members all of which shall be available at all reasonable times to any member of the corporation, any corporate officer, any member of the Board of Directors or any member of any committee.

Section 7: FISCAL YEAR. The fiscal year of this corporation shall begin on January 1st and end on the following December 31st.

Section 8: WAIVER OF NOTICE. Whenever any notice is required to be given under any requirement of law or these By-Laws a written waiver thereof signed by the person(s) entitled to such notice, whether before or after the date required for such notice, shall be the equivalent of any required notice. Notice shall not be required to be given to any person present, in person or proxy, at any meeting unless objection to lack of notice is made prior to the commencement of the meeting.

Section 9: CONFLICTS. If there be any conflict between the provision of the Articles of Incorporation and these By-Laws, the provision of the Articles of Incorporation shall govern.

Section 10: AMENDMENTS. These By-Laws may be amended or repealed only by the affirmative vote of two-thirds of the members eligible to vote at a meeting of the members, or by mail ballot, where the quorum requirements of Section 4 of Article II are satisfied.

IN WITNESS WHEREOF these By-Laws have been adopted by the Board of Directors of Louisiana Oncology Society on this 18th day of March, 1997.

LOUISIANA ONCOLOGY SOCIETY

By:

President

ATTEST:

Secretary

Revision:01/09/99