

IMAGING SOCIETY OF LOUISIANA

A LA-ACC Committee to promote education, research & quality in cardio vascular imaging

Proposed By-Laws

ARTICLE I

Name

The name of this committee shall be the Imaging Society of Louisiana. It's a committee of the Louisiana Chapter American College of Cardiology (LA-ACC).

ARTICLE II

Purpose

Imaging Society of Louisiana is a LA-ACC committee and shall be operated exclusively for educational purposes. The purpose of the Imaging Society of Louisiana is to help professionals in the field of cardio vascular imaging to achieve their highest potential for optimal care of patients, through ongoing medical education, sharing of knowledge, and addressing imaging-specific issues related to quality, guidelines, research, and advocacy.

ARTICLE III

Membership

3.01 - Membership

The members of the committee include physicians, fellows, sonographers/technologists, researchers, and medical students. The members shall have the right to vote on more than on occasion for the election of a director or directors. Members shall be eligible to participate in general meetings and committees.

3.02 - Non-voting Affiliates

The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. Affiliates have no voting rights, and are not members of the corporation.

3.03 Dues

Any dues shall be determined by the board of directors.

ARTICLE IV

Board of Directors

4.01 – Number of Directors

The Imaging Society of Louisiana shall have a board of directors consisting of at least 4 physicians from different Louisiana institutions with experience in multimodality cardiovascular imaging, 4 sonographers/technician, and 4 Fellows from those same institutions.

Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purposes of staggering the terms of directors.

4.02 - Powers

Overall control, supervision, and direction of the affairs and activities of the Corporation shall lie with the Board of Directors, who shall make and determine policy for the Corporation.

4.03 – Terms

- A) All directors shall be elected to serve a four-year term.
- B) Directors may serve two (2) terms in succession.
- C) The term of office shall be considered to begin January 1 and end December 31 of the fourth year in office, unless the term is extended until such time as a successor has been elected.

4.04 – Qualifications of the Board of Directors

Persons selected to serve on the Board of Directors shall be persons who have demonstrated a sincere concern with echocardiography and related imaging modalities, a strong desire to work to advance the purposes of the committee, and skills, knowledge and abilities useful to the Board in fulfilling its functions.

4.05 – Removal of Directors

Any or all of the Directors may be removed, with or without cause, by vote of two-thirds majority of the Directors then in office.

4.06 - Vacancies

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to a majority vote by members under these Bylaws.

4.07 - Board of Director Meetings

All business of the Board of Directors shall be conducted at a meeting of the Board. Meetings of the Board shall be designated either "General" or "Special," and shall be conducted in person or by conference call. Decisions of the Directors shall be made by a majority vote of the Directors voting at any meeting. A written record of the discussions and decisions reached at each meeting of the Board of Directors in the form of minutes shall be made, and upon approval be made a part of the records of the Committee.

4.08 - Quorum

The business of a Board of Directors may be conducted only if there is a quorum present. A quorum shall consist of more than one-half of the Directors then in office.

4.09 - General Membership Meeting

The Directors shall determine and set a time and place of the four (4) general meetings as far in advance as possible so as to permit the Directors to schedule their appearance, and to permit them to consult with the Sponsors and others prior to the meeting. Additional general meetings, and special meetings, shall be called upon the request of at least of the Directors with reasonable notice to all Directors.

4.10 – Board Compensation

Directors shall serve without compensation for their services as Directors, although Directors shall be reimbursed for all necessary and reasonable expenses of attending meetings and otherwise performing their duties as Directors.

ARTICLE V

Officers

5.01 - Board Officers

The officers of the corporation shall be a board president, vice-president, secretary, and treasurer, and past president all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board, subject to vote by membership, may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

6.02 - Term of Office

Each officer shall serve a four-year term of office and may not serve more than two (2) consecutive terms of office. Unless unanimously elected by the board at the end of his/her four (4) year terms or to fill a vacancy in an officer position, Each board officer's term of office shall begin upon the adjournment of the board meeting at which elected by majority of members and shall end upon the adjournment of the board meeting during which a successor is elected.

6.03 - Removal and Resignation

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 - Board President

The board president shall be the chief volunteer officer of the committee. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

6.05 - Vice President

In the absence or disability of the board president, the ranking vice-president or vice-president designated by the board of directors shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president.

6.06 - Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

6.07 - Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the committee. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president.

6.08 - Non-Director Officers

The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

ARTICLE VII

Miscellaneous

7.01 - Books and Records

The committee shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board.

7.02 - Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

7.03 - Bylaws Amendments

The by-laws may be amended, from time to time, by a majority vote of all of the Directors then in office, said amendments to take effect immediately unless otherwise expressly provided.