

BYLAWS

Approved 17 August 2000

Revised per ASH 12 December 2000

The Gulf Central Regional Chapter of the American Society of Hypertension

ARTICLE I

NAME AND ORGANIZATION

- I-1 The organization shall be known as the Gulf Central Regional Chapter of the American Society of Hypertension.
- I-2 The Chapter is licensed by the American Society of Hypertension to serve the membership in the geographical region comprising the States of Louisiana, Mississippi and Alabama.
- I-3 The Chapter shall adhere to the bylaws, purpose, objectives and policy of the American Society of Hypertension.
- I-4 The Chapter shall be a separate and distinct corporate structure from the American Society of Hypertension, and has secured its own 501-C3 tax-exempt status.

ARTICLE II

PURPOSE

- II-1 The Chapter shall further the objectives of the American Society of Hypertension by organizing and conducting educational activities designed to promote and encourage the development, advancement, and exchange of scientific information in all aspects of research, diagnosis and treatment of hypertension, and related cardiovascular diseases in its geographical region.
- II-2 The Chapter will have a local impact on hypertension education by exercising a key role in promoting public awareness, prevention, timely detection and management of hypertension and related cardiovascular disease.

ARTICLE III

MEMBERSHIP

- III-1 Chapter membership is available to members of the American Society of Hypertension who have a demonstrated serious interest in the field of hypertension and cardiovascular disease.
- III-2 Only Active Members of the Chapter in good standing will be eligible to vote and to hold office in the Chapter. Other Chapter Members will be eligible to serve on committees of the Chapter.
- III-3 Individuals electing to become Chapter Members will simultaneously be members of the American Society of Hypertension, with membership year commencing on October 1st each year.

- III-4 Membership in the Chapter shall terminate when the member ceases to hold membership in the American Society of Hypertension or fails to pay required Chapter dues as specified in Article XII of these Bylaws.

ARTICLE IV
OFFICERS

- IV-1 The Officers of the Chapter will consist of a President, President-Elect, Secretary and Treasurer and the Immediate Past President.
- IV-2 The President, President-Elect will each serve for a two (2) - year term of office. The Secretary and the Treasurer will each serve for a two (2) -year term of office, with staggered terms of office, and a maximum of two (2) consecutive terms in the same office.
- IV-3 The Officers will be elected by the members of the Chapter by mail ballot.
- IV-4 The President will serve ex officio as the Governor from the Chapter on the Board of Governors of the American Society of Hypertension.

ARTICLE V
DUTIES OF OFFICERS

- V-1 The President will be the chief elected officer of the Chapter and will execute the policy and resolves of the Chapter. The President shall preside at all meetings of the Chapter. The President, subject to the approval of the Chapter, will appoint members of all committees and in consultation with the Board of Directors may establish and appoint members of other committees or entities of the Chapter.
- V-2 The President-Elect shall assist the President in the performance of his/her duties and perform such other duties as may, from time to time, be assigned by the President. In the absence of the President, the President-Elect will perform the duties of the President. At the conclusion of the term of office of the President, the President-Elect assumes the office of Chapter President.
- V-3 The Secretary of the Chapter shall (a) oversee and report Chapter membership records and reporting; (b) forward notices of meetings of the Chapter and of the Board of Directors; (c) establish a quorum at all Chapter Meetings; (d) develop, maintain and submit records of all meetings of the Chapter to the Board of Directors; (e) forward, tabulate and report the election process; (f) coordinate and submit the annual report of the Chapter; (g) submit Amendments to the Bylaws to the membership; (h) submit information and reports of chapter activities to the American Society of Hypertension for publication consideration; (i) submit all records and reports to the American Society of Hypertension as specified in these Bylaws and perform all duties customarily assigned to the office of Secretary and such other duties as from time to time may be assigned by the Chapter President or Board of Directors.

- V-4 The Treasurer of the Chapter will (a) serve as the principal financial officer of the Chapter; (b) have responsibility for maintenance of appropriate financial records for the Chapter; (c) have charge and custody of all funds and securities of the Chapter in such banks, trust companies or other depositories as will be selected by the officers with the approval of the Board of Directors; (d) submit regular financial statements to the Board of Directors and to the Gulf Central Regional Chapter of the American Society of Hypertension, as well as to the membership at the Annual Meeting of the Chapter and perform all duties customarily assigned to the office of Treasurer and such other duties as from time to time may be assigned by the Chapter President or Board of Directors.

ARTICLE VI

BOARD OF DIRECTORS

VI-1 The administration, property and activities of the Chapter will be managed by its Board of Directors.

VI-2 The powers of this corporation shall be exercised by a Board of Directors which shall consist of the seven (7) members in good standing of the corporation to be elected or chosen as follows:

a) There shall be two directors chosen by the President of the corporation;

b) There shall be five directors elected by the membership of the corporation at the annual meeting of the corporation. The Board of Directors shall elect a President, Vice President, Secretary, and form the Board's membership annually to serve until the next board shall be duly elected as herein provided. Provided, however that the first Board of Directors of this corporation shall be those persons stated in Article XIII hereof and they shall serve until the first annual meeting to be held as set out herein.

VI-3 The Officers of the Chapter serve as the Executive Committee of the Chapter and will exercise the powers of the Board of Directors between meetings of the Board, with subsequent reporting and ratification by the Board at its next meeting.

VI-4 The Board of Directors will meet twice a year. The Board of Directors may have additional meetings if called by the President, or at the request of five (5) Board Members. The President will fix the place for holding the Board meeting, unless otherwise directed by the Board of Directors.

VI-5 The Secretary will forward a notice stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called to each Board Member not less than thirty (30) days before the date of the meeting.

- VI-6 A simple majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- VI-7 A vacancy on the Board of Directors for members other than the President, President-Elect may be filled by action of the members of the Board of Directors at any Board Meeting. The individual so appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor.

ARTICLE VII
COMMITTEES

- VII-1 The Chapter will have the following Standing Committees: Executive Committee, Nominating Committee and the Scientific Program Committee.
- VII-2 As circumstances warrant the Chapter will establish additional Standing Committees or Ad Hoc Committees on Membership, Finance, Ethics, Scientific Program, Community Service, Third Party Reimbursement, Government Relations, and other committees.
- VII-3 The President will appoint the members of each committee in consultation with the Board of Directors.
- VII-4 Committee Members, with the exception of the Nominating Committee, serve for a two (2) year term of office, with a maximum of two (2) terms.
- VII-5 Committee Chairpersons, with the exception of the Nominating Committee and the Executive Committee, are appointed by the President in consultation with the Board of Directors.
- VII-6 Vacancies in the membership of any committee will be filled by appointments made by the President in consultation with the Board of Directors. The individual so appointed will serve for the unexpired term of his/her predecessor.
- VII-7 All committees report to the Board of Directors.

ARTICLE VIII
NOMINATING COMMITTEE

- VIII-1 The Nominating Committee will be composed of the immediate past president of the Chapter, and two (2) members of the Chapter, who do not currently hold elected or appointed positions within the Chapter, appointed by the Board of Directors, each serving for a two (2)-year term of office, with staggered terms and a maximum of one (1) term.

- VIII-2 The Nominating Committee annually will recommend to the Board of Directors at least two (2) nominees for the Office of President-Elect and any other vacancy in the Officers of the Chapter. The Nominating Committee may not nominate any of its members to any vacant position.
- VIII-3 The Nominating Committee will report its recommendations to the Board of Directors in sufficient time to enable election by mail ballot before the expiration of the term of the current Officers.

ARTICLE IX VOTING

All voting for the election of Officers will be by mail ballot, except in providing for filling unscheduled vacancies. Mail ballots will be distributed by the Secretary to all voting members of the Chapter at least 60 days prior to the Annual Meeting and returned to the Secretary for tabulation at least 30 days prior to the Annual Meeting. The candidate receiving a plurality of votes for each office shall be declared elected. The results of the voting shall be reported to the Board of Directors and to the membership at the Annual Meeting of the Chapter.

ARTICLE X MEETINGS

- X-1 The Chapter will hold an annual business meeting open to all members and invited guests at a time and place designated by the Board of Directors. The purpose of the meeting shall be to transact business before the Chapter.
- X-2 Special meetings of the membership may be called by the President after consultation with the Board of Directors or upon written request of not less than twenty percent of the Chapter membership.
- X-3 A notice stating the place, day and hour of each membership meeting will be mailed to each member of the Chapter not less than 30 days before the meeting.
- X-4 In addition to its Annual Business Meeting, the Chapter will sponsor an annual scientific meeting. The annual scientific meeting will be scheduled so as not to conflict with the Annual Scientific Meeting of the American Society of Hypertension.

ARTICLE XI NEWSLETTER

Each Chapter will establish a newsletter to communicate Chapter activities and news to Chapter Members. The Chapter will appoint a Chapter Member to serve as newsletter editor.

ARTICLE XII

DUES AND ASSESSMENTS

- XII-1 Annual dues for Active Members and Members-In-Training will be set by the Board of Directors and approved by the American Society of Hypertension. Chapter dues should not exceed 50% of the annual dues paid to the American Society of Hypertension.
- XII-2 Active Members will be dues-paying members. Dues will be waived for Emeritus Members.
- XII-3 The American Society of Hypertension will be responsible for the annual dues billing process and related membership records and timely reporting for Chapter Members.

ARTICLE XIII

REPORTING

- XIII-1 The Chapter will submit an annual report to the American Society of Hypertension which will include at least the following: (a) newly elected officers; (b) Roster of Board of Directors and Committees; (c) Newsletter report; (d) summary of Chapter activities for the previous 12-month period; (e) plans for the coming year, including date and site of Annual Scientific Meeting of the Chapter; (f) statement of income and expenses submitted by the Treasurer; (g) a copy of the Internal Revenue Service Form 990 and other required IRS and State forms submitted by the Chapter.
- XIII-2 The Secretary will submit copies of incorporation and tax exemption documents and related updates, to the Secretary of State, State of Louisiana, as well as copies of all Chapter meeting minutes to the American Society of Hypertension.
- XIII-3 The Board of Directors of the Chapter will submit a summary report of the Annual Scientific Meeting of the Chapter to the American Society of Hypertension two (2) months after the conclusion of the meeting providing at least the following information: (a) scientific program; (b) registration statistics; (c) financial statement; (d) participant summary evaluation.

ARTICLE XIV

CHARTER MANAGEMENT AND ADMINISTRATION

- XIV-1 The Chapter will identify and appoint staff or a consulting firm to process the management, administration and files of the chapter.
- XIV-2 The Chapter will establish a permanent mailing address.
- XIV-3 The Chapter fiscal year will commence on October 1st each year and conclude on September 30.

- XIV-4 The Chapter will file annual financial reports with the American Society of Hypertension, maintaining its financial records, and an annual audit, if required, in accord with generally accepted accounting principles, and following Internal Revenue Service regulations

ARTICLE XV
INDEMNIFICATION

To the full extent permitted by law, the Chapter will indemnify any and all of its Officers, Board Members, Committee Members and Chapter Staff Members for certain expenses and other amounts paid in connection with legal proceedings in which any such person becomes involved by reason of serving in any such capacity with or for the Chapter. The Chapter will purchase and maintain insurance on behalf of any or all Officers, Board Members and Chapter Staff Members against any liability asserted against any such person, and incurred in any such capacity, whether or not the Chapter would have the power to indemnify them against such liability under the provisions of this article.

ARTICLE XVI
AMENDMENTS

- XVI-1 Amendments to the Bylaws may be initiated by the Board of Directors by a two-thirds majority vote or by 25 Chapter Members in good standing. All amendments must have the approval of the American Society of Hypertension.
- XVI-2 Amendments must be accompanied with information informing members of the ramifications of the proposed amendment.
- XVI-3 Amendments to the Bylaws must be submitted to the membership by the Secretary of the Chapter in writing for review and approval at least 60 days prior to the Annual Business Meeting of the Chapter.

ARTICLE XVII
PARLIAMENTARY AUTHORITY

The most current edition of Roberts Rules of Order will be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws.