

**GREATER LOUISVILLE MEDICAL SOCIETY FOUNDATION, INC.
BYLAWS**

At a meeting of the Board of Trustees for the Greater Louisville Medical Society Foundation, Inc., (Foundation) held on the 20th day of June, 1958, the first Bylaws were adopted in accordance with the powers granted to the Board of Trustees by the Articles of Incorporation.

These Bylaws have been amended several times since 1958 pursuant to Article VII. of the Articles of Incorporation. The following Bylaws are results of amendments adopted by the Board of Trustees at their meeting on May 10, 2006.

**ARTICLE I.
Membership**

SECTION 1. Membership. Membership in the Corporation shall consist of three classes.

- a) GLMS. Each member of the Greater Louisville Medical Society (GLMS) shall be eligible for membership in this Foundation. Any GLMS member who pays annual dues to the Foundation shall be a member thereof. The amount of the dues shall be established by the Board of Trustees.
- b) Public. Any person, not a member of Greater Louisville Medical Society, who indicates an interest in the Foundation, shall be eligible for membership by paying annual dues. The amount of the dues shall be established by the Board of Trustees.
- c) Honorary. Persons who meet the criteria established by the Board of Trustees shall be eligible for election to the position of honorary member by the Board of Trustees. There shall be no annual dues payable by this class of membership.

SECTION 2. Publication of Membership. The Board of Trustees shall be responsible for keeping a current list of all Foundation members and may, from time to time, print and publish such a complete list in order to provide recognition and appreciation for those who support the Foundation and its purposes.

**ARTICLE II.
Meetings**

SECTION 1. Annual Meeting. An annual meeting of the Foundation shall be held in conjunction with or immediately following the annual meeting of the Greater Louisville Medical Society.

SECTION 2. Special Meetings. Special meetings of the membership may be called by either (a) the President, (b) a majority of the Board of Trustees, or (c) upon written request of ten or more members. Notice of such meetings shall be given each member by the Secretary or Executive Director not less than five days prior thereto and shall contain a statement of the purpose of the meeting of the membership of the Foundation.

SECTION 3. Quorum. A majority of the members present and voting shall constitute a quorum for the transaction of business at any meeting.

**ARTICLE III
Board of Trustees**

SECTION 1. Powers. The Business and affairs of the Foundation shall be conducted by a Board of Trustees consisting of no more than thirty (30) voting members.

SECTION 2. Composition. The members of the Board of Trustees shall be composed and selected as follows:

- a) The majority of the Board of Trustees shall be composed of GLMS members.
- b) Each year in May, the GLMS Foundation President in consultation with GLMS President will appoint new Trustees where vacancies exist in unexpired terms or due to the ending of three-year terms. All members of the Foundation shall be eligible for appointment. Each Trustee will serve a three-year term and is eligible for reappointment or re-election.
- c) For the purpose of determining what shall constitute a term, if appointed to fill a vacancy, at least two years of service as a Trustee shall constitute a full three-year term.
- d) Each year the new GLMS President-elect will automatically be granted a position as one of the

Foundation Trustees by virtue of that office. The new President-elect will serve for 3 years as a Foundation Trustee.

- e) The above defined term of office for members of the Foundation Board of Trustees shall terminate at the time of the first Board of Trustees meeting following the GLMS annual meeting. If members have unexcused absences in 50% of meetings in the 12 month period, this 50% unexcused absenteeism will be deemed their resignation from the Board at the discretion of the President of the Board after notification and discussion with such Board members.

SECTION 3. Meetings. A meeting of the Foundation Trustees shall be called by the President following the GLMS annual meeting each year for the purpose of receiving the annual report for the year just ending and election of officers for the new year. Special meetings may be called by the President or in the President's absence, the Vice President at any time with due notice from the Secretary.

SECTION 4. Quorum. A majority of members of the Board of Trustees shall constitute a quorum.

SECTION 5. Vacancies. In the event of a vacancy on the Foundation Board, a replacement shall be named by the GLMS Foundation President and in the GLMS Foundation President's absence, a replacement shall be named by the GLMS Foundation Vice- President

SECTION 6. Executive or Steering Committee. The elected officers together with the Executive Director shall constitute the Executive Committee. This committee shall meet upon call of the President.

ARTICLE IV Officers and Director

SECTION 1. Election. The officers of the Foundation shall be chosen by election from among the GLMSF Trustees. The first meeting of each new year shall be as described in Article III, Section 2, above. The officers of the Foundation shall be a President, Vice President, Secretary and a Treasurer.

SECTION 2. Duties. The elective officers shall perform the usual function of their respective offices. The President or his/her designee shall preside at all meetings of the Foundation. All checks, notes or other obligations of the Foundation shall be signed in such a manner as the Board of Trustees shall from time to time direct. The officers shall serve for one (1) year and shall be eligible for re-election

SECTION 3. Executive Director. The Executive Director of Greater Louisville Medical Society shall also serve as the Executive Director of the Foundation. The Director shall be the executive agent of the Foundation and perform such duties and transact such business on behalf of the Foundation as may be directed by the Board of Trustees or delegated Foundation's officers, shall be accountable for all funds of the Foundation, under the authority delegated by the officers of the Board of Trustees, shall engage such personnel as may be necessary for performing the duties inherent in the office, shall be custodian of all records, books and papers of the Foundation and shall assist the various committees in their work.

Article V Amendments

Subject to provisions in Article VII of the Articles of Incorporation for this Foundation, these Bylaws may be amended by a majority vote of the Board of Trustees, present at a meeting at which a quorum is present, provided a notice of the proposed amendments has been given ten (10) days before such meeting.

Amended these dates:

May 10, 1989
April 14, 1993
May 10, 2000
July 9, 2003
September 17, 2003
May 10, 2006
January 12, 2011