

BY-LAWS

LOUISIANA CHAPTER OF THE AMERICAN SOCIETY FOR METABOLIC AND BARIATRIC SURGERY

Article I

Meetings of Directors

Section 1. The Board of Directors shall hold one regular meeting during each year during the annual symposium of the American Society for Metabolic and Bariatric Surgeons. The precise date for such meeting shall be fixed by the Board of Directors, and thirty days advance notice in writing of the date fixed for such regular meeting shall be given to each member of the Board.

Section 2. Special meetings may be called by the President of the Board of Directors in his or her discretion and shall be called on the written request of two members of the Board of Directors. The call for a special meeting shall state the object of the same, and no business shall be transacted at such meeting other than that specified in the call, and not less than three days' advance notice in writing of the date fixed for a special meeting shall be given to each member of the Board.

Section 3. Whenever any notice is required by these By-Laws to be given, such notice may be given either by mail, e-mail or fax and shall be deemed to be given on the day of sending. Any notice may be waived in writing by the persons entitled thereto.

Section 4. At all meetings, whether regular or special, a majority of the members of the Board of Directors shall constitute a quorum, but a lesser number may adjourn any meeting to another day. All meetings of the Board of Directors may be held anywhere in the world.

Section 5. Meetings of the Board of Directors may be held by means of a telephone conference call, or similar communications equipment, provided that all persons participating in the meeting can hear and communicate with each other.

Article II

Duties of Officers

Section 1. President: The President shall preside at all meetings of the Board; shall decide all questions and points of order as provided by parliamentary law; shall sign and execute all instruments in the name of the Board of Directors and shall perform such other duties as the Board may from time to time prescribe. The President shall be an ex-officio member of all Committees.

Section 2. Secretary: The Secretary shall be the custodian of the archives of the Corporation and shall keep a record of the proceedings at all meetings of the Board of Directors and of all matters of which a record shall be ordered by the Board of Directors. The Secretary shall attend to all correspondence, shall issue all notices of meetings and shall perform such other duties as are usually incident to this office or as may be required by the President or the Board of Directors.

Section 3. Treasurer: The Treasurer shall collect all funds due the Corporation; shall deposit same as soon as received in the name of the Corporation in a bank or banks designated by the Board of Directors and shall withdraw the same from said bank or banks in such manner and under such rules and regulations as may be from time to time adopted by the Board of Directors and shall pay therewith all bills against appropriations made and budgets adopted or otherwise authorized by the Board of Directors; shall retain vouchers for all disbursements; shall keep a detailed account of all receipts, revenues and expenditures of the Corporation, and shall

perform such other duties as are usually incident to this office or as may be required by the Board of Directors.

Article III

Members

All members must also be members of the American Society for Metabolic and Bariatric Surgery. The Board of Directors shall promulgate appropriate rules and regulations for the acceptance and expelling of members and the setting of membership dues. Memberships may not be transferred. Any person eligible for membership shall be automatically elected to membership upon completing an appropriate membership application and paying the annual membership dues. The dues for each member shall be prescribed by the Board of Directors and shall be paid annually.

The specific qualifications for and voting rights of each class of members are as follows:

Section 1. Regular Members. Regular membership shall consist of surgeons with either American Board of Surgery or American Osteopathic Board of Surgery certification, or fellowship in the American College of Surgeons or equivalent. Regular Members must have demonstrated scholarly interest in the surgical treatment of morbid obesity and commitment to the long-term care of morbidly obese patients. Regular Members have voting privileges and may hold office.

Section 2. Associate Members. Associate membership shall consist of other members of the American Society of Metabolic and Bariatric Surgery, including non-surgeon physicians, those employed by a surgical practice, hospital or research institution as well as independent contractors. Applicants for Associate membership should have demonstrated

scholarly interest in the treatment of morbid obesity and commitment to the long-term care of morbidly obese patients. Associate members have no voting rights and may not serve as an officer.

Section 3. The precise date of each annual meeting shall be during the annual symposium of the American Society for Metabolic and Bariatric Surgeons at which meeting the regular members shall elect Directors and Officers. The actual time and place of the annual meeting shall be set by the Board of Directors not less than thirty (30) days in advance and notice must be given to each regular member in writing or by other means of communication by mail, electronic mail, or fax and shall be deemed to be given on the day of sending.

Section 4. At all membership meetings, a minimum of ten (10%) percent of the regular members shall constitute a quorum, but a lesser number may adjourn any meeting to another day. All meetings of the members may be held anywhere in the world.

Article IV

Amendments

These by-laws may be amended by (i) vote of not less than two thirds (2/3) of the Directors present, in person or by proxy, at any annual or special meeting of the Directors, provided that a quorum is present; or (ii) by consent in writing to such corporate action signed by not less than two thirds (2/3) of all Directors. However, these By-Laws may not be amended unless each Director has been provided with notice of the proposed amendment not less than thirty (30) days prior to a vote thereon, which notice must set forth the proposed amendment or a summary thereof.