

**BYLAWS**  
**of the**  
**LOUISIANA CANCER AND LUNG TRUST FUND BOARD**

*Article I*  
*General Provisions*

**Section A: Name**

The name of this organization is: LOUISIANA CANCER AND LUNG TRUST FUND BOARD, hereinafter referred to as the "Board", "Board of Directors" or "LCLTFB."

**Section B: Official Domicile**

The principal office of the Board shall be located in the City of New Orleans, Parish of Orleans. The Board may establish such other offices as the Board of Directors may determine or as the affairs of this governmental entity may from time-to-time require. The post office address of the principal office shall be 1901 Perdido Street Box P5-1, New Orleans, Louisiana 70112, but meetings of the Board of Directors may be held at such places as may be designated by the Board of Directors.

**Section C: Mission**

The mission of the Louisiana Cancer and Lung Trust Fund Board is to promote activities that target cancer control and cardio-pulmonary diseases in the State of Louisiana. Such activities include, but are not limited to, the prevention of cancer and the treatment and rehabilitation of cancer patients. Accurate identification and characterization of the magnitude of the cancer burden for the residents of Louisiana and the identification of high risk groups will be a major concern of the Board. Activities will be undertaken to reduce cancer incidence and mortality rates as well as to improve the survival, the quality of life of cancer patients, and cancer survivors. The Board will foster research on the epidemiology, causation, prevention and medical care aspects of cancer. Educational activities directed to patients, healthcare providers and the public in general will be promoted by the Board. The Board will work together with governmental, academic, philanthropic and private institutions to promote its activities.

*Article II*  
*Board Of Directors*

**Section A: Authority**

The Board of Directors shall be responsible for carrying out the provisions of Section 40:1299.80 - .89 of the Louisiana Revised Statutes and shall have all the duties, powers and responsibilities enumerated therein for directing the affairs of this governmental entity for the purposes for which it was created. It shall execute its authority and conduct its affairs in accordance with these Bylaws and the laws and regulations of the State of Louisiana and the United States of America.

In accordance with the provisions of LSA - R.S. 40:1299.88(E)(1), the Board of Directors shall establish rules and regulations for its own procedures, establish policies for the operation of the statewide registry program for reporting cancer cases, establish criteria for review panels, and establish guidelines and deadlines for grant applications to be submitted.

In accordance with the provisions of Act 1138 of 1995, the statewide cancer registry program, as provided in R.S. 40:1299.81, and the Louisiana Cancer and Lung Trust Fund Board, as provided in R.S. 40:1299.88, was transferred to the Board of Supervisors of Louisiana State University Agricultural and Mechanical College, to be administered by the Louisiana State University Medical School.

**Section B: Membership**

Membership on the Board of Directors shall consist of representatives of the following institutions or organizations appointed and re-appointed by the Governor, duly confirmed by the Senate, to serve at the Governor's pleasure, upon recommendation of each institution and organization represented:

1. Tulane University School of Medicine;
2. Louisiana State University School of Medicine, New Orleans;
3. Louisiana State University School of Medicine, Shreveport;
4. Alton Ochsner Medical Foundation;
5. American Cancer Society, Louisiana Division, Inc.;
6. American Lung Association of Louisiana, Inc.;
7. Leukemia Society of American, Inc., Louisiana Chapter;
8. Mary Bird Perkins Cancer Center;
9. Xavier University School of Pharmacy;
10. Louisiana State Medical Society;
11. Acadiana Medical Research Foundation; and
12. American Heart Association, Louisiana Affiliate.

**Section C: Ex Officio Members**

The Chancellor of the LSU Medical Center and the Assistant Secretary of the Office of Public Health, Department of Health and Hospitals, shall be ex officio, non-voting members of the

Board of Directors. They may designate a representative to represent them at the Board's meetings.

#### **Section D: Vacancies**

Acting on behalf of the Board of Directors, the Chairperson shall so advise the institution or organization represented that a vacancy on the Board has occurred and encourage the immediate recommendation of a replacement to the Governor. In addition to a vacancy caused by the death or resignation of a Director, a vacancy shall be deemed to have occurred in any one of the following circumstances:

1. The disability of a Director, if such disability prevents him or her from performing his or her duties as a Director,
2. The permanent relocation of the residence of a Director from the State of Louisiana, or the physical absence from the State of Louisiana for a period of more than six (6) months, or
3. The absence of a Director from three (3) consecutive meetings of the full Board of Directors, unless otherwise excused by the Board.

#### **Section E: Compensation**

The members of the Board of Directors shall not receive compensation for their services but shall be entitled to reimbursement for actual expenses, including travel expenses, incurred in the discharge of their duties.

#### **Section F: Conflict Of Interest**

Any member of the Board of Directors with a "direct" conflict of interest (i.e., a benefit may accrue to his or her direct, personal, financial benefit or to the institution or organization he or she represents on the Board) shall excuse himself or herself from discussing or voting on such grant or contract proposal; however, no represented institution or organization shall be discriminated against or deprived from participation in grants or contracts to be awarded by the Louisiana Cancer and Lung Trust Fund Board or Louisiana Tumor Registry solely by virtue of representation on the Board when that representative has appropriately excused himself or herself from the discussion or voting on such grant or contract.

### *Article III*

#### *Officers*

#### **Section A: Officers**

The officers of the Board shall be as follows: a Chairman, Vice Chairman, Secretary and Treasurer. The terms Chairwoman, Chairperson, Vice Chairwoman or Vice Chairperson may be used interchangeably with the terms Chairman and Vice Chairman at the discretion of the individual office holder.

## **Section B: Election And Terms**

The Board of Directors shall elect from among its members the officers noted in Article III, Sec. A., above, to serve for a term of one (1) year or until a successor is elected and installed. Any officer may be re-elected for the same office for up to one (1) additional one (1) year term, but he or she must vacate said office for at least one (1) year after serving in it for two (2) consecutive years. Any member may hold two (2) of these officer positions simultaneously.

All officers of the Board shall be elected from and by a majority of the members of the Board at the last meeting during the State's fiscal year (i.e., July 1 - June 30) and shall take office commencing on July 1. The Nominating Committee shall present a slate of candidates to fill the officer positions in sufficient time for an election to be conducted at that meeting and for the elected individuals to assume their duties by no later than July 1.

Any officer of the Board of Directors may be removed from that office by resolution passed by the Board at a regular or special meeting, but only by a majority vote of all members of the Board of Directors.

## **Section C: Chairman**

The Chairman of the Board of Directors (hereinafter "Chairman") shall be elected from the membership of the Board and shall preside at all meetings of the Board of Directors. He or she shall appoint the Chairpersons and members of the various committees, both standing and ad hoc, of the Board and shall be an ex officio member of all Board committees. The Chairman shall be the official spokesperson for the Board, but he or she may delegate this task as he or she deems appropriate or necessary. He or she shall be the official liaison between the Board of Directors and the Department of Health and Hospitals and other agencies and offices of the State of Louisiana and/or its various political subdivisions.

## **Section D: Vice Chairman**

The Vice Chairman of the Board of Directors (hereinafter "Vice Chairman") shall be elected from the membership of the Board and shall preside at all meetings of the Board in the absence of the Chairman.

## **Section E: Secretary**

The Secretary of the Board of Directors shall be elected from the membership of the Board and shall act as secretary at all meetings of the Board and shall keep complete and accurate records of all meetings and actions taken by the Board in the proper book or books to be provided for that purpose. He or she shall see that all notices required to be given by the Board are duly given and served, and he or she shall see that the reports, statements and other documents required by law are properly kept and filed, and he or she shall, in general, perform all the duties incident to the office of Secretary and such related duties as may from time-to-time be assigned to him or her by the Chairman and / or the Board of Directors. All records of every kind shall be kept and maintained at the principal office of the Board and shall be open for inspection by any member of the Board of Directors at reasonable times.

## **Section F: Treasurer**

The Treasurer of the Board of Directors shall be elected from the membership of the Board and shall keep full and accurate financial records, make periodic reports of the financial status of the Board and LTR to the Board and submit a complete annual report, in written form, to the Secretary. He or she shall serve as Chairman of the Finance Committee and be responsible for the preparation and submission, in accordance with Board policies, a board request for funds to be appropriated by the Legislature for: a) providing for the budget needs of the statewide cancer registry; b) providing for the administrative costs of the Board, the Advisory Committee and review panels, and c) providing for medical research and clinical investigation and training.

All records of the Treasurer shall at all times be maintained at the principal office of the Board and be subject to the inspection, supervision and control of the Board of Directors. All records of the Treasurer, of any kind, shall be open for inspection by any member of the Board of Directors at reasonable times. He or she shall perform such related duties as shall be directed by the Chairman and / or the Board of Directors.

## *Article IV*

### *Meetings*

#### **Section A: Regular Meetings**

The Board of Directors shall meet at least three (3) times during the State's fiscal year to conduct the official business of the Board at a place, date and time to be specified by the Board. A written reminder of such meetings shall be sent at least fifteen (15) days prior to the meeting setting forth the place, date and time of the meeting, and the required official posting and notification of meetings, in accordance with the provisions of State law, shall be observed. In the event a previously scheduled meeting, for which proper notification had been made, must be rescheduled for any reason, each member shall be notified of such change at least seven (7) days prior to the new meeting date.

#### **Section B: Special Meetings**

Special meetings of the Board of Directors may be called by the Chairman or by a majority of the Directors, at their discretion. Written notice of such special meetings, stating the place, date and time and specifying the purpose of the meeting, shall be mailed to each member at least seven (7) days before the date of such meeting. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the Board of Directors.

Emergency meetings of the Board may be held upon twenty-four (24) hours actual notice and business transacted, provided that not less than a majority of the full Board concurs in the proposed action.

#### **Section C: Quorum And Voting**

Six (6) members of the Board of Directors present in person shall constitute a quorum for the transaction of business; however, no board action shall be taken by a vote of less than a majority

of the full board. Proxy voting shall not be permitted.

#### **Section D: Rules**

Robert's Rules of Order will apply to all meetings of the Board of Directors and its committees.

### *Article V* *Committees*

#### **Section A: Standing Committees**

The standing committees of the Board shall be an Executive Committee, Finance Committee, Tumor Registry Committee, Long Range Planning Committee, Grant Review Committee and Nominating Committee. A majority of the Board members appointed to a committee shall constitute a quorum for that committee. Other than the Executive and Nominating Committees, non-members of the Board of Directors may be appointed by the Chairman to serve on standing committees with the concurrence of the Board; however, such non-Board committee members shall not be entitled to vote on any action before a committee or to be reimbursed for expenses incurred in serving on the committee.

1. **Executive Committee:** The Executive Committee shall be chaired by the Chairman of the Board of Directors and consist of the officers of the Board and the immediate past Board Chairman. The Executive Committee shall have the full power and authority to act in the interim between meetings of the Board of Directors provided that such action(s) taken are reported to the full Board of Directors at its next meeting, whether regularly scheduled or otherwise. Minutes of each meeting of the Executive Committee shall be recorded, reviewed and approved by the Chairman and maintained at the principal office of the Board.
2. **Finance Committee:** The Finance Committee shall be chaired by the Treasurer and consist of at least two (2) other members of the Board appointed by the Chairman of the Board. The Finance Committee shall prepare and submit to the Board an annual operating budget to carry out the purposes of the Board. It shall attend to all fiscal matters and provide a report to the Board at each regular meeting on the financial status of its operations and programs. Minutes of each meeting of the Finance Committee shall be recorded, reviewed and approved by the committee Chairman and maintained at the principal office of the Board.
3. **Tumor Registry Committee:** The Tumor Registry Committee shall be chaired by a member of the Board and consist of at least two (2) other members of the Board appointed by the Chairman of the Board. This committee shall recommend to the Board policies and procedures for the successful operation of the statewide cancer incidence registry as outlined in the enabling legislation. In addition to the Board members serving on the Tumor Registry Committee, the director of the LTR and the director of each regional registry contracting with the LTR shall serve as ex officio, non-voting members of this committee. Ex officio members of the committee shall not be eligible for reimbursement of expenses from the Board incurred in the course of participation in the work of the committee.

4. Long Range Planning Committee: The Long Range Planning Committee shall be chaired by a member of the Board and consist of at least two (2) other members of the Board appointed by the Chairman of the Board. The committee shall develop a three to five year strategic plan for the Board to guide its operations toward the successful accomplishment of the purposes for which it was created. It will coordinate its activities with other committees of the Board especially as regards annual budget development to ensure that sufficient funds are available to implement the strategic plan adopted by the Board of Directors each year.

5. Grant Review Committee: The Grant Review Committee shall be chaired by a member of the Board and shall consist of at least two (2) other members of the Board appointed by the Chairman of the Board. This committee will recommend to the Board categories of grant proposals to be solicited each year, and, when approved, be responsible for announcing the grant award program including funding available and guidelines for submission of grant applications. This committee will assemble such Peer Review Committees or Review Panels, composed solely of reviewers from outside of the state of Louisiana, as necessary to ensure that all applications for funding undergo a scientific peer review / evaluation process which results in a priority rating being recommended to the Board upon which decisions will be made for grant awards.

Annually, this committee shall develop a calendar / timetable for management of the grant award program and all necessary provisions for the successful implementation of the program. The committee will submit its plans for the year's grant program to the full Board for review and approval prior to taking action.

The Board of Directors will make all decisions on grant awards, and the Chairman of the Board will notify all grant applicants via mail on the decision of the Board. Decisions of the Board of Directors are final.

6. Nominating Committee: The Nominating Committee shall be chaired by the immediate past Chairman of the Board, if still serving on the Board, and at least two (2) other members of the Board appointed by the Chairman of the Board. The committee shall prepare a slate of candidates to fill the office positions of the Board and present them to the Board in a timely manner such that an election can be held and officers elected prior to July 1 of each year. Membership on the Nominating Committee shall be limited to the above mentioned individuals.

### **Section B: Ad Hoc Committees**

The Chairman of the Board may appoint such ad hoc committees of the Board as may be necessary to carry out the purposes of the Board; however, only members of the Board may chair an ad hoc committee or receive reimbursement for expenses incurred in serving on an ad hoc committee. Ad hoc committees will continue to serve until their specific assigned task is completed or the end of the term of office of the Chairman of the Board who established the ad hoc committee. Only members of the Board of Directors serving on an ad hoc committee shall be entitled to vote on actions brought before such committees.

### **Section C: Peer Review Committees**

Peer Review Committees or Review Panels shall be established by the Board by a vote of the Board in accordance with the provisions of R.S. 40:1299.88.(E)(1). These committees or panels shall be composed solely of reviewers from outside of the state of Louisiana assembled for the express purpose of evaluating grant applications or proposals and making recommendations, on a prioritized basis, to the Board for the awarding of grants. No member of the Board of Directors may serve on a Peer Review Committee or Review Panel, nor shall a Board member be allowed to participate in any discussion about or vote on a grant application or contract for the institution or organization for which he or she is employed by or contracts with or represents on the Board of Directors. He or she shall excuse himself or herself from any such discussion or vote and ensure that such recusal is known to the entire Board of Directors, in advance of any such discussion or vote, and such recusal is duly noted in the official minutes of the meeting of the Board.

Reimbursement for expenses, including travel expenses, incurred in the discharge of their duties will be provided to members of Peer Review Committees or Review Panels, but must be approved in advance by the Chairman of the Board. The Board may elect to provide honorariums to members of these committees or panels, within budget and statutory provisions, but such must be approved by the Board in advance of such commitment being made to an individual or individuals.

### *Article VI* *Amendments*

These Bylaws, or any one or more provisions thereof, may be amended at any duly constituted meeting of the Board of Directors by a two-thirds (2/3) majority vote of the whole number of the members of the Board of Directors, by changing, altering, suspending, supplementing or repealing the same, if at least seven (7) days written notice is given to all Directors of such intention to alter, amend, repeal or adopt new Bylaws at such meeting.

Michael H. Martin, Secretary

March 29, 1996