

**Constitution and Bylaws
North Carolina Medical Society
State Political Education and Action Committee
&
Rules of Operation**

ARTICLE I

NAME AND DEFINITION

The name of this committee is the North Carolina Medical Society State Political Education and Action Committee, hereinafter referred to as NCMS PAC-State. It is a voluntary, non-profit, unincorporated committee of individual doctors of medicine and others and is not affiliated with any political party. NCMS PAC-State is an affiliated committee of the American Medical Political Action Committee.

ARTICLE II

OBJECTIVES

The objectives of NCMS PAC-State are:

- (1) To promote and strive for the improvement of government by encouraging and stimulating physicians and others to take a more active and effective part in governmental affairs;
- (2) To encourage physicians and others to understand the nature and actions of their government as to important political issues and as to the records of office holders and candidates for elective office at all levels of government;
- (3) To assist physicians and others in organizing themselves for more effective political action;
- (4) To preserve constitutional government and the free enterprise system.

ARTICLE III

MEMBERSHIP, DUES AND CONTRIBUTIONS

Section 1. Membership

Active membership shall be available to any doctor of medicine, his or her spouse, members of his or her immediate family, and others as authorized by the Board of Directors. In addition to the active membership category, the Board of Directors is authorized to establish additional categories of membership. Candidates for membership shall be subject to approval by the Board of Directors.

Section 2. Dues

NCMS PAC-State shall operate on a calendar year basis. Each year the Board of Directors shall establish annual dues for all categories of membership for the period from

January 1 through December 31. Members whose annual dues have not been paid by April 1 of the membership year shall be considered delinquent.

Section 3. Contributions

The amount of annual membership dues shall reflect the combined needs of NCMS PAC-State and the North Carolina Medical Society Federal Political Education and Action Committee (NCMS PAC-Federal). The Board of Directors or Executive Committee shall establish a percentage of membership dues to be considered as contributions to NCMS PAC-State. Such action shall be taken in conjunction with the NCMS PAC-Federal Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Functions

The Board of Directors (hereafter, "Board") shall have general supervision and control over the affairs and funds of NCMS PAC-State and shall establish and carry out all policies and activities of NCMS PAC-State. The Board has primary responsibility for soliciting contributions from members of the North Carolina Medical Society. The Board represents the entire NCMS PAC-State membership. Only the advancement and welfare of the organization's objectives shall determine individual decisions of Board members. Board members shall serve without compensation.

Section 2. Composition

The Board will be composed of NCMS PAC contributors are members of the North Carolina Medical Society or the North Carolina Medical Society Alliance who have agreed to participate in the organized fundraising programs prescribed by the Board. All Officers elected under Article V will serve as voting ex-officio members. The Board shall set a mandatory minimum contribution level for board members which shall not be lower than the sustaining contribution level designated on the annual NCMS PAC contribution form. All board members must contribute at the level established by the Board.

Section 2.1 Board Member Duties

Each Board member shall:

1. Actively participate in the organized fundraising programs prescribed by the Board;
2. Attend all meetings of the Board, unless excused by the Chairman;
3. Actively promote NCMS PAC to those constituents assigned to the member;
4. Advocate contribution decisions based solely upon the best interest of the North Carolina Medical Society, regardless of a candidates party affiliation.

Section 3. Nominations and Appointments

There shall be a Nominating Committee of the Board to make annual recommendations for Board members. The North Carolina Medical Society Executive Committee shall appoint members from the list of names recommended by the Nominating Committee.

Section 4. Length of Terms

Board members shall be appointed for a two-year term.

Section 5. Removal

Board members may be removed before the expiration of their term for failure to fulfill the duties enumerated in Article IV, Section 2.1. Recommendations for removal may be made by the Executive Committee and shall be approved by the Board before taking effect.

ARTICLE V

OFFICERS

Section 1. Structure

The officers of NCMS PAC-State shall be a Chairman, Vice-Chairman and Secretary-Treasurer.

Section 2. Election

Officers shall be elected by the Board of Directors at the annual meeting of NCMS PAC-State for a two-year term.

Section 3. Contingency

Upon the resignation or death of an officer, the Chairman shall appoint a replacement to serve until the next Board meeting. At its next meeting, the Board shall elect one of its members to complete the unexpired term.

Section 4. Duties and Functions

(a) Chairman

The Chairman is the official head of NCMS PAC-State and shall preside at all meetings of the Executive Committee and Board of Directors. The Chairman shall appoint all committees authorized by these bylaws and shall be an ex-officio voting member of all such committees. The Chairman shall present an annual report to the Board of Directors and perform such other duties as are necessary to assure the proper functioning of NCMS PAC-State.

(b) Vice-Chairman

The Vice-Chairman shall assist the Chairman. In the Chairman's absence or inability to serve, the Vice-Chairman shall assume all duties of the Chairman and any other duties as may be prescribed by the Board.

(c) Secretary-Treasurer

The Secretary-Treasurer shall maintain correct and complete records of the activities of NCMS PAC-State, which shall include minutes of Board and Executive Committee meetings. The Secretary-Treasurer shall be custodian of the funds of NCMS PAC-State, shall keep full and accurate accounts of the finances of NCMS PAC-State, and shall provide an annual CPA audit to the Board of Directors. The Secretary-Treasurer shall not authorize any indebtedness to NCMS PAC-State which cumulatively exceeds \$500.00 unless the Board has first approved the indebtedness. The Secretary-Treasurer shall prepare, sign and file all reports to governmental authorities required by law or the Board and shall perform other functions as directed by the Board.

(d) Executive Director

The Executive Director shall carry out all decisions of the Board, be a non-voting ex-officio member of the Board and all committees, and be responsible for all administrative functions of the Board.

ARTICLE VI

COMMITTEES

Section 1. Executive Committee

The Chairman, Vice-Chairman and Secretary-Treasurer shall constitute the Executive Committee of the Board (hereafter, "Committee"). The Committee shall consider matters referred to it by the Board and shall report all actions, including its findings and recommendations, to the Board.

The Committee shall study the needs and requirements of NCMS PAC-State, engage in long-range planning, and serve as a finance committee. A majority of the Committee shall have full authority to determine all direct candidate support decisions in amounts of \$2000.00 or less between meetings of the Board. The Committee is further authorized to request that AMPAC expend funds for candidate support and for any other purpose that would promote the goals of NCMS PAC-State. On all other organizational matters, the Committee shall act only when it is not possible for the full Board to meet.

Any direct candidate support over \$2000.00 must be approved by a majority of Board members voting on that question.

Section 2. Nominating Committee

The Chairman shall appoint a Nominating Committee which shall exercise the duties described in Article IV, Section 3.

Section 3. Special Committees

There shall be, subject to the approval of the Executive Committee, special committees as deemed advisable by the Chairman. The Chairman shall make committee appointments and outline committee functions .

ARTICLE VII

MEETINGS

Section 1. Annual Meeting

The annual meeting of the active membership of NCMS PAC-State may be held during the North Carolina Medical Society's Annual Meeting.

Section 2. Board of Directors Meetings

There shall be at least two regularly scheduled meetings of the Board each year, one during the North Carolina Medical Society's Annual Meeting and one at the call of the Chairman. The Chairman may call a meeting of the Board at any time, including telephone conference calls. Board members shall be given reasonable notice of meetings.

Section 3. Executive Committee Meetings

The Chairman may call a meeting of the Executive Committee at any time.

Section 4. Special Meetings

Special Board meetings may be called by the Chairman or upon the written request of three members of the Board.

Section 5. Quorum

A majority of the Board not excused by the Chairman shall constitute a quorum. Board members participating in meetings by teleconference are considered present for purposes of establishing a quorum.

ARTICLE VIII

BOOKS, RECORDS AND FINANCES

Section 1. Expenditures

NCMS PAC-State funds shall be disbursed only upon recommendation and approval of the Board of Directors or Executive Committee.

Section 2. Books and Records

NCMS PAC-State shall keep correct and complete books and records of account. The Chairman, with the approval of the Board, shall name the auditor. The books of account shall be audited at least once a year. NCMS PAC-State shall make all necessary reports of candidate support as required by Federal and State law.

Section 3. Deposits

NCMS PAC-State funds shall be deposited to the credit of NCMS PAC-State in such banks or other depositories as the Board may select.

ARTICLE IX

PARLIAMENTARY AUTHORITY

Unless otherwise provided in the Constitution and Bylaws or modified by two-thirds vote of the members present, the deliberations of the Board and Executive Committee shall be governed by Davis' *Rules of Order*.

ARTICLE X

AMENDMENT OF CONSTITUTION AND BYLAWS

The Constitution and Bylaws may be altered, amended or repealed by two-thirds of the Board members present and voting, provided at least thirty (30) days' written notice is given of the intent to alter, amend or repeal. No change or repeal shall become effective until approved by legal counsel.

RULES OF OPERATION

INTRODUCTION

The intent of this manual is to state procedures to implement the objectives listed in the Constitution and Bylaws of the North Carolina Medical Society State Political Education and Action Committee. This manual defines areas of responsibility and functions as a basis for the operation of NCMS PAC-State within sound administrative principles. Modifications of this manual will be made as experience dictates.

I. ROLE OF NCMS PAC-STATE BOARD OF DIRECTORS

A. GENERAL FUNCTIONS

The NCMS PAC-State Board of Directors is the policy-making body for NCMS PAC-State. The Board is responsible for initiating and administering all programs and shall exercise general supervision and control of the affairs and funds of the organization.

B. SPECIFIC FUNCTIONS

Responsibilities of Board members shall include but not be limited to:

1. Recruiting others to join and support NCMS PAC.
2. Planning and administering the educational and political activities of the organization.
3. Reviewing and approving capital and operating budgets.
4. Implementing CPA audit of finances.
5. Reviewing and approving membership and fund-raising programs.
6. Reviewing and approving programs for NCMS PAC-State promotional activity.
7. Electing the officers of NCMS PAC-State.
8. Approving all decisions of direct candidate support over \$2000.00.
9. Designating a custodian for financial records of the organization.
10. Attend at least sixty (60) percent of the Board's meetings each year.

II. STANDING RULES OF THE BOARD OF DIRECTORS OF THE NORTH CAROLINA MEDICAL SOCIETY STATE POLITICAL EDUCATION AND ACTION COMMITTEE

A. Members and Committees

Nominations and appointments of Board members and committees are made as provided in the Constitution and Bylaws.

B. Executive Committee

1. Between meetings of the Board of Directors the Chairman and Executive Committee shall have full authority to determine all direct candidate support decisions in an amount not to exceed \$2000.00. Such decisions shall be recorded in the minutes of the next Executive Committee meeting.
2. On organizational matters, the Executive Committee shall act only in those instances when it is not possible for the full Board to meet.
3. Actions of the Executive Committee shall be recorded and reported at the next meeting of the Board.
4. The Executive Committee shall coordinate with the North Carolina Medical Society for staff assistance for its organizational and educational activities.

C. Limitations of Committees

Except for the Executive Committee, all committees shall be under the direct supervision of the NCMS PAC-State Board of Directors. All such committee actions shall be subject to Board approval.

III. BOARD OF DIRECTORS MEETING PROCEDURE

A. Notice of Meetings

Each Board member shall be notified at least fifteen (15) days before each regular meeting. Reasonable notice shall be given for called meetings. Such notice will show the time and place of the scheduled meeting.

B. Agenda

A prepared agenda will be sent to each Board member before each regular meeting. Board members wishing to place items on an agenda should communicate this request to the Executive Director at least twenty (20) days before the meeting.

C. Business Meeting Procedure

The Chairman will preside at all meetings and will announce when a quorum is present. In cases not covered by the Constitution and Bylaws and Standing Rules adopted by NCMS PAC-State, Davis' *Rules of Order* shall govern the proceedings.

D. Executive Sessions

All candidate support decisions shall be made in Executive Session. Only NCMS PAC-State Board members and specifically invited guests may attend Executive Sessions. In all other cases, Executive Sessions shall be limited to unusual situations.

E. Candidate Support Records Confidential

All records of candidate support shall be deemed confidential records of the Board of Directors. The records shall be placed and maintained in a safe place for a period of five (5) years.

IV. POLICIES

- A. Any active member of NCMS PAC-State shall be eligible to serve on the organization's Board of Directors.
- B. Members of the Board of Directors shall serve two-year terms.
- C. No proxy voting is allowed.
- D. All discussions at Board meetings shall be confidential.
- E. The Chairman of the NCMS PAC-State Board of Directors shall be the only person authorized to speak on behalf of NCMS PAC-State.
- F. The Chairman is specifically authorized to perform the duties and functions of any officers who are unable to carry out their duties.
- G. Except for routine administrative costs necessary to conduct NCMS PAC-State business or unless authorized by the Executive Committee, no member of NCMS PAC-State shall obligate NCMS PAC-State for expenditures of funds.
- H. The Secretary-Treasurer is authorized to authenticate a voucher for disbursement of checks for candidate support. The Secretary-Treasurer or Executive Director is authorized to authenticate the voucher for payment of routine administrative costs such as audits, telephone, etc.
- I. Upon receipt of a proper, authenticated voucher, the Secretary-Treasurer or Executive Director is authorized to sign checks on behalf of the Committee.
- J. Support funds shall be delivered to the candidate in a method determined by the Executive Committee, but under no circumstances may any person other than a member of NCMS PAC-State deliver support funds.
- K. NCMS PAC-State funds shall remain segregated from any other fund.

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