

2014

REPORT OF THE CONSTITUTION & BYLAWS COMMITTEE

SUBJECT: Proposed Amendments to the Constitution and Bylaws

PRESENTED BY: Palmer Edwards, MD, Chair

REFERRED TO: Reference Committee 1
Timothy M. Beittel, MD, Chair

1 The Constitution & Bylaws Committee submits this report at the
2 request of the Board of Directors to establish a policy-making process
3 within the North Carolina Medical Society that is more accessible,
4 timely and efficient. The recommendations in this report will also help
5 ensure the governing body of the North Carolina Medical Society is
6 accountable to its members. The key modification involves dissolving
7 the House of Delegates and authorizing the Board of Directors serve as
8 the policy-making entity for the NCMS. If this report is approved in
9 2014 by the House of Delegates, the changes would take effect in one
10 year, following final action at the 2015 House of Delegates meeting.

11
12 **Background:**

13 Concern has been raised about the current House of Delegates process
14 being an optimal manner for developing NCMS policy. Although the
15 House has served the profession well for over 150 years, for many years
16 the majority of substantive decisions have been made by the Board of
17 Directors. Using the Board in this manner is the model many
18 businesses use where shareholders elect a smaller group to provide
19 ongoing leadership, who are in turn accountable to the shareholders.

1 With the development of the Internet and information being almost
2 immediately available, other entities expect rapid responses to
3 questions and problems as they arise. With the House meeting once a
4 year, it is unable to keep pace with the professions' needs. As an
5 example, needed deliberations about recent issues involving Medicaid,
6 including expansion, problems with NC Tracks, or encouraging ACOs
7 rather than for profit insurance company control, generally have not
8 occurred at the House of Delegates, but are regularly discussed at
9 Board of Directors' meetings.

10
11 In addition, there has been dwindling attendance by delegates during
12 the last several years, along with fewer resolutions, with many of these
13 written by one or two members. Although the topics raised are often
14 interesting, it's less clear then are relevant to the majority or the
15 profession at large. With the total cost of the meeting to the NCMS
16 being about \$90,000, it is important to use limited resources in the
17 most effective way.

18
19 The NCMS Board of Directors has devoted significant time to this issue,
20 including its May strategic planning retreat. To further address this
21 issue, Dr. Sangvai appointed a Task Force on Advocacy and Governance.
22 Chaired by John Fagg, MD, the Task Force met in July, 2014 and
23 discussed this issue at length. The group came to a consensus
24 recommendation that an annual meeting for the NCMS should be
25 preserved, but that policy making should be made by the Board, and
26 the House should be dissolved. The Constitution was carefully reviewed
27 and recommendations were developed. Those recommendations were
28 then evaluated by the NCMS Constitution and Bylaws Committee, and
29 this report is the result.

30
31 For clarity, the Constitution is presented below in its entirety along with
32 the proposed changes in a ~~strikeout~~underline format. Language to be

1 removed is ~~stricken~~, new language is underlined. The remainder is
2 unaffected by the recommendations in this Report.

3

4 **I. PROPOSED AMENDMENTS TO THE CONSTITUTION**

5

6 **Item 1.** To remove provisions of the NCMS Constitution related to the
7 House of Delegates, authorize the Board of Directors to perform those
8 functions, ensure members of the Society have access to the Board of
9 Directors and make the Board directly responsible for all functions of
10 the Society.

11

12 **ARTICLE I --- NAME**

13

14 The name of this organization is the North Carolina Medical
15 Society. The words "The Society" or "Society" in this Constitution and
16 Bylaws shall be construed to mean the North Carolina Medical Society.

17

18 **ARTICLE II --- PURPOSES**

19

20 The purposes of The Society are: To federate and bring into one
21 compact organization the medical profession of the State of North
22 Carolina; to unite with similar organizations within other states to form
23 the American Medical Association; to extend medical knowledge and
24 advance medical science; to elevate the standards of medical education
25 and service; to promote friendly intercourse among physicians; and to
26 inform the public regarding medical care and public health, so that the
27 profession can become more capable within itself, and more useful in
28 the prevention and cure of disease and in prolonging and adding
29 comfort to life.

1 ARTICLE III --- COMPONENT SOCIETIES

2
3 Component medical societies are those medical societies in North
4 Carolina which hold charters from The Society.
5

6 ARTICLE IV --- MEMBERS

7
8 Members of The Society shall be (1) physicians who hold a license
9 to practice medicine in North Carolina and who pay dues to The
10 Society, and (2) others as shall be provided in the Bylaws. Membership
11 in The Society shall not be denied or abridged because of sex, color,
12 creed, race, religion, disability, ethnic affiliation, national origin, sexual
13 orientation, age, or for any other reason unrelated to character or
14 competence.
15

16 ARTICLE V --- HOUSE OF DELEGATES

17
18 ~~— The legislative, policymaking and business body of The Society is~~
19 ~~the House of Delegates. It shall be composed of (1) delegates elected~~
20 ~~by the component societies, (2) the Past Presidents and Past~~
21 ~~Secretaries, (3) the officers of The Society, and (4) others, as provided~~
22 ~~in the Bylaws. The House of Delegates shall transact all business of The~~
23 ~~Society not otherwise specifically provided for in this Constitution and~~
24 ~~Bylaws, shall elect the officers and other elective positions within the~~
25 ~~power of The Society, and shall have power to approve, rescind, or~~
26 ~~modify the actions of the Board of Directors, except as provided in~~
27 ~~Article VII.~~

28
29 ARTICLE ~~VI~~V --- OFFICERS

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31 The officers of The Society shall be a President, President-Elect, a
32 Secretary-Treasurer, ~~the Speaker and Vice Speaker of the House of~~

Commented [SK1]: This Article is deleted because it establishes the HOD as the “legislative, policymaking and business body” of the NCMS. In the future, the NCMS Board of Directors would fill this role, much like other professional associations.

Commented [SK2]: Elimination of the HOD would also eliminate the Speaker and Vice Speaker roles in the governance structure of the NCMS. These roles would be filled by two additional at-large Board members under proposed Article VI, below.

1 ~~Delegates,~~ and the Immediate Past President of The Society. Their
2 qualifications, methods of election, and terms of office shall be
3 provided in the Bylaws.

4
5 ARTICLE ~~VII-VI~~ --- BOARD OF DIRECTORS

6
7 The President, President-Elect, Secretary-Treasurer, the
8 Immediate Past President, ~~the Speaker and Vice Speaker of the House~~
9 ~~of Delegates,~~ four Regional Representatives and ~~three-five~~ at-large
10 members shall be voting members of the Board of Directors and shall
11 be elected as provided in the Bylaws.

12
13 The President of The Society shall be President of the Board of
14 Directors, and the Secretary-Treasurer of The Society shall serve as
15 Secretary of the Board of Directors.

16
17 The Board of Directors shall speak and act for The Society ~~and for~~
18 ~~the House of Delegates between meetings of the House of Delegates,~~
19 shall be the Board of Censors of The Society and have supreme charge
20 of all questions of ethics and of the discipline of members, shall
21 interpret the Constitution and Bylaws, and shall perform such other
22 duties as are prescribed by law governing directors of corporations or
23 as may be provided in the Bylaws.

24
25 ARTICLE ~~VIII-VII~~ --- MEDICAL SPECIALTY ORGANIZATIONS, SECTIONS,
26 AND REGIONS

27
28 The ~~House of Delegates~~ Board of Directors, in order to promote
29 the purposes of The Society, shall provide for the organization of
30 Regions and for the recognition of medical specialty organizations and
31 sections.

Commented [SK3]: 1) Same rationale as Article V, plus two at-large members are added to the BOD to replace the Speaker and Vice Speaker positions. 2) The BOD has long been authorized to act on the Society's behalf. With elimination of the HOD, it is no longer necessary to authorize the Board to act for the HOD between meetings.

Commented [SK4]: Makes the BOD responsible for establishing regions and for recognition of specialties and sections.

ARTICLE ~~IX-VIII~~ --- MEETINGS ~~AND SESSIONS~~

Section 1. The Society shall hold an annual meeting at a time and place which shall be fixed by the ~~House of Delegates~~Board of Directors.

Section 2. The ~~House of Delegates~~Board of Directors shall meet during the annual meeting and at such other times as are deemed necessary or as provided in the Bylaws.

Section 3. During the annual meeting, ~~general sessions~~the Board of Directors shall hold a session open to all members as defined in the Bylaws ~~may be held~~.

ARTICLE IX --- ELECTIONS

The Officers and the Board of Directors shall be elected annually by members of The Society eligible to vote in accordance with the Bylaws.

ARTICLE X --- FUNDS AND EXPENSES

The ~~House of Delegates~~Board of Directors may raise funds by annual dues or by assessment ~~on of~~ the membership, and by revenues from any approved activities. The ~~House of Delegates~~Board of Directors may appropriate funds to defray expenses of The Society and for such other purposes as will promote the best interests of The Society, the profession, or the people of the State. No member solely by virtue of his/her membership shall be entitled to any financial profit from any activity of The Society.

Commented [SK5]: While the House of Delegates would no longer exist, the NCMS would continue to have an annual meeting, including open sessions where any NCMS member could visit with the Board and discuss issues important to their medical community. This Article makes the BOD responsible for setting annual meeting details. It also requires the BOD to meet during the NCMS annual meeting and to hold open session at that time.

Commented [SK6]: Explicitly subjects the BOD to election by members of the Society.

Commented [SK7]: Authorizes the BOD to establish dues and make expenditures to finance the Society's operations.

ARTICLE XI --- REFERENDUM

~~The House of Delegates by an affirmative vote of two thirds (2/3), during which action is taken, may order a general referendum by mail to the membership for a final vote upon any question pending before the House of Delegates. If the members voting on a referendum comprise a majority of the members of The Society eligible to vote, a majority of such votes~~ By petition of five percent (5%) of the members of The Society eligible to vote, a referendum on any matter raised by the petition shall be presented to the membership for decision. A majority -shall determine the question.

Commented [SK8]: A referendum procedure (i.e., putting an issue to a vote of the general membership of the Society) has long been one of the tools available to the HOD. It is preserved and enhanced here to ensure members have the ability to take grassroots action. The HOD process required a two-thirds (2/3) vote of the HOD to initiate a referendum, but the proposed change requires only a petition signed by five percent (5%) of the members. A majority of members, subject to any quorum requirements of the Bylaws, will decide any referenda supported by such a petition.

The Constitution once defined a quorum for referenda as “a majority of members of The Society eligible to vote.” Pursuant to new Article XIV, the Bylaws will address quorum requirements for all official actions of the Society.

ARTICLE XII --- THE SEAL

The Society shall have a common seal. The ~~House of Delegates~~Board of Directors by majority vote shall be empowered to break, change, or renew the seal.

Commented [SK9]: Authorizes the BOD to manage issues related to the NCMS seal.

ARTICLE XIII --- AMENDMENTS

~~By an affirmative vote of two thirds (2/3) at an annual meeting, the House of Delegates may amend any article of this Constitution provided:~~

- ~~1) such amendment was proposed and accepted for consideration by a majority vote in an open meeting at the preceding annual meeting, and such amendment was sent to each component society or printed in an official publication of The Society at least two months before the session at which final action is to be taken, or~~
- ~~2) such amendment is submitted to and approved by a general referendum as provided for in Article XI.~~

Commented [SK10]: Amending the NCMS Constitution has always required two votes, whether the amendment were initiated by the HOD or by a referendum. The two-vote requirement is intact: one vote to get it on the ballot, and another to decide whether to approve or disapprove the amendment.

Under this proposal, the first pathway is for the BOD to accept an amendment and submit it to the members for a vote. This initial vote will decide whether the amendment will be placed on the ballot for a final vote (i.e., approval/disapproval). The initial and subsequent votes must be taken at least six (6) months apart to allow debate.

The second pathway is to get the amendment on the ballot by passing a referendum pursuant to Article XI.

No matter which pathway is used, the Society is required to publicize the ballot vote for two (2) months before the final action. Any ballot to amend the Constitution must thereafter be supported by a two-thirds (2/3) majority to be approved.

1 By an affirmative vote of a two-thirds (2/3) majority, the
2 Constitution shall be amended, provided
3 1) Such an amendment was proposed and
4 a. accepted by the Board of Directors, then approved by a
5 majority in an action at least six (6) months prior, or
6 b. submitted to and approved by a general referendum as
7 provided for in Article XI, and
8 2) Such amendment was sent to each component society and
9 published in an official publication of The Society at least two (2)
10 months before the final action.

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12 ARTICLE XIV --- QUORUM

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14 Quorum requirements for official actions of The Society shall be
15 defined in the Bylaws.

Commented [SK11]: Quorum requirements (e.g., minimum participation rates to establish the validity of votes) for all actions involving voting are to be established in the Bylaws.