

REPORT OF THE CONSTITUTION & BYLAWS COMMITTEE

SUBJECT: Proposed Revisions to the NCMS Constitution and Bylaws

PRESENTED BY: John J. Meier, IV, MD, Chair

REFERRED TO: Reference Committee

1 The Constitution & Bylaws Committee submits its report at the request of the Board of
2 Directors to establish a policy-making process within the North Carolina Medical Society
3 (NCMS) that is more accessible, timely and efficient. The Committee's recommendations will
4 help ensure the governing body of the NCMS is accountable to its members. The key
5 modification involves dissolving the House of Delegates (HOD) and authorizing the Board of
6 Directors to serve as the policy-making entity for the NCMS.

7
8 If this report is approved in 2015 by the House of Delegates, the changes will take effect
9 immediately following final action at the 2015 House of Delegates meeting.

10 11 BACKGROUND – CONSTITUTIONAL CHANGES:

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13 The 2014 House of Delegates (HOD) heard presentations and raised concerns about the current
14 House of Delegates process being an optimal manner for developing NCMS policy. Although
15 the HOD has served the profession well for more than 150 years, the majority of substantive
16 decisions have been made by the Board of Directors in recent years. Using the Board in this
17 manner is an effective model many businesses use where shareholders elect a smaller group to
18 provide ongoing leadership, who are in turn accountable to the shareholders.

19
20 Several factors contribute to this recommended transition, including:

- 21 • The need to respond quickly to questions and issues raised by members and
22 other entities, such as legislative and regulatory bodies;
- 23 • Access to technology enabling continual dialogue among members and the
24 NCMS leadership;
- 25 • The need to use limited NCMS resources efficiently;
- 26 • Eroding attendance by Delegates;
- 27 • Substantial decrease in volume of resolutions submitted; and

- The expectations of a new generation of NCMS members, who will lead the NCMS into the future.

The NCMS Board of Directors devoted significant time to this issue, beginning with the May 2014 strategic planning retreat. At that time NCMS President Dev Sangvai, MD appointed a Task Force on Advocacy and Governance. Chaired by John Fagg, MD, the Task Force met in July 2015 and came to a consensus recommendation that an Annual Meeting for the NCMS should be preserved, but that policy making should be made by the Board and the HOD should be dissolved. The Constitution was carefully reviewed and recommendations developed. The NCMS Constitution and Bylaws Committee carefully reviewed the Constitution and supported the recommendations of the Task Force, resulting in the Report presented to the 2014 HOD.

After robust discussion on the House floor, the report of the Constitution and Bylaws Committee was approved and the one-year layover time period began. The Report is timely and due for immediate action.

For clarity, the Constitution is presented below in its entirety along with the proposed changes in an underline format. Language to be removed is ~~stricken~~ and new language is underlined. The remainder is unaffected by the recommendations of the Task Force, Constitution & Bylaws Committee, the Reference Committee and the 2014 House of Delegates.

PROPOSED REVISIONS:

I. PROPOSED AMENDMENTS TO THE CONSTITUTION

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

ARTICLE I - NAME

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

ARTICLE II - PURPOSES

The purposes of The Society are: To federate and bring into one compact organization the medical profession of the State of North Carolina; to unite with similar organizations within other states to form the American Medical Association; to extend medical knowledge and advance medical science; to elevate the standards of medical education and service; to promote friendly intercourse among physicians; and to inform the public regarding medical care and public health, so that the profession can become more

1 capable within itself, and more useful in the prevention and cure of disease and in
2 prolonging and adding comfort to life.

3 4 ARTICLE III - COMPONENT SOCIETIES

5
6 Component medical societies are those medical societies in North Carolina which hold
7 charters from The Society.

8 9 10 ARTICLE IV - MEMBERS

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

17 18 ~~ARTICLE V - HOUSE OF DELEGATES~~

19
20 ~~The legislative, policymaking and business body of The Society is the House of~~
21 ~~Delegates. It shall be composed of~~

22
23 ~~(1) delegates elected by the component societies, (2) the Past Presidents and Past~~
24 ~~Secretaries, (3) the officers of The Society, and (4) others, as provided in the Bylaws.~~

25
26 ~~The House of Delegates shall transact all business of The Society not otherwise~~
27 ~~specifically provided for in this Constitution and Bylaws, shall elect~~
28 ~~the officers and other elective positions within the power of The Society, and shall have~~
29 ~~power to approve, rescind, or modify the actions of the Board of Directors, except as~~
30 ~~provided in Article VII.~~

31 32 ~~ARTICLE VI~~ V - OFFICERS

33
34 The officers of The Society shall be a President, President-Elect, a Secretary-Treasurer,
35 and the Immediate Past President of The Society. Their qualifications, methods of
36 election, and terms of office shall be provided in the Bylaws.

37 38 39 ~~ARTICLE VII~~ VI - BOARD OF DIRECTORS

40
41 The President, President-Elect, Secretary-Treasurer, the Immediate Past President, ~~the~~
42 ~~Speaker and Vice Speaker of the House of Delegates,~~ four Regional Representatives and
43 ~~three~~ five at-large members shall be voting members of the Board of Directors and shall
44 be elected as provided in the Bylaws.

1 The President of The Society shall be President of the Board of Directors, and the
2 Secretary-Treasurer of The Society shall serve as Secretary of the Board of Directors.

3
4 The Board of Directors shall speak and act for The Society ~~and for the House of~~
5 ~~Delegates between meetings of the House of Delegates~~, shall be the Board of Censors of
6 The Society and have supreme charge of all questions of ethics and of the discipline of
7 members, shall interpret the Constitution and Bylaws, and shall perform such other
8 duties as are prescribed by law governing directors of corporations or as may be
9 provided in the Bylaws.

10
11 Article ~~VIII~~ VII – MEDICAL SPECIALTY ORGANIZATIONS, SECTIONS AND REGIONS

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13 The ~~House of Delegates~~ Board of Directors, in order to promote the purposes of The
14 Society, shall provide for the organization of Regions and for the recognition of medical
15 specialty organizations and sections.

16
17 ARTICLE ~~IX~~ VIII – MEETINGS

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

21
22 Section 2. The ~~House of Delegates~~ Board of Directors shall meet during the annual
23 meeting and at such other times as are deemed necessary or as provided in the Bylaws.

24
25 Section 3. During the annual meeting, ~~general sessions as defined in the Bylaws may be~~
26 ~~held.~~ the Board of Directors shall hold a session open to all members as defined in the
27 Bylaws.

28
29 ARTICLE IX – ELECTIONS

30
31 The Officers of the Board of Directors shall be elected annually by members of The
32 Society eligible to vote in accordance with the Bylaws.

33
34 ARTICLE X – FUNDS AND EXPENSES

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36 The ~~House of Delegates~~ Board of Directors may raise funds by annual dues or by
37 assessment ~~on~~ of the membership, and by revenues from any approved activities. The
38 ~~House of Delegates~~ Board of Directors may appropriate funds to defray expenses of The
39 Society and for such other purposes as will promote the best interests of The Society,
40 the profession, or the people of the State. No member solely by virtue of his/her
41 membership shall be entitled to any financial profit from any activity of The Society.
42
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1 ARTICLE XI – REFERENDUM

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

14
15 The Society shall have a common seal. The ~~House of Delegates~~ Board of Directors by
16 majority vote shall be empowered to break, change, or renew the seal.
17

18
19 ARTICLE XIII – AMENDMENTS

20
21 ~~By an affirmative vote of two thirds (2/3) at an annual meeting, the House of Delegates~~
22 ~~may amend any article of this Constitution provided:~~
23

24 ~~1) such amendment was proposed and accepted for consideration by a majority vote in~~
25 ~~an open meeting at the preceding annual meeting, and such amendment was sent to~~
26 ~~each component society or printed in an official publication of The Society at least two~~
27 ~~months before the session at which final action is to be taken, or~~
28

29 ~~2) such amendment is submitted to and approved by a general referendum as provided~~
30 ~~for in Article XI.~~
31

32 By an affirmative vote of a two-thirds (2/3) majority, the Constitution shall be amended,
33 provided:
34

35 1) Such an amendment was proposed and:

- 36 a. accepted by the Board of Directors, then approved by a majority in an action
37 at least six (6) months prior, or
38 b. submitted to and approved by a general referendum as provided in Article XI,
39 and
40

41 2) Such amendment was sent to each component society and published in an official
42 publication of The Society at least two (2) months before the final action.
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1 BACKGROUND – BYLAWS CHANGES:

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3 The 2014 House of Delegates voted to accept the changes to the NCMS Constitution, which
4 were then required to lay over for one year (Reference Committee Report 2-2014). If
5 “Reference Committee Report 2 – NCMS Constitution” is approved by the 2015 House of
6 Delegates following this one year layover, the changes take effect immediately following the
7 final action of the 2015 House of Delegates meeting.

8
9 Therefore, the Constitution & Bylaws Committee submits correlative changes to the NCMS
10 Bylaws as “Reference Committee Report 3 - NCMS Bylaws.”

11
12 Following the approval of the changes to the NCMS Constitution at the 2014 House of
13 Delegates (HOD), NCMS President Robert Schaaf, MD appointed the Bylaws Modernization Task
14 Force. The Task Force is chaired by Regional Board Member and former Speaker Jeffrey Runge,
15 MD, who is joined by Vice Speaker John Meier, MD and Past President and former Speaker
16 Darlyne Menscer, MD.

17
18 The Task Force worked to revise the bylaws to correlate with the approved changes to the
19 Constitution. Key modifications to the Bylaws include authorizing the membership at large to
20 vote on key issues including elections, and to authorize the Board of Directors to serve as the
21 policy-making entity for the NCMS while maintaining ongoing accountability to the
22 membership.

23
24 The modifications reflect a policy-making process within the NCMS that is more accessible and
25 efficient. The revisions propose that component and specialty medical societies and NCMS
26 members be able to bring issues to the Board of Directors for discussion and action on a timely
27 basis, rather than waiting for the HOD to meet annually. At the HOD’s direction, the Annual
28 Meeting for the NCMS will be preserved, but policy decisions would be made by the Board, and
29 the House would be dissolved.

30
31 In January 2015, the NCMS membership was surveyed by McLaughlin and Associates, a national
32 polling firm. Survey results concluded overwhelmingly that the House of Delegates is not
33 effectively representing the membership and supported governance changes.

34
35 In May 2015, the NCMS Past Presidents, which includes many former Speakers, reviewed the
36 draft changes to the bylaws and received them favorably. Since the May 2015 meeting, the Task
37 Force and NCMS Board of Directors have met with various component medical societies and
38 posted the draft bylaws revisions on the NCMS website with the goal of gathering as much
39 member feedback as possible in order to make adjustments and deliver meaningful bylaws to
40 the NCMS membership.

1 The principles of the proposed revisions and the implementation of a dynamic new governance
2 structure are as follows:

- 3 • Develop a more efficient and inclusive model for governance and policy development;
- 4 • Ensure the Board of Directors has accurate, high-quality presentation of issues from
5 members and component and specialty societies;
- 6 • Establish a process for members to submit agenda items and issues to the Board of
7 Directors;
- 8 • Establish a clear process for providing input to the Nominating & Leadership
9 Development Committee, which will propose a slate of officers for annual elections;
- 10 • Preserve an annual meeting of members that facilitates opportunities for interaction,
11 education, and professional discourse among members; and
- 12 • Improve the relevance of the NCMS governance model to a new generation of
13 members.

14
15 The Task Force, the Constitution and Bylaws Committee and the Board of Directors
16 acknowledge that the Bylaws are the cornerstone of our organizational governance and that
17 implementation of the principles above will be fine-tuned and evolving, with continual input
18 from NCMS members.

19
20 Therefore, the Constitution & Bylaws Committee recommends appropriate amendments to the
21 NCMS Bylaws document, attached in its entirety to this report. For clarity, the Bylaws are
22 presented with the proposed changes in an underline format. Language to be removed is
23 ~~stricken~~ and new language is underlined. The remainder is unaffected by the recommendations
24 of the Task Force, Constitution & Bylaws Committee and the Reference Committee.