

**North Carolina Medical Society
2014 House of Delegates**

**REPORT 2 OF THE
REFERENCE COMMITTEE**

**PROPOSED AMENDMENTS TO THE
CONSTITUTION AND BYLAWS**

The following is a preliminary report of actions recommended by the Reference Committee at the 2014 Annual Meeting of the House of Delegates. These recommended actions are not final and are not official actions of the North Carolina Medical Society until voted on and approved by the House of Delegates.

**REPORT 2 OF THE REFERENCE COMMITTEE
TO
THE 2014 HOUSE OF DELEGATES**

1 Madam/Mr. Speaker and Members of the House of Delegates:

2
3 The Reference Committee gave careful consideration to the 2014 Report of the
4 Constitution & Bylaws Committee and submits the following report and
5 recommendation to the House:

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7 **(1) SUMMARY:**

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9 The Constitution & Bylaws Committee submitted its report at the request of
10 the Board of Directors to establish a policy-making process within the North
11 Carolina Medical Society that is more accessible, timely and efficient. The
12 recommendations in its report will also help ensure the governing body of
13 the North Carolina Medical Society is accountable to its members. The key
14 modification involves dissolving the House of Delegates and authorizing the
15 Board of Directors to serve as the policy-making entity for the NCMS.

16
17 **If this report is approved in 2014 by the House of Delegates, the changes**
18 **would take effect in one year, following final action at the 2015 House of**
19 **Delegates meeting.**

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21 **(2) BACKGROUND:**

22
23 Concern has been raised about the current House of Delegates process being
24 an optimal manner for developing NCMS policy. Although the House has
25 served the profession well for over 150 years, for many years the majority of
26 substantive decisions have been made by the Board of Directors. Using the
27 Board in this manner is the model many businesses use where shareholders

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1 elect a smaller group to provide ongoing leadership, who are in turn
2 accountable to the shareholders.

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

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

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

30
31 For clarity, the Constitution is presented below in its entirety along with the
32 proposed changes in an underline format. Language to be removed is
33 ~~stricken~~ and new language is underlined. The remainder is unaffected by the

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1 recommendations of the Task Force, Constitution & Bylaws Committee and
2 the Reference Committee.

3

4 (3) PROPOSED REVISIONS

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

7

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

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13

ARTICLE I - NAME

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

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19

ARTICLE II - PURPOSES

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

30

31

ARTICLE III - COMPONENT SOCIETIES

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33 Component medical societies are those medical societies in North Carolina
34 which hold charters from The Society.

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ARTICLE IV - MEMBERS

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

~~ARTICLE V - HOUSE OF DELEGATES~~

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

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

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

ARTICLE ~~VI~~ V - OFFICERS

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

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1 ARTICLE ~~VII~~ VI – BOARD OF DIRECTORS

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

8
9 The President of The Society shall be President of the Board of Directors, and
10 the Secretary-Treasurer of The Society shall serve as Secretary of the Board
11 of Directors.

12
13 The Board of Directors shall speak and act for The Society ~~and for the House~~
14 ~~of Delegates between meetings of the House of Delegates~~, shall be the Board
15 of Censors of The Society and have supreme charge of all questions of ethics
16 and of the discipline of members, shall interpret the Constitution and Bylaws,
17 and shall perform such other duties as are prescribed by law governing
18 directors of corporations or as may be provided in the Bylaws.

19
20 Article ~~VIII~~ VII – MEDICAL SPECIALTY ORGANIZATIONS, SECTIONS AND REGIONS

21
22 The ~~House of Delegates~~ Board of Directors, in order to promote the
23 purposes of The Society, shall provide for the organization of Regions and for
24 the recognition of medical specialty organizations and sections.

25
26 ARTICLE ~~IX~~ VIII – MEETINGS

27
28 Section 1. The Society shall hold an annual meeting at a time and place which
29 shall be fixed by the ~~House of Delegates~~ Board of Directors.

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31 Section 2. The ~~House of Delegates~~ Board of Directors shall meet during the
32 annual meeting and at such other times as are deemed necessary or as
33 provided in the Bylaws.
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1 Section 3. During the annual meeting, ~~general sessions as defined in the~~
2 ~~Bylaws may be held.~~ the Board of Directors shall hold a session open to all
3 members as defined in the Bylaws.

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ARTICLE IX – ELECTIONS

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

9

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ARTICLE X – FUNDS AND EXPENSES

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

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ARTICLE XI – REFERENDUM

21

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

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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.

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.~~

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

1) Such an amendment was proposed and:

a. accepted by the Board of Directors, then approved by a majority in an action at least six (6) months prior, or

b. submitted to and approved by a general referendum as provided in Article XI, and

2) Such amendment was sent to each component society and published in an official publication of The Society at least two (2) months before the final action.

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ARTICLE XIV – QUORUM

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

(4) RECOMMENDATION

Madam/Mr. Speaker, your Reference Committee recommends that the recommendations of the Constitution & Bylaws Committee in this Report 2 be **adopted** and that the remainder of the report be filed. **This means that the changes proposed in this Report would take effect in one year, following final action at the 2015 House of Delegates meeting.**

Comments: The Reference Committee received comments in support of the Report of the Constitution & Bylaws Committee and recommends the adoption of this report in order to streamline the process of policy-making for The Society, while maintaining the Board of Directors' accountability to the membership.

October 25, 2014

The following is a preliminary report of actions recommended by the Reference Committee at the 2014 Annual Meeting of the House of Delegates. These recommended actions are not final and are not official actions of the North Carolina Medical Society until voted on and approved by the House of Delegates.

Madam/Mr. Speaker, this completes the report of the Reference Committee. The chair would like to thank the members of the Reference Committee, our hard-working staff – Steve Keene, Shawn Scott and Amy Whited – and the members of the House of Delegates who participated in the discussion on these matters.



Timothy M. Beittel, MD, Chair



Anthony J. Caprio, MD



Rachel Keever, MD