

**North Carolina Medical Society
2015 House of Delegates**

**REPORT 2 OF THE
REFERENCE COMMITTEE**

**PROPOSED AMENDMENTS
TO THE NCMS CONSTITUTION**

The following is a preliminary report of actions recommended by the Reference Committee at the 2015 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 2015 HOUSE OF DELEGATES**

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

2

3 The Reference Committee gave careful consideration to the 2015 Report of the
4 Constitution & Bylaws Committee and submits the following report and
5 recommendation to the House:

6

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 2015 by the House of Delegates, the changes**
18 **take effect immediately following final action at the 2015 House of**
19 **Delegates meeting.**

20

21 (2) BACKGROUND:

22

23 The 2014 House of Delegates (HOD) heard presentations and raised concerns
24 about the current House of Delegates process being an optimal manner for
25 developing NCMS policy. Although the HOD has served the profession well
26 for more than 150 years, the majority of substantive decisions have been
27 made by the Board of Directors in recent years. Using the Board in this
28 manner is an effective model many businesses use where shareholders elect

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

3

4 Several factors contribute to this recommended transition, including:

- 5 • The need to respond quickly to questions and issues raised by
- 6 members and other entities, such as legislative and regulatory bodies;
- 7 • Access to technology enabling continual dialogue among members and
- 8 the NCMS leadership;
- 9 • The need to use limited NCMS resources efficiently;
- 10 • Eroding attendance by Delegates;
- 11 • Substantial decrease in volume of resolutions submitted; and
- 12 • The expectations of a new generation of NCMS members, who will
- 13 lead the NCMS into the future.

14

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

25

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

29

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

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1 (3) PROPOSED REVISIONS
2

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

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

10 **ARTICLE I - NAME**
11

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

16 **ARTICLE II - PURPOSES**
17

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

28 **ARTICLE III - COMPONENT SOCIETIES**
29

30 Component medical societies are those medical societies in North Carolina
31 which hold charters from The Society.
32
33
34

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1 ARTICLE IV - MEMBERS

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

9
10 ~~ARTICLE V - HOUSE OF DELEGATES~~

11
12 ~~The legislative, policymaking and business body of The Society is the House~~
13 ~~of Delegates. It shall be composed of~~

14
15 ~~(1) delegates elected by the component societies, (2) the Past Presidents and~~
16 ~~Past Secretaries, (3) the officers of The Society, and (4) others, as provided in~~
17 ~~the Bylaws.~~

18
19 ~~The House of Delegates shall transact all business of The Society not~~
20 ~~otherwise specifically provided for in this Constitution and Bylaws, shall elect~~
21 ~~the officers and other elective positions within the power of The Society, and~~
22 ~~shall have power to approve, rescind, or modify the actions of the Board of~~
23 ~~Directors, except as provided in Article VII.~~

24
25 ARTICLE ~~VI~~ V - OFFICERS

26
27 The officers of The Society shall be a President, President-Elect, a Secretary-
28 Treasurer, and the Immediate Past President of The Society. Their
29 qualifications, methods of election, and terms of office shall be provided in
30 the Bylaws.

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ARTICLE ~~VII~~ VI – BOARD OF DIRECTORS

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

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

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

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

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

ARTICLE ~~IX~~ VIII – MEETINGS

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.

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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.

4
5 ARTICLE IX – ELECTIONS
6

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

10 ARTICLE X – FUNDS AND EXPENSES
11

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.
19

20 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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1 ARTICLE XIV – QUORUM

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

5
6 (4) RECOMMENDATION

7
8 Mr. Speaker, your Reference Committee recommends that the
9 recommendations of the Constitution & Bylaws Committee as defined in this
10 Report 2 be **adopted** and that the remainder of the report be filed. **This**
11 **means that the changes proposed in this Report would take effect**
12 **immediately, following final action at the 2015 House of Delegates**
13 **meeting.**

14
15 *Comments: The Reference Committee received comments in support of the*
16 *Report of the Constitution & Bylaws Committee and recommends the*
17 *adoption of this report in order to streamline and improve the process of*
18 *policy-making for the Society, preserve an Annual Meeting of members, and*
19 *maintain the Board of Directors' accountability to the NCMS membership.*

October 25, 2015

The following is a preliminary report of actions recommended by the Reference Committee at the 2015 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.

Mr. Speaker, this completes Report 2 of the Reference Committee. The chair would like to thank the members of the Reference Committee and the members of the House of Delegates who participated in the discussion on these matters.

A handwritten signature in black ink that reads "Dana Chambers MD". The signature is written in a cursive style.

Dana Chambers, MD, Chair

A handwritten signature in black ink that reads "Rachel Kever MD". The signature is written in a cursive style.

Rachel Kever, MD

A handwritten signature in black ink that reads "Karen Smith MD". The signature is written in a cursive style.

Karen Smith, MD