

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

**REPORT 3 OF THE  
REFERENCE COMMITTEE**

**PROPOSED AMENDMENTS  
TO THE NCMS BYLAWS**

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 3 OF THE REFERENCE COMMITTEE  
TO  
THE 2015 HOUSE OF DELEGATES**

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

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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:

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7 (1) SUMMARY:

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

17  
18 **The 2014 House of Delegates voted to accept the changes to the NCMS**  
19 **Constitution, which were then required to lay over for one year (Reference**  
20 **Committee Report 2-2014). If “Reference Committee Report 2 – NCMS**  
21 **Constitution” is approved by the 2015 House of Delegates following this**  
22 **one year layover, the changes take effect immediately following the final**  
23 **action of the 2015 House of Delegates meeting.**

24  
25 **Therefore, the Constitution & Bylaws Committee submits correlative**  
26 **changes to the NCMS Bylaws as “Reference Committee Report 3 - NCMS**  
27 **Bylaws.”**

28

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1           **If “Reference Committee Report 3 - NCMS Bylaws” is approved by the**  
2           **House of Delegates, the changes take effect immediately following final**  
3           **action at the 2015 House of Delegates meeting.**  
4

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

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

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

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

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1 In May 2015, the NCMS Past Presidents, which includes many former  
2 Speakers, reviewed the draft changes to the bylaws and received them  
3 favorably. Since the May 2015 meeting, the Task Force and NCMS Board of  
4 Directors have met with various component medical societies and posted the  
5 draft bylaws revisions on the NCMS website with the goal of gathering as  
6 much member feedback as possible in order to make adjustments and  
7 deliver meaningful bylaws to the NCMS membership.

8

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

- 11 • Develop a more efficient and inclusive model for governance and  
12 policy development;
- 13 • Ensure the Board of Directors has accurate, high-quality presentation  
14 of issues from members and component and specialty societies;
- 15 • Establish a process for members to submit agenda items and issues to  
16 the Board of Directors;
- 17 • Establish a clear process for providing input to the Nominating &  
18 Leadership Development Committee, which will propose a slate of  
19 officers for annual elections;
- 20 • Preserve an annual meeting of members that facilitates opportunities  
21 for interaction, education, and professional discourse among  
22 members; and
- 23 • Improve the relevance of the NCMS governance model to a new  
24 generation of members.

25

26 The Task Force, the Constitution and Bylaws Committee and the Board of  
27 Directors acknowledge that the Bylaws are the cornerstone of our  
28 organizational governance and that implementation of the principles above  
29 will be fine-tuned and evolving, with continual input from NCMS members.

30

31 Therefore, the Constitution & Bylaws Committee recommends appropriate  
32 amendments to the NCMS Bylaws document, attached in its entirety to this  
33 report. For clarity, the Bylaws are presented with the proposed changes in an  
34 underline format. Language to be removed is ~~stricken~~ and new language is

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1           underlined. The remainder is unaffected by the recommendations of the  
2           Task Force, Constitution & Bylaws Committee and the Reference Committee.

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4           (3)    PROPOSED REVISIONS

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6           **I.        PROPOSED AMENDMENTS TO THE BYLAWS (SEE ATTACHED)**

7

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9           (4)    RECOMMENDATION

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11           Mr. Speaker, your Reference Committee recommends that the  
12           recommendations of the Constitution & Bylaws Committee in Report 3 be  
13           **adopted** and that the remainder of the report be filed.

14

15           *Comments: The Reference Committee reviewed the action taken by the 2014*  
16           *House of Delegates and recommends adoption of the Report of the*  
17           *Constitution and Bylaws Committee in order to streamline the process of*  
18           *policy-making for NCMS, while serving our members' changing needs and*  
19           *maintaining the Board of Directors' accountability to the membership.*

20

21           *The Reference Committee acknowledges the significant impact of such action*  
22           *on the NCMS and its members. The Reference Committee will be in*  
23           *attendance at the Special Session on Governance scheduled for the first*  
24           *session of the House of Delegates on Friday, October 23, 2015, and looks*  
25           *forward to relevant presentations and discussion on the Report of the*  
26           *Constitution and Bylaws.*

October 25, 2015

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Mr. Speaker, this completes the report 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.



Dana Chambers, MD, Chair



Rachel Kever, MD



Karen Smith, MD