

NCMS Bylaws Modernization Project

August 2015

North Carolina



Medical Society

Leadership in Medicine

Overview of Proposed NCMS Bylaws Changes

2014 NCMS House of Delegates (HOD)

- Affirmative vote to change NCMS Constitution, to take effect this year
- NCMS Task Force charged with modernizing bylaws for HOD approval this year

2015 NCMS HOD

- HOD to review Report of the Constitution and Bylaws Committee, which includes governance changes
- Proposed changes suspends the HOD in its current form, in favor of more frequent interaction and decision making via the Board of Directors
- Preserves ability of members, component and specialty societies to take issues to the Board.

Governance Principles to Retain

- Diverse group of docs
- Policy making traditions
- All specialties represented (potential)
- All locales represented (potential)

Governance Principles to Eliminate

- Rules are too complicated
- Have gotten bogged down
- Members become disenfranchised
- Resolutions are low quality
- No discussion of salient issues
- Cost/benefit failure

Current Bylaws-MEMBERSHIP

- Membership decisions such as rights and privileges, admission, dues, delinquency made by HOD

Proposed Changes-MEMBERSHIP

- Membership decisions such as rights and privileges, admission, dues, delinquency made by BOD

Current Bylaws-HOUSE OF DELEGATES

- Policies of NCMS are set by the HOD.

Proposed Changes-HOUSE OF DELEGATES

- All provisions of HOD eliminated, including duties, composition, delegate appointment.
- Policies of NCMS would be set by the BOD.

Current Bylaws - ANNUAL MEETING

- Annual Meeting includes HOD, forum of delegates, annual address of President, general sessions, president inauguration
- Logistical decisions on Annual Meeting made by HOD

Proposed Changes - ANNUAL MEETING

- Annual Meeting includes, annual address of President, general sessions, president inauguration and other programs to enhance member participation and interaction.
- Logistical decisions on Annual Meeting made by BOD

Current Bylaws - OFFICERS

- Includes Speaker and Vice Speaker
- Nominating & Leadership Development Committee nominated by President, per bylaws

Proposed Changes - OFFICERS-ELECTIONS

- Eliminates Speaker and Vice Speaker positions
- Nominating & Leadership Development Committee (NLDC) composed of 15 members:
 - 2 Board members, appointed by the President
 - 3 members from each Region, nominated by the President and elected by the membership
 - Immediate Past President serves as Chair
 - President-elect serves as ex-officio nonvoting member

Current Bylaws - OFFICERS

- Elections completed at HOD
- Nominations from Nominating Committee and HOD floor
- Only HOD delegates may vote for officers, elected by majority of votes cast, by voice or teller count
- Removal requires 2/3 majority vote of HOD
- Board fills vacancies until next HOD

Proposed Changes - OFFICERS-ELECTIONS

- Renamed OFFICERS-ELECTIONS
- Qualifications – no change
- Nominations from Nominating & Leadership Development Committee (NLDC) and membership at large
- All Voting Members may vote for officers, elected by majority of votes cast
- Elections completed and announced at annual meeting
- Removal requires 2/3 majority vote of BOD
- Board fills vacancies until next general election

Proposed Timeline - ELECTIONS

- **>75 days** before Annual Meeting: Nominating & Leadership Development Committee (NLDC) slate communicated to membership, with 2 weeks for membership to submit additional nominees
- **>60 days** before Annual Meeting (31 days before voting and 3 weeks before final ballot posting): Nominations from the membership
- **60-30 days** before Annual Meeting: NLDC vets nominees for qualifications and endorsement. At latest, completes one week before final ballot posting
- **21 days** before Annual Meeting: Final posting of nominations
- Voting begins **14 days** before annual meeting via secure electronic portal
- Elections completed and announced at Annual Meeting

Current Bylaws – BOD MEETINGS

- BOD meets on call of the president or four board members

Proposed Changes - BOD MEETINGS

- BOD meets at least quarterly
- Board selects BOD meeting locations to enhance member participation
- BOD meetings open to all members, except Executive Session
- The right of a member to appear on the agenda or speak on an issue will be determined by the presiding officer.
- Telephonic meetings explicitly allowed.

Proposed Changes - REFERENDUM (New section)

- County or specialty societies may present petition for inclusion on election ballot
- NCMS to provide forms for presentation of petition
- Preliminary review by 2 members of BOD to determine effect of referendum should it be approved
- BOD determines if petition meets minimum requirements
- BOD prepares and approves objective description of petition to include on ballot
- Petition may be included on ballot in next election, if election is ≥ 90 days after receipt of petition

Current Bylaws-AMENDMENTS

- Bylaws may be amended at any annual or special meeting of the HOD.

Proposed Changes-AMENDMENTS

- Bylaws may be amended at any annual or special election of the NCMS.

Current Bylaws - COMPONENT SOCS

- Chartered by HOD

Proposed Changes - COMPONENT SOCS

- Chartered by BOD

Who are VOTING members by category?

- Active (MD/DO with a valid NC Medical Board license)
- Associate
- Disabled
- Life
- Newly practicing
- Physician Assistants
- Resident/Fellow
- Retired
- Semi-retired
- Student

NON-VOTING members by category?

- Administrative Medicine
- Affiliate (serve in military in NC, no NCMB license)

Next Steps

- Member feedback sought via the NCMS website and Bulletin
- BOD to review and approve final draft at September 12 meeting
- Reference Committee to make recommendation based on report submitted via the Constitution & Bylaws Committee
- Considered by HOD October 23-24, 2015