

North Carolina Medical Society

# NCMS CONSTITUTION & BYLAWS

Approved by the House of Delegates October 24, 2015



2015

# **CONSTITUTION OF THE NORTH CAROLINA MEDICAL 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 capable within itself, and more useful in the prevention and cure of disease and in prolonging and adding comfort to life.

## **ARTICLE III - COMPONENT SOCIETIES**

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

## **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 - 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.

## **ARTICLE VI – BOARD OF DIRECTORS**

The President, President-Elect, Secretary-Treasurer, the Immediate Past President, four Regional Representatives and 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, 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 VII – MEDICAL SPECIALTY ORGANIZATIONS, SECTIONS AND REGIONS**

The 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 VIII – MEETINGS**

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

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

Section 3. During the annual meeting, the Board of Directors shall hold a session open to all members as defined in the Bylaws.

#### **ARTICLE IX – ELECTIONS**

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

#### **ARTICLE X – FUNDS AND EXPENSES**

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

#### **ARTICLE XI – REFERENDUM**

By petition of five percent (5%) of the members of The Society eligible to vote, a referendum on any matter raised by the petition shall be presented to the membership for decision. A majority shall determine the question.

## **ARTICLE XII - THE SEAL**

The Society shall have a common seal. The Board of Directors by majority vote shall be empowered to break, change, or renew the seal.

## **ARTICLE XIII – AMENDMENTS**

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.

## **ARTICLE XIV – QUORUM**

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

## BYLAWS OF THE NORTH CAROLINA MEDICAL SOCIETY

### **B-1.00 MEMBERSHIP**

**B-1.10 Categories.** Categories of membership are Active, Newly Practicing Physician, Resident/Fellow, Student, Retired, Semi-Retired, Disability Exempt, Associate, Life, Affiliate, Physician Assistant, Physician Assistant Student, Honorary, and Administrative Medicine.

**B-1.11 Active.** Active members are members fulfilling the following requirements:

- a. Possess the degree of Doctor of Medicine or Doctor of Osteopathy or its equivalent, and
- b. Possess a valid license to practice medicine and surgery in North Carolina.

**B-1.111 Admission.** A person eligible for active membership in The Society becomes a member upon certification by the secretary of the component medical society to The Society or by direct application to The Society rather than through a component society, provided there is no disapproval by the Board of Directors. The Board of Directors may consider information pertaining to the character, ethics, professional status and professional activities of the applicant. The Board of Directors shall provide for an appropriate hearing procedure to be provided to the applicant.

**B-1.12 Reserved for future use.**

**B-1.13 Active Members; Dues and Assessments; Rights and Privileges.**

**B-1.131 Dues and Assessments.** Active members are liable for such dues and assessments as are established pursuant to Article X of the Constitution and Section B-1.50 of these Bylaws.

**B-1.1311 Newly Practicing Physician Members.** Newly practicing physicians in their first, second, and third years of practice shall pay the following percentages of dues and assessments charged to active members:

First year of practice: twenty-five percent (25%)

Second year of practice: fifty percent (50%)

Third year of practice: seventy-five percent (75%)

**B-1.132 Rights and Privileges.** Active and newly practicing physician members are entitled to all rights and privileges of The Society, including the right to vote and hold office, and to receive publications as the Board of Directors may authorize.

**B-1.14 Resident/Fellow and Student Members.** Persons who belong to one of the following classes may become resident/fellow or student members:

a. **Resident/Fellow Members.** Physicians in this category may be admitted to membership in The Society directly or through membership in a component medical society while they are in training. These members must fulfill the following requirements:

- i. Be in a training program in North Carolina and hold an unrestricted or training license to practice medicine in this state, or
- ii. Be in a training program located in the United States outside of North Carolina that is accredited by the Accreditation Council for Graduate Medical Education (ACGME).

b. **Student Members.** Any student who is regularly enrolled in a college of medicine in the State of North Carolina accredited by the Liaison Committee on Medical Education is eligible for student membership.

**B-1.141 Dues and Assessments.** Resident/Fellow and student members shall pay dues as set by the Board of Directors.

**B-1.142 Rights and Privileges.** Resident/Fellow and student members have the same rights and privileges as active members, except for the right to be an officer of The Society. They may serve on the Nominating and Leadership Development Committee if elected as stated in the Bylaws.

**B-1.15 Membership Categories for Retired, Semi-Retired Physicians and Physician Assistants.**

Physicians or physician assistants who belong to one of the following classes may become retired, semi-retired, associate, or disability exempt members:

a. **Retired Members.** Physicians or physician assistants under the age of 60 who have been members of The Society for at least 20 years and who are fully retired from the profession of medicine. These members are exempt from the requirement for a valid North Carolina medical license.

b. **Semi-Retired Members.** Current physician or physician assistant members of The Society who have been dues paying members of The Society for at least 20 years, are at least 60 years of age, and continue to be active in the profession of medicine but are working less than 20 hours per week.

c. **Disability Exempt Members.** Current members of The Society whose disability is certified annually by their component society, or by their attending physician, and who are fully retired from the profession of medicine.

d. **Associate Members.** Physicians residing in North Carolina who have been dues paying members of societies which belong to the AMA Federation for at least twenty years, and who are retired or practicing medicine no more than twenty (20) hours a week.

**B-1.151 Dues and Assessments.**

**B-1.1511 Retired and Semi-Retired Members.** Until they become eligible for life membership, retired members shall pay dues and assessments equal to fifty percent (50%) of the regular amounts for active members, and semi-retired members shall pay dues and assessments equal to sixty-six percent (66%) of regular amounts for active members.

**B-1.1512 Associate Members.** Associate members who are retired shall pay dues and assessments at sixty percent (60%) of the regular amounts for active members. Associate members who are practicing twenty (20) hours or less per week shall pay dues and assessments at seventy-five percent (75%) of the amounts charged active members.

**B-1.1513 Disability Exempt Members.** Disability exempt members are exempt from all dues and assessments.

**B-1.152 Rights and Privileges.**

**B-1.1521 Retired and Semi-Retired Members.** Retired and semi-retired members have all rights and privileges of active members, including the right to vote and hold office, except members who are fully retired from the profession of medicine are not eligible to hold specific offices, as provided in these Bylaws.

**B-1.1522 Associate Members.** Associate members have all rights and privileges of active members, except they are not eligible to hold office in The Society.

**B-1.1523 Disability Exempt Members.** Disability exempt members have all rights and privileges of active members, except the right to hold office.

**B-1.16 Life Members.** Current members of The Society may qualify as Life Members if they fulfill the following requirements:

- a. Have retired from the profession of medicine and reached the age of 60 by January 1 of the current year and been members of The Society for at least 20 years including the five (5) prior consecutive years; or
- b. Have reached the age of 70 by January 1 of the current year and been members for 20 years, provided they have been members of The Society for the preceding five (5) years or have been exempted from the preceding five year requirement by Board of Directors action. When determining eligibility for life membership status, physicians or physician assistants whose membership in The Society has been interrupted due to active duty service in the United States Armed Forces, except on a career basis, shall be deemed to be Society members during the term of the member's active service.

**B-1.161 Dues and Assessments.** Life members are exempt from dues and assessments, except for a publication fee if they elect to receive Society publications. Members who were exempt from payment of dues based on age and retirement under bylaws provisions applicable in prior years shall be entitled to maintain their dues exempt status in all subsequent years; however, this provision shall not exempt such members from paying a publication fee.

**B-1.162 Rights and Privileges.** Life members are entitled to all the benefits enjoyed by active members, including the right to vote and hold office, except life members who are fully retired from the profession of medicine and are not eligible to hold specific offices, as provided in these Bylaws. Life members shall adhere to all rules of conduct and disciplinary action as set forth in the Bylaws.

**B-1.17 Affiliate Members.** Affiliate Members are physicians or physician assistants who serve in the military, are based in North Carolina, and do not currently hold a license from the North Carolina Medical Board.

**B-1.171 Dues and Assessments.** Affiliate members are liable for dues and assessments in a sum which equals sixty-six percent (66%) of the amounts owed and paid by active members.

**B-1.172 Rights and Privileges.** Except for the right to vote and hold office, affiliate members are entitled to all benefits of The Society.

**B-1.18 Physician Assistant Members and Physician Assistant Student Members.** Persons who belong to one of the following classes may become physician assistant members and physician assistant student members.

a. **Physician Assistant Members.** Upon recommendation for membership by a physician member or physician assistant member of the Society, a physician assistant who is currently approved for practice by the North Carolina Medical Board may be granted membership in The Society.

b. **Physician Assistant Student Members.** Any student who is regularly enrolled in a Physician Assistant degree program in the State of North Carolina is eligible for student membership.

**B-1.181 Dues and Assessments.**

a. **Physician Assistant Members.** Physician assistant members shall pay dues and assessments equivalent to thirty-five percent (35%) of the amounts charged to active members.

b. **Physician Assistant Student Members.** Physician assistant student members shall pay dues as determined by the Board of Directors.



**B-1.182 Rights and Privileges.** Physician assistant members and physician assistant student members may serve as voting members of committees, and except for the right to hold office, shall be entitled to all privileges of Society membership.

**B-1.19 Honorary Members.** Physicians or physician assistants who have achieved distinction by their contributions to the profession of medicine, or have displayed an exceptional interest in the welfare of The Society, or have otherwise reflected credit and honor upon the profession may be honorary members of The Society.

**B-1.191 Admission.** Honorary Members must be nominated by two members of the Board of Directors and receive a two-thirds affirmative vote of the Board of Directors.

**B-1.192 Dues and Assessments.** Honorary members are exempt from all dues and assessments.

**B-1.193 Rights and Privileges.** Except for the right to vote and hold office, honorary members are entitled to all privileges of Society membership.

**B-1.20 Reserved for future use.**

**B-1.21 Administrative Medicine Members.** Administrative Medicine members shall be physicians who work in the state of North Carolina for a healthcare-related facility or organization but do not maintain a North Carolina medical license.

**B-1.211 Dues and Assessments.** Administrative Medicine members shall pay dues and assessments at the same rate as active members.

**B-1.212 Rights and Privileges.** Administrative Medicine members shall be entitled to all privileges of Society membership, except for the right to vote and hold office.

**B-1.25 Rights and Duties.** In addition to the specific rights and duties stated above, all Society members in good standing may attend all business and scientific sessions of The Society, and register at annual meetings of The Society.

**B- 1.30 Requirements for Maintaining Membership in Good Standing.**

**B-1.301 Maintenance of Membership; Rules of Conduct.** Membership may be retained only as long as the member complies with the provisions of the Constitution and Bylaws of The Society and with the Principles of Medical Ethics of the American Medical Association. The principles set forth in the Principles of Medical Ethics of the American Medical Association shall govern the conduct of members of The Society in their relations to one another and to the public. Acceptance or continuation of membership in The Society shall constitute assent by the member to abide by all provisions of these documents as now written or hereafter amended.

**B-1.302 Delinquency.** Members are delinquent if their dues and assessments are not received as specified in Sections B-1.50 through 1.56 of these Bylaws, and shall forfeit their membership in The Society.

**B-1.303 Continuing Medical Education.**

**B-1.3031 Requirements.** Completion and certification of a program of continuing medical education (CME) on a periodic basis, as specified by the North Carolina Medical Board, shall be a requirement for continued membership in The Society. Except as provided below, all physician members are expected to meet the CME requirement, as is appropriate for each member's professional role, whether clinical or administrative.

**B-1.3032 Exemptions.** Members who are fully retired and not engaged in clinical or medical administrative activities shall be excluded from the CME requirement. Upon request of a member and upon certification by the member's component medical society, if applicable, any physician member of The Society called into U.S. military service as a result of the activation of a Reserve or National Guard Unit will be eligible for an exemption from CME requirements for the term of his/her active service.

**B-1.304 Other Circumstances.** No person who has been suspended or expelled from The Society or whose name has been dropped from its roll of members may exercise any of the rights or benefits of Society membership or take part in any of its proceedings until he or she has been relieved of such disability.

**B-1.40 Discrimination.** Membership in any category of 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. Nor shall membership be denied to any person who meets the requirements for membership as set forth in these Bylaws and in the bylaws of the applicant's component medical society. In considering applicants for membership, information as to the character, ethics, professional status and professional activities of the individual may be considered.

**B-1.50 Dues and Assessments**

**B-1.51 Fiscal Year Defined.** The fiscal year of The Society shall be the calendar year.

**B-1.52 Procedure for Setting.**

**B-1.521 Annual dues.** The annual dues of The Society are set by the Board of Directors.

**B-1.53 Collection of dues.**

**B-1.531 Generally.** The dues of The Society shall be collected annually from individual members by The Society.

**B-1.532 Component society dues.** At the request of any component society, the dues of that society may be collected directly from individual members by The Society and such dues remitted to that component society.

**B-1.533 Direct payment.** When a component society is not functioning, any member in that component in good standing may send yearly dues directly to The Society and by so doing may remain in good standing with The Society.

**B-1.54 Partial payment of dues for certain new members.** Except for members who transfer from another State Medical Association, any new member who joins The Society after June 30 will pay one-half of the dues levied for that year.

**B-1.55 Exemption from paying all or part of dues otherwise owed.**

**B-1.551 Personal hardship or other circumstances.** The Board of Directors may exempt any member from payment of all or part of the dues and assessments applicable to his or her membership category upon a finding that the member should be relieved of such payment because of personal circumstances, financial hardship, or for other good reason. Exemptions granted for the foregoing reasons shall be reviewed annually. The Board of Directors shall establish appropriate standards and procedures for granting all dues exemptions.

**B-1.552 Military service.** Upon request of a member and upon certification by a member's component medical society, if applicable, one twelfth of the annual dues appropriate to an individual's membership category shall be waived for any month or portion of a month spent in U.S. military service as a result of the activation of a Reserve or National Guard Unit.

**B-1.56 Delinquency.** Any member whose annual dues are not paid to The Society by March 31 of the year for which they are prescribed, or by such other date as the Board of Directors may specifically designate, shall be considered delinquent in payment. If such delinquent dues and assessments are not received by the Society within thirty (30) days after final notice of delinquency has been mailed to the member's last known address by The Society, the member shall be suspended from membership in The Society. Any member who has been suspended solely for nonpayment of dues shall be reinstated when past due dues have been paid to The Society.

**B-1.60 Discipline.**

**B-1.601 Grounds.**

**B-1.6011 Generally.** Membership in The Society may be suspended or cancelled by the Board of Directors upon a finding that a member has engaged in: immoral or dishonest conduct, any fraud or deceit by which admission to practice or election to membership in The Society was obtained, unprofessional conduct, any violation of the Principles of Medical Ethics of the American Medical Association, or lack of professional competence to practice medicine with a reasonable degree of skill and safety for patients.

**B-1.6012 Other circumstances.** Membership may also be suspended or cancelled by the Board of Directors for any of the following reasons:

(1) Conviction in any court of competent jurisdiction of any felony or criminal offense involving moral turpitude. A transcript of the record of such a conviction certified by the Clerk of the Court shall be sufficient evidence to justify a suspension or revocation of membership.

(2) Being determined by the North Carolina Medical Board to have violated the Medical Practice Act or to have engaged in conduct constituting grounds for license suspension or revocation. A certification by the Medical Board that it has found a member has violated the Medical Practice Act or has engaged in conduct constituting grounds for suspension or revocation of the license to practice medicine shall be sufficient evidence to justify suspension or revocation of membership in The Society.

**B-1.602 Right to Appear.** Before suspension or cancellation of membership, the affected member shall have the right to appear before the Board of Directors in his or her own defense.

**B-1.603 Final Decision.** The decision of the Board of Directors shall be final in matters dealing with membership in The Society, subject to appeal to the American Medical Association's Council on Ethical and Judicial Affairs for adjudication of matters over which the Council on Ethical and Judicial Affairs has jurisdiction.

## **B-2.00 MEETINGS OF THE SOCIETY**

**B-2.61 Annual Meetings of The Society.** The Society shall hold an annual meeting, during which the annual address of the President shall be delivered. General Sessions may be held during the annual meeting at times designated by the Board of Directors.

**B-2.611 Location.** The annual meeting shall be conducted at a time and place determined by Board of Directors at least two years before the meeting. If a change of time or place or both becomes necessary, the Board of Directors shall have authority to make the change.

### **B-2.612**

## **B-2.62 General Sessions.**

**B-2.621 Definition.** General Sessions are educational programs held for the general interest of the membership.

**B-2.622 Presiding Officer.** The President shall determine the presiding officer for each General Session.

## **B-3.00 OFFICERS AND ELECTIONS**

**B-3.10 Elections.** The Society shall elect Officers, AMA delegates and other positions specified in these Bylaws. To ensure access to the elections process as required by Section B-3.401, elements of the election process may be conducted electronically. However, elections shall be completed on a schedule dictated by the expiration of terms of office. Election results shall be announced on The Society's internet website upon completion and during the Annual Meeting of The Society.

### **B-3.20 Qualifications of Officers.**

**B-3.201 President-Elect.** Nominees for President-Elect must meet the following criteria:

- a. Be an Active Member of The Society,
- b. Have been a continuous member of The Society in good standing for the immediate past five years, including the year of nomination to the office of President-Elect;
- c. Have attended two of the three annual meetings immediately preceding the nomination; and
- d. Have served on The Society's Board of Directors for at least one of the five years immediately preceding the nomination.

**B-3.202 All Other Officers.** All other Officers must be Active Members of The Society and have been Active Members for at least three years immediately before their election to office.

### **B-3.30 Nominations.**

**B-3.301 Generally.** Members of The Society interested in serving as an Officer or AMA delegate may submit their names for consideration to the Nominating and Leadership Development Committee, in accordance with these Bylaws. Each year, the Nominating and Leadership Development Committee shall make at least one nomination for each of the Officers to be elected. The terms of office shall be specified in the call for nominations and shall be consistent with these Bylaws.

**B-3.302 Committee Nominations.** All nominations made by the Nominating and Leadership Development Committee shall be communicated in writing to members of The Society at least seventy five (75) days before the election.

**B-3.303 Nominations from the Membership.** In addition to the Committee Nominations, nominations for any of the positions addressed by the Nominating and Leadership Development Committee may be made by a recognized component society, specialty society or section, provided such nominees have agreed to serve if elected and that the nominations be submitted to The Society at least ~~thirty~~ sixty (60) days before the first day of the Annual Meeting of The Society. The Society shall develop forms for submitting nominations under this Section. The Nominating and Leadership Development Committee will review any additional nominations to ensure qualifications are met.

The Nominating and Leadership Development Committee will at that time exercise the discretion to endorse or not endorse the candidate.

**B-3.304 Final Announcement of Nominations.** The Society shall compile all nominations and communicate them in writing to members of The Society at least twenty-one (21) days before the first day of the Annual Meeting of The Society.

### **B-3.40 Conduct of Elections.**

**B-3.401 Access to Election.** The election method will be reasonably accessible to all members of The Society eligible to vote under these Bylaws.

**B-3.402 Method of Election.** Balloting will begin fourteen (14) days prior to the Annual Meeting by secure electronic portal established by The Society. Member credentials will be necessary to access the balloting portal, but elector's selections will be kept confidential. Members who request a paper ballot will receive an official ballot by U.S. Postal Service. Completed ballots must be received by The Society prior to midnight of the first day of the Annual Meeting.

**B-3.4021 First Ballot.** All nominees shall be listed alphabetically on a single ballot. Each elector shall have as many votes as the number of available positions to be elected, and each vote must be cast for a different nominee. A nominee shall be elected if he or she has received a majority of the legal ballots cast for that position or is one of the nominees receiving the largest number of votes for elections in which multiple candidates are to be elected.

**B-3.4022 Run-Off Ballot.** In the event there is a failure to obtain a majority vote when a majority is required, or in the event of a tie vote, a run-off election shall be held as soon as possible following the Annual Meeting between the two remaining candidates receiving the most votes.

**B-3.4021 Quorum.** Officers, AMA delegates and other positions specified in these Bylaws shall be determined by the Voting Members casting ballots in the election.

### **B-3.50 Terms and Tenure.**

**B-3.501 Officers Serving One-Year Terms.** The President and President Elect shall be elected for a term of one year.

**B-3.502 Officers Serving Three-Year Terms.** The Secretary-Treasurer shall be elected for a term of three years.

**B-3.503 General Provisions.** All Officers of The Society shall serve until their successors are elected and installed. A member serving out the unexpired term of office of another member shall be eligible for election to that office. The term and tenure of other positions elected by The Society pursuant to state law, executive order or other external authority shall be determined by the controlling authority.

**B-3.504 Term Limits.**

**B-3.5041 President-Elect.** Upon completion of a one-year term as President-Elect. The President-Elect shall accede to President.

**B-3.5042 Secretary-Treasurer.** The Secretary-Treasurer shall not serve more than two consecutive three-year terms

**B-3.60 Removal.** Any member elected by The Society to any position may be removed by two-thirds vote of the Board of Directors. This provision shall not apply to any position for which there is controlling external authority governing removal.

**B-3.70 Vacancies.**

**B-3.701. Appointment.** Except as provided in Section 3.8 of the Bylaws, the Board of Directors shall fill any vacancy by appointment to serve the unexpired term.

**B-3.702. Successor to the President.** If the Office of the President becomes vacant, the President-Elect shall immediately become President and serve the remainder of the unexpired term and then assume Office in accordance with Section B-3.5041 of these Bylaws. If the Office of President-Elect becomes vacant, the Board of Directors shall consult with the Nominating and Leadership Development Committee and shall fill the vacancy within thirty days. In the event the office of President-Elect is filled by the Board of Directors, the appointed President-Elect shall stand for election to the office of President at the next general election.

**B-3.80 Assumption of Office.** The terms of office for all officers of The Society will begin at midnight on the first day of the term specified by the Nominating and Leadership Development Committee under Section 3.301 of these Bylaws.

**B-3.90 Referendum.**

**B-3.901 Petitioning Party.** A member or recognized component or specialty society may present a petition qualifying under Article X of the Constitution to the Board of Directors for inclusion on the ballot of an election of The Society pursuant to standards published by the Society and established in these Bylaws.

**B-3.902 Preliminary Review.** Prior to any signatures being solicited, the proposed referendum may be presented to the Board of Directors by the petitioning party for the purpose of reaching agreement on the effect of the referendum should it be approved by The Society. The review shall be conducted by two members of the Board of Directors, designated by the president of The Society, and two members of The Society designated by the petitioning party.

**B-3.903 Qualifying Petition.** The Society shall provide forms for the presentation of a petition. Such forms shall identify minimum requirements for a referendum to be placed on the ballot. The petitioning party is responsible for providing the information demonstrating to the Board of Directors that the petition meets the minimum requirements. The Board of Directors shall determine, in its sole discretion, if the petition meets the minimum requirements established by The Society. A petition for referendum will be eligible for inclusion on the ballot of the following election only if received by The Society at least 90 days before the beginning of balloting.

**B-3.904 Presentation on Ballot.** The Board of Directors shall prepare and approve an objective description of the referendum to be included on the ballot.

**B-3.905 -- Quorum.** The referendum shall be valid if a quorum of Voting Members votes in the election. A quorum of voting members shall be 10% of the Voting Members of The Society as of the beginning of balloting.

#### **B-4.00 DUTIES AND PRIVILEGES OF OFFICERS**

**B-4.10 President.** The President of The Society shall:

- a. Serve as Chair and as a voting member of the Board of Directors.
- b. Designate a Presiding Officer at General Sessions of The Society.
- c. Appoint all committees not otherwise provided for and determine a charge for each such committee.
- d. Nominate individuals to represent the Society in all organizations other than those elected by The Society as provided in these Bylaws.
- e. Deliver an annual address to the membership, and perform such other duties as custom and parliamentary procedure may require.
- f. Serve as the principal spokesperson in enunciating and advocating the official policies and positions of The Society.

**B-4.20 President-Elect.** The President-Elect shall:

- a. Assist the President in the performance of duties as the President may request.
- b. Serve as a Vice Chair and voting member of the Board of Directors.
- c. Serve as a nonvoting member of the Nominating and Leadership Development Committee.
- d. Preside during the absence of, or upon the request of, the President.



**B-4.30 Secretary-Treasurer.** The Secretary-Treasurer shall:

- a. Serve as a voting member of the Board of Directors.
- b. Perform the duties of Secretary-Treasurer at meetings of the Board of Directors and at all other meetings which may consider matters which relate to the duties of the office of Secretary-Treasurer.
- c. Perform other duties as Secretary-Treasurer, including those ordinarily exercised by the secretary of a non-profit corporation by law and custom.
- d. Serve as Chair of the Finance Committee and ensure that the duties of the Finance Committee as described in Section B-6.306 of these Bylaws are performed.
- e. Provide an annual financial report to the membership within 90 days of the close of The Society's fiscal year.

**B-4.60 Immediate Past-President.** The Immediate Past-President shall serve as a voting member of the Board of Directors, and shall serve as Chair of the Nominating and Leadership Development Committee.

## **B-5.00 BOARD OF DIRECTORS**

**B-5.10 Composition.** The Board of Directors shall consist of the following members:

### **B-5.101 Voting Members.**

**B-5.1011 Composition.** Voting members of the Board of Directors are: The Officers of The Society specified in Article VI of the Constitution; four (4) Regional Representatives, one from each Region of The Society; and five (5) at-large members.

**B-5.1012 Terms.** Members of the Board of Directors may serve no more than two complete, consecutive terms of three years, except that a Board member who is elected as an officer of The Society after completing a second term of three years may continue to serve on the Board as an ex-officio voting member as set forth in Section 4.00 of these bylaws.

**B-5.102 Vacancies.** If a board seat becomes vacant for any reason other than normal term succession, the Board of Directors shall consult with the Nominating and Leadership Development Committee and shall fill the vacancy within thirty days. In the event the vacant board seat is filled by the Board of Directors, the appointed member shall stand for election at the next general election.

**B-5.103 Nonvoting Member.** The Executive Vice President/Chief Executive Officer is an ex officio, nonvoting member of the Board of Directors.

## **B-5.20 Organization.**

**B-5.201 Officers.** The President of The Society shall be Chair and the Secretary-Treasurer shall be Secretary of the Board of Directors.

**B-5.202 Nominating and Leadership Development Committee.** The Nominating and Leadership Development Committee is a committee of the Board of Directors.

**B-5.2021 Duties.** The Nominating and Leadership Development Committee shall strive to identify, attract, and develop the most competent physician leadership in The Society.

**B-5.20211 Positions for which Nominations are made.** The Nominating and Leadership Development Committee shall nominate persons to serve in the following positions elected by The Society:

- a. The President-Elect, Secretary-Treasurer of The Society;
- b. The Society's delegates and alternate delegates to the American Medical Association;
- c. Regional Representatives to the Board of Directors as provided in these Bylaws.
- d. At-large members of the Board of Directors, as provided in these Bylaws.

**B-5.20212 Method of Nomination.** Selection of nominees will be in accordance with Sections B-3.421-B.3.423.

**B-5.20213 Procedure.** Members of The Society interested in serving in any elected position listed above may submit their names for consideration to the Nominating and Leadership Development Committee, in accordance with these Bylaws. The Nominating and Leadership Development Committee shall make at least one nomination for each of the positions to be elected each year. During all its deliberations and when making its nominations, the committee shall consider the best interests of The Society and the medical profession.-Members of the committee may consult other members and otherwise perform due diligence on those under consideration to ensure the best interests of The Society.

## **B-5.2022 Membership.**

**B-5.20221 Composition.** The Nominating and Leadership Development Committee shall be composed of fifteen (15) voting members: two (2) members of the Board of Directors, three (3) members from each Region, the Immediate Past President who shall serve as Chair, and the President-Elect shall serve as an ex-officio

nonvoting member. The three members from each region shall be nominated by the President and elected by the membership of The Society. The two members from the Board of Directors shall be appointed by the President. No voting member of the committee shall be considered for any other elected position for which the committee makes a nomination; however, any members of the Board of Directors on the Nominating and Leadership Development Committee, including the Immediate Past President who chairs the Committee, and who are already serving on the AMA delegation are eligible for nomination as AMA Delegate or Alternate Delegate. Composition of the Nominating and Leadership Development Committee should reflect membership diversity in areas such as age, gender, race, ethnicity, specialty and geographic location and training status.

#### **B-5.2023 Terms; Schedule of Elections and Appointments.**

**B-5.20231 Limits.** Nominating and Leadership Development Committee members representing Regions shall serve two-year terms. No such member having served two complete consecutive terms may be reappointed to the Nominating and Leadership Development Committee without a break in service of at least three years. Committee members representing the Board of Directors shall serve one-year terms and are eligible to serve two complete consecutive terms.

**B-5.20232 Schedule of Elections and Appointments.** Each year the President shall make and submit committee nominations to the Board of Directors and appointments to fill vacancies created by expired terms.

**B-5.2024 Vacancies.** Upon the inability to serve, resignation, or death of a Nominating and Leadership Development Committee member, the President shall appoint a replacement to serve the remainder of the unexpired term.

- **B-5.2025 Meetings.** The Nominating and Leadership Development Committee will hold one or more meetings at least 75 days before the next annual meeting of The Society.

**B-5.203 Evaluation Committee.** The Evaluation Committee is a subcommittee of the Board of Directors. The structure and duties of the Evaluation Committee are described in Section B-6.305 of these Bylaws.

#### **B-5.30 Meetings.**

**B-5.301 When Held.** The Board of Directors shall meet at least quarterly and upon the call of the President or four other members of the Board of Directors.

**B-5.302 Quorum.** A majority of the voting members of the Board of Directors shall constitute a quorum.

**B-5.303 Location and Teleconference.** The Board of Directors shall consider the most appropriate locations for its meetings to enhance participation of the membership at large. Members of the Board of Directors may participate in and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate effectively with each other. Such participation by Board members shall constitute attendance at the meeting.

**B-5.304 Open Meetings.** All meetings of the Board of Directors shall be open to members of The Society, unless the Board of Directors votes itself into executive session. Attendance in executive session shall be limited to elected members of the Board of Directors or others requested by the Presiding Officer. The right to appear on the agenda or the right to speak on any matter shall be determined by the Presiding Officer.

**B-5.40 Duties and Privileges.**

**B-5.401 Mandatory duties and privileges.** In addition to the rights and duties conferred or imposed upon Board of Directors elsewhere in the Constitution and Bylaws, the Board of Directors shall:

- a. Act in its discretion for The Society on any matter requiring action and not otherwise provided for in the Constitution and Bylaws.
- b. Employ an Executive Vice President/Chief Executive Officer of The Society.
- c. Serve as the policy making body of The Society
- d. Adhere to the policies and decisions of The Society.
- e. Represent The Society in its contact with other organizations and agencies in the State so that those organizations may have The Society's viewpoint and receive appropriate help and assistance from The Society
- f. Consider and advise the public of important matters of concern to the medical profession and to use its influence to secure and enforce all proper medical and public health legislation.
- g. Make inquiry into the condition of the medical profession in each county in the State and have authority to adopt such methods as may be effective for increasing interest in each county and for organizing and issuing charters to component societies as provided in these Bylaws.
- h. Receive inquiries, requests and recommendations from members of The Society and establish processes to ensure those inquiries are processed timely.
- i. Approve an annual budget and have authority to raise funds by dues and assessments on the membership.
- j. Authorize any action requiring expenditure of funds not provided for in the current budget, following consultation with the Finance Committee.

- k. Give diligent attention to and foster the scientific work and spirit of The Society and to study and strive to make each annual meeting of progressively higher interest to the membership-at-large.
- l. Delineate regions as provided in these Bylaws.
- m. Administer elections of The Society's Officers and other positions as provided in these Bylaws.
- n. Designate representatives to serve in the following positions on behalf of The Society: members of the North Carolina Commission for Public Health and the North Carolina Medical Care Commission, and designate representatives to serve on any other bodies, boards or commissions on which the Society is entitled to representation.
- o. Except as otherwise provided in these Bylaws, appoint a member of The Society to complete the unexpired term for any vacancy in an office or other elected position of The Society.
- p. Encourage and foster continuing medical education.
- q. Report its activities and recommendations to the annual meeting of The Society.

**B-5.402 Optional matters.** The Board of Directors may:

- a. Establish rules of procedure related to its work and that of The Society's staff, special sections, and committees. Such rules, which shall be published in an appropriate manner, shall not conflict with any provisions of the Constitution and Bylaws.

**B-5.50 Ethical and Disciplinary Responsibilities.** The Board of Directors shall make final determinations on all questions of ethics and on the discipline of members and shall be the Board of Censors of The Society. Acting in this capacity, the Board of Directors shall:

- a. Have jurisdiction over, and decide finally for The Society, all questions of ethics, discipline, suspension of membership, or right to membership submitted to the Board of Directors by any interested party. All questions of membership or rights of membership shall be brought before the Board of Directors.
- b. Receive, hear, and decide finally for The Society all appeals from decisions of component societies.
- c. Have original jurisdiction over, and decide finally for The Society, all controversies between component societies and all controversies between members of different component societies.
- d. Interpret the Constitution and Bylaws of The Society in all cases of misunderstanding or dispute.
- e. Establish and prescribe rules of procedure governing all cases within its jurisdiction.

**B-5.51 Final Decision; Appeals.** The decision of the Board of Directors shall be final in all matters before The Society.

**B-5.60 Executive Vice President/Chief Executive Officer (Assistant Secretary-Treasurer).** Serving under direct jurisdiction and supervision of the President and Board of Directors the Executive Vice President/Chief Executive Officer shall:

- a. Maintain the Headquarters Office of The Society.
- b. Employ, supervise, and dismiss staff in order to conduct the Society's business efficiently.
- c. Serve as Assistant Secretary-Treasurer of The Society.
- d. Be custodian of all monies, funds, securities, deeds, and real properties of The Society;
- e. Demand and receive all funds due The Society;
- f. Authorize expenditures only in accordance with, and within limits of, the approved budget or as specifically ordered by the Finance Committee and the Board of Directors;
- g. Invest funds as directed;
- h. Keep accurate records of the fiscal affairs of The Society, and annually render an accounting of the funds and other properties of The Society to the Board of Directors.
- i. Have power to act in corporate matters, including execution of contracts on behalf of The Society.
- j. Perform other duties as directed by the President or the Board of Directors or formalized in the Procedure and Policy Manual or published in some other appropriate manner.

**B-5.61 Good will.** At all times the Executive Vice President/Chief Executive Officer will promote the good will of The Society and serve The Society and its members so as to further The Society's purposes and usefulness.

**B-5.62 Bond.** The Executive Vice President/Chief Executive Officer shall be sufficiently bonded by The Society.

**B-5.70 Indemnification.** To the extent permitted by law, officers, all other voting and nonvoting members of the Board of Directors and staff members designated by the Board of Directors shall be indemnified by the Society against reasonable expenses, including attorney's fees, settlement and judgment costs, incurred in the defense of any proceeding in which any such person is a single or a party defendant when that proceeding arises out of the defendant's service as a Board of Directors member, officer or designated staff member of the Society.

## **B-6.00 COMMITTEES AND BOARDS OF THE SOCIETY**

**B-6.10 Committees.** There shall be standing committees and such other committees as deemed necessary by the President. Each such committee shall have a charge describing its scope and principal duties.

**B-6.101 Standing Committees.** The standing committees of The Society are:

- a. Communications and Membership Advisory
- b. Constitution and Bylaws
- c. Evaluation
- d. Finance

e. Legislative Cabinet

**B-6.102 Other Committees.** Other committees of The Society shall be listed on the NCMS website or in appropriate publications.

**B-6.11 Membership.** Except as otherwise provided in these Bylaws, the President shall appoint members of each committee. Each appointed member serves at the pleasure of the President. The President is an ex officio member of each such committee.

**B-6.12 Chair.** Except as otherwise provided in these Bylaws, the President shall designate a Chair of each committee, and may designate one or more Vice-Chairs.

**B-6.13 Duties and Powers.** The charge, duties and powers of committees are provided in the Bylaws or are set by the President.

**B-6.14 Meetings.** Each committee shall meet on an as needed basis.

**B-6.15 Reports and Recommendations.** All committees have a continuing duty to provide information and to report their actions and recommendations to the President and Board of Directors, on matters related to the areas of responsibility assigned to them under these Bylaws or pursuant to their respective committee Charges.

**B-6.20 Reserved for future use**

**B-6.30 Standing Committees: Description, Scope, Duties.**

**B-6.301 Communications and Membership Advisory Committee.** The Communications and Membership Advisory Committee shall be responsible for The Society's internal and external information activities and provide guidance on programs to promote membership in The Society.

**B-6.302 Constitution and Bylaws Committee.**

**B-6.3021 Membership.** The committee shall have five members.

**B-6.3022 Charge.** The committee's charge is to promote and maintain the Constitution & Bylaws of the North Carolina Medical Society.

**B-6.3023 Duties.**

- a. The committee shall review and study the Constitution & Bylaws, and search for and identify areas of the document in need of correction, clarification, change or deletion, as necessary to maintain a current instrument supportive of The Society's needs and goals.

b. The committee will receive all proposed amendments submitted by The Society's membership. All such amendments will be reviewed by the committee and presented in an appropriate form and at an appropriate time to the Board of Directors.

**B-6.303 Reserved for future use.**

**B-6.304 Reserved for future use.**

**B-6.305 Evaluation Committee.**

**B-6.3051 Membership.** The committee shall consist of the President, President-Elect, Secretary-Treasurer, (Chair of the Finance Committee) and Immediate Past-President of The Society, and the longest-serving remaining member of the Board of Directors.

**B-6.3052 Organization.** The Evaluation Committee shall be a subcommittee of the Board of Directors. The President shall serve as Chair and shall convene meetings at suitable times and places.

**B-6.3053 Duties.** The Executive Vice President/Chief Executive Officer shall be formally evaluated by the Evaluation Committee as follows:

**B-6.30531 Annual Review.** The Evaluation Committee shall conduct an annual review of the performance of the Executive Vice President/Chief Executive Officer at a time determined by it, and may also conduct other such reviews at any time at its discretion.

**B-6.30532 Method.** The committee shall annually negotiate written goals and performance objectives pertinent to the overall performance of the Executive Vice President/Chief Executive Officer and shall determine the mechanism(s) that shall be employed for performance evaluations.

**B-6.30533 Recommendations.** The committee shall transmit the evaluation and performance appraisal to the Finance Committee for purposes of compensation recommendations.

**B-6.30534 Information obtained.** The committee shall, upon request to the Executive Vice President/Chief Executive Officer, receive all information and materials necessary to the accomplishment of its functions.

**B-6.306 Finance Committee.**



**B-6.3061 Membership.** The Finance Committee shall consist of not less than six members and not more than ten members appointed by the President. The President, President-Elect, and Immediate Past-President shall serve as ex officio voting members. The Secretary-Treasurer/Chair of the Finance Committee and Ex-Officio members would be in addition to the number of appointed members.

**B-6.3062 Terms.** Members of the committee shall be appointed for a term of one year with no maximum number of terms.

**B-6.3063 Duties.** The duties of the committee shall include:

**B-6.30631 Financial matters.** Advise the Society on all financial matters, including but not limited to:

- a. Prepare and submit annual budgets for approval and provide oversight of the receipt and allocation of financial resources (Revenues and Expenditures).
- b. Provide audit oversight:
  1. Authorize annual audit.
  2. Review annual audit results with outside auditors.
  3. Implement and monitor auditor recommendations.
  4. Work closely with The Society auditors to monitor The Society's internal control system and safeguards and develop and implement recommendations for changes when appropriate.
- c. Supervise all assets and real properties and provide oversight for development and implementation of The Society's fiscal policies.
- d. Manage Society investment funds based on the following:
  1. Manage investment funds in accordance with The Society's Constitution and Bylaws, organizational goals and objectives and established investment policies.
  2. Invest and manage The Society investment funds as a prudent investor would.
  3. Consider the purposes, terms, distribution requirements and other circumstances of The Society's investment funds.
  4. Make a reasonable effort to verify facts relevant to the investment and management of The Society investment funds.
  5. Have continued responsibility for oversight of the suitability of investments already made as well as decisions respecting new investments.
  6. May invest in anything that plays an appropriate role in achieving the risk/return objectives of The Society investment funds.
- e. Review and advise The Society on manpower needs for adequate staffing.

- f. Review and monitor employee benefit plans and programs.
- g. Review and monitor The Society's employee performance appraisal system.
- h. Function as an oversight committee for personnel matters when needed.

**B-6.307 Legislative Cabinet**

**B-6.3071 Membership.** The President shall appoint a Legislative Cabinet which shall consist of up to fifteen members reasonably calculated to provide geographic and specialty interest representation.

**B-6.3072 Duties.** As directed by the Board of Directors, the Legislative Cabinet shall represent The Society and express its viewpoint on legislative matters concerning the public's health, the science and practice of medicine, and any other issues related to the practice of medicine. Upon request, any Committee or Task Force of The Society shall receive comprehensive reports on current legislative activities and provide input to the Legislative Cabinet. The Legislative Cabinet shall make recommendations to the Board of Directors on legislative issues and Society policies addressing legislative issues.

**B-7.00 SPECIAL SECTIONS**

**B-7.10 Representation in The Society.** Special sections qualifying under the Bylaws shall be eligible for recognition by The Society.

**B-7.101** (Reserved for future use.).

**B-7.102 Sections eligible.** The following sections are recognized by The Society: International Medical Graduates, Medical Students, Physician Assistants, Resident/Fellow Physicians, and Young Physicians.

**B-7.103 Procedures for creation of other eligible sections.** Other sections may be created upon approval by the Board of Directors consistent with the following guidelines:

- a. Sections must have a minimum of twenty-five (25) members who are active members of The Society.
- b. After obtaining approval from the Board of Directors, a new section will be entitled to a two year provisional recognition by The Society. The purpose of the provisional representation is to enable the Board of Directors to evaluate the quality of the program being represented by the section and to assess the section members' interest in the program and in the activities and mission of the North Carolina Medical Society. Upon completion of the provisional period, the new section shall be recognized by The Society unless the Board of Directors votes to rescind its approval of the section.

- c. Sections holding provisional representation under these Bylaws shall have the right to:
  - (1) Send representatives to meetings of The Society;
  - (2) Submit policy questions to the Board of Directors;
  - (3) Have section representatives recognized to speak on matters before The Society;
  - (4) Submit reports to the Board of Directors on activities of the section; and
  - (5) Conduct any other actions required or necessary to carry on the business of the section.

**B-7.20 Officers, Duties and Terms.** The registered members present at the annual business meeting of each special section shall elect the following officers, each of whom shall be a member of The Society:

**B-7.201 Chair.** The Chair shall preside at all meetings of the section. Not later than sixty days before each annual meeting of The Society, the chair of each section shall send to The Society the official agenda for the section meeting for publication in the official program of the meeting.

**B-7.202 Chair-Elect.** The Chair-Elect shall succeed to the office of chair at the next succeeding annual meeting of the section. The Chair-Elect shall assist the officers in the discharge of their duties, and shall preside in the absence of the Chair or at the request of the Chair.

**B-7.203 Secretary.** The Secretary shall maintain such records as are required or advisable for the conduct of the activities of the section.

**B-7.204** (Reserved for future use.).

**B-7.205 Terms.** Each officer shall serve a one year term.

**B-7.30 Business Meeting.** Each section shall hold an annual business meeting at which each registered member of the section who is present shall be eligible to vote.

**B-7.301 Purposes of the meeting.** The purposes of the meeting shall be:

- a. To hear such reports as may be appropriate.
- b. To elect the section officers for the following year.
- c. To consider and vote upon matters which properly come before the meeting.

**B-7.302 Quorum.** The registered members present and voting shall constitute a quorum.

**B-7.303 New sections, organizational meeting.** At the organizational meeting of a new section, a Chair, Chair-Elect, and Secretary shall be elected.

**B-7.40 Relationship between Special Sections and The Society.** Nothing in these Bylaws shall be construed to suggest or indicate that The Society has endorsed any views, opinions, policies or actions of or by any special section.

## **B-8.00 MEDICAL SPECIALTY ORGANIZATIONS**

**B-8.10 Recognition by The Society.** Medical specialty organizations qualifying under the Bylaws and approved by the Board of Directors shall be eligible for recognition by The Society.

### **B-8.20 Medical Specialty Organizations; Guidelines for Recognition by The Society.**

**B-8.201 Criteria for approval.** In order to be qualified and approved under these Bylaws, medical specialty organizations must meet the following criteria:

- a. The organization's Constitution and Bylaws must not be in conflict with the Constitution and Bylaws of The Society.
- b. The specialty or specialties represented by the organization must have National Boards in General or Special Certifications (not a certificate of special competence) recognized by the American Board of Medical Specialties.
- c. The organization must have a minimum of twenty-five (25) members who are active members of the North Carolina Medical Society.
- d. The organization must be statewide in scope and have statewide eligibility for membership.
- e. The organization must be established and stable, including having held at least two annual meetings before the time of application for initial recognition by The Society, and must continue to have an annual meeting during each subsequent year of recognition.
- f. The organization must have a Constitution and/or Bylaws that state the organizational structure, and its purpose and aims.
- g. Physicians must comprise the majority of the voting membership of the organization.
- h. The organization must submit a resolution or other official statement to show that the request for initial recognition by The Society has been approved by the organization's governing body.

**B-8.202 Medical specialty organizations currently recognized by The Society.** The following medical specialty organizations are recognized by The Society:

- a. North Carolina Society of Anesthesiologists
- b. North Carolina Chapter, American College of Physicians
- c. North Carolina Society of Asthma, Allergy and Clinical Immunology
- d. North Carolina Council of Child and Adolescent Psychiatry
- e. North Carolina Dermatology Association
- f. North Carolina College of Emergency Physicians
- g. Carolinas Chapter/American Association of Clinical Endocrinologists
- h. North Carolina Society of Eye Physicians and Surgeons
- i. North Carolina Academy of Family Physicians
- j. North Carolina Society of Gastroenterology
- k. North Carolina Neurological Society
- l. North Carolina Neurosurgical Society
- m. North Carolina Obstetrical and Gynecological Society

- n. North Carolina Oncology Association
- o. North Carolina Orthopaedic Association
- p. North Carolina Society of Otolaryngology and Head and Neck Surgery
- q. North Carolina Society of Pathologists
- r. North Carolina Pediatric Society
- s. North Carolina Society of Physical Medicine and Rehabilitation
- t. North Carolina Society of Plastic Surgeons
- u. North Carolina Psychiatric Association
- v. North Carolina Academy of Preventive Medicine
- w. North Carolina Radiological Society
- x. North Carolina Chapter, American College of Surgeons
- y. North Carolina Urological Association
- z. Southeastern Atlantic College of Occupational & Environmental Medicine
- aa. North Carolina Rheumatology Association

**B-8.30 Meetings.**

**B-8.301 Business Meeting.** Each medical specialty organization admitted shall hold an annual business meeting.

**B-8.302 Meetings held in conjunction with The Society's annual meeting.** Medical specialty organizations will be encouraged to hold a meeting in conjunction with the annual meeting of The Society. The president of each specialty organization holding such a meeting shall send to The Society the official agenda for the meeting for publication in the official program of The Society's annual meeting. This agenda must be received by The Society not later than sixty (60) days before its annual meeting.

**B-8.40** (Reserved for future use.)

**B-8.50 Requirements for maintenance of recognition by The Society.**

**B-8.501 Membership.** Each medical specialty organization must have a voluntary membership.

**B-8.502 Verification to The Society of continuing compliance with Bylaws requirements.**

**B-8.5021 Procedure.** Each year not later than sixty days before The Society's annual meeting, the president of each medical specialty society shall submit to The Society a roster of its current members.

**B-8.5022 Verification.** Upon verification that all applicable provisions of the Bylaws have been met, including the membership criterion, the Executive Vice President/Chief Executive Officer or his or her designee shall:

- a. Verify to The Society that the organization is in compliance with the requirements of these Bylaws.

**B-8.60 Relationship between Medical Specialty Organizations and The Society.** Nothing in these Bylaws shall be construed to suggest or indicate that The Society has endorsed any views, opinions, policies or actions of or by any medical specialty organization.

## **B-9.00 REGIONS OF THE SOCIETY**

**B-9.10 Composition of Regions.** The State of North Carolina is divided by counties into four (4) Medical Society Regions, as follows:

- Region One --** Beaufort, Bertie, Brunswick, Camden, Carteret, Chowan, Columbus, Craven, Currituck, Dare, Duplin, Edgecombe, Gates, Greene, Halifax, Hertford, Hyde, Jones, Lenoir, Martin, Nash, New Hanover, Northampton, Onslow, Pamlico, Pasquotank, Pender, Perquimans, Pitt, Tyrrell, Washington, Wayne, Wilson
- Region Two --** Alamance, Caswell, Chatham, Davie, Davidson, Durham, Forsyth, Franklin, Granville, Guilford, Johnston, Lee, Montgomery, Orange, Person, Randolph, Rockingham, Stokes, Vance, Wake, Warren
- Region Three --** Anson, Bladen, Cabarrus, Cleveland, Cumberland, Gaston, Harnett, Hoke, Lincoln, Mecklenburg, Moore, Richmond, Robeson, Sampson, Scotland, Stanly, Union
- Region Four --** Alleghany, Alexander, Ashe, Avery, Burke, Buncombe, Caldwell, Catawba, Cherokee, Clay, Graham, Haywood, Henderson, Iredell, Jackson, Macon, Madison, McDowell, Mitchell, Polk, Rowan, Rutherford, Surry, Swain, Transylvania, Watauga, Wilkes, Yadkin, Yancey

## **B-9.20 Representation of Regions.**

**B-9.201 Nominating and Leadership Development Committee Members.** Nominating and Leadership Development Committee members nominated by the President and elected by the Board of Directors to represent a Region of the Society (Regional Committee Members) shall work to assure the efficient succession of leadership of The Society. Regional Committee Members shall also identify members in their Region who are the most competent leaders and facilitate the leadership development of those members.

**B-9.202 Regional Representatives on the Board of Directors.** Regional Representatives on the Board of Directors shall take the necessary steps to efficiently and effectively identify priorities and views of members in their Region. Regional Representatives shall advocate for the priorities and views of physicians in their Region though understanding that their role is to represent the Society membership as a whole rather than a specific constituency.

## **B-10.00 COMPONENT SOCIETIES**

**B-10.10 Formation.**

**B-10.11 Procedure for Issuing a Charter.**

**B-10.111 Initial requirements.** To be eligible for affiliation in any way with The Society, societies must adopt principles of organization not in conflict with the Constitution and Bylaws of The Society. Societies so organized may apply for a charter from The Society.

**B-10.112 Board of Directors action required.** Applications for a charter must be made to The Society's Board of Directors. A charter may be issued only upon approval of the Board of Directors. The charter must be signed by the President and Secretary-Treasurer of The Society.

**B-10.113 Limitation on number of charters issued.** Only one medical society can be chartered in any county, except by petition to the Board of Directors, which shall be decided by the Board of Directors.

**B-10.12 Effect of receipt of a charter.** When chartered, societies shall be known as "component societies".

**B-10.13 Multi-County Societies.**

**B-10.131 Creation and organization.** The Board of Directors may organize the physicians of two or more counties into a component society to be designated by hyphenating the names of the two or more counties. Such hyphenated societies shall be chartered and entitled to all the privileges and representation that are provided for other component societies.

**B-10.133 Withdrawal from multi-county societies.** Upon written petition from two-thirds of the physician members in a county for permission to withdraw from the multi-county society and organize their own society, the Board of Directors shall consider the best interests of all parties and shall act upon petition.

**B-10.14 Transfers of component societies from one Medical Society Region to another.** Any component society wishing to transfer from one region to another may send its request to the Board of Directors of The Society for action.

**B-10.20 Component societies; purpose and responsibilities.**

**B-10.21 Purpose.** Each component society shall have general direction of the affairs of the medical profession in the area in which it is located. Its influence shall be exerted constantly for bettering the scientific and moral condition of every physician in that area.

**B-10.22 Meetings.** Frequent meetings shall be encouraged, and the most attractive programs possible shall be arranged.

**B-10.23 Component society Constitution and Bylaws copy required.** Each component society shall file and maintain a current copy of its Constitution and Bylaws with The Society.

**B-10.30 Membership.**

**B-10.31 Qualifications.** Those eligible for membership in The Society may apply for membership in the component society most convenient to attend. Each component society shall judge the qualifications of its members.

**B-10.32 Simultaneous membership in more than one component society.** With the consent of all the involved component societies, a member of one component society may also be admitted to membership in another component society. Such members will not be required to pay additional dues to The Society, but for purposes of delegate representation, these members will be counted in the membership of the component society designated by the member.

**B-10.33 Actions to refuse or revoke membership.**

**B-10.331 Board of Censors.** Each component society shall establish a Board of Censors or similar committee for the purpose of supervising the ethical department of its membership, making periodic recommendations for the improvement of professional conduct, and receiving and investigating written, signed complaints against any member by any person, lay or professional. The Committee should conduct investigations upon its own motion on any matter which involves the deportment or conduct of any of the members of its society and which comes to its attention in any form.

**B-10.332 Right of Appeal.** Physicians aggrieved by the action of a component society in refusing them membership, or in suspending or expelling them, shall have the right of appeal to the Board of Directors as provided in Section B-5.50 of these Bylaws.

**B-10.34 Transfer of membership.** When a component society member in good standing moves to another county in the State, the component society in the jurisdiction to which the member has moved shall consider the member's application for admission as an active member of the new component society. Upon admission of the member to the new component society, the member's name, upon request, shall be transferred without cost to the roster of the new component society.

**B-10.40 Required Meetings.**

**B-10.41 Annual Meeting**

**B-10.411 Time.** Each component society shall hold its annual meeting on or before December 1 of each year.

**B-10.412 Agenda.** At the annual meeting the officers for the upcoming year shall be elected, reports of officers heard, and such other business transacted as properly may come before an annual meeting.



**B-10.413 Installation of Officers.** Component societies must install their officers not later than the January 1 which follows the date of their election.

**B-10.50 Required reports to The Society.** The secretary of each component medical society shall transmit the following reports to of The Society:

**B-10.501 List of Newly Elected Officers.** Within one week following the component society's annual meeting, a roster of the newly elected officers.

**B-10.502 Current Roster of Members.** Not later than March 31 of each year, a current roster of members of the component society.

**B-10.503 Additional Reports.** Such other information and reports as may be required by The Society.

**B-10.60 Revocation of charter.**

**B-10.61 Grounds.** The Board of Directors may revoke the charter of any component society for taking any action which conflicts with the letter or spirit of the Constitution and Bylaws of The Society or of the component society.

**B-10.62 Procedure.** A proposed charter revocation must be undertaken by introduction of a specific resolution citing the cause for the revocation. The passage of such a resolution requires a two-thirds majority roll-call vote of the Board of Directors. If the charter is revoked, it shall be the duty of the Executive Vice President/Chief Executive Officer or his or her designee to reclaim it.

**B-10.63 Effect of revocation on individual members.** Until another component society is organized in the same area or the former component society is reorganized and approved by the Board of Directors, the members of the former society shall cease to be members of a recognized component medical society and be deemed direct members of The Society.

## **B-11.00 MISCELLANEOUS**

**B-11.10 Parliamentary Procedure.** The current edition of *Sturgis' Standard Code of Parliamentary Procedure* shall govern The Society in all parliamentary situations that are not provided for in the law, or in the Constitution and Bylaws, or in rules adopted by The Society.

**B-11.20 Policies and Official Statements.**

**B-11.21 Official Statements.** Statements or opinions of any character which conflict with the official policies of The Society shall not be issued in the name of The Society.

**B-11.22 Review of Society policies.**

**B-11.221 Review of all policies on a periodic basis.** Each policy of the North Carolina Medical Society shall be reviewed by the Board of Directors five (5) years after its adoption.

Before these policies are reviewed by the Board of Directors, each of them shall be assigned to a Medical Society committee for a recommendation to the Board of Directors as to whether they should be deleted, modified, or reaffirmed.

**B-11.222 Review of specific policies at any time upon request.** Any Society policy can be reviewed at any time at the request of the Board of Directors.

## **B-12.00 AMENDMENTS**

**B-12.10 Bylaws.** These Bylaws may be amended at any annual or special election of The Society according to the following procedures.

**B-12.101 Vote.** A majority vote of members voting in the election is required to amend these Bylaws.

**B-12.103 Publication and distribution prior to change.** An amendment may be placed on the ballot if it has been distributed and published to the members of The Society at least thirty (30) days before the conclusion of the election at which it is to be proposed for adoption.

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