

## **Governance and Organization**

### **Constitution and Bylaws**

Governance of the North Carolina Medical Society is set forth in the NCMS Constitution and Bylaws. The Board of Directors has the authority and responsibility to act for the Society on all matters of policy and details of management. The responsibilities and duties of Board members are as follows:

### **Officers**

#### **President**

- Serves a term of one year.
- Chairs meetings of the Board and general membership.
- Shares information on organizational needs and accomplishments.
- Works with the other leaders to identify member needs.
- Appoints committees or task forces to achieve goals set by the Board.
- Serves as key spokesperson for the association (can appoint other leaders to speak on special issues).
- Works with staff in developing communications addressing issues to the membership. All official correspondence, documents and resource materials come from NCMS headquarters to ensure a common and appropriate voice.
- Leads the Board in its efforts to review, revise and implement the NCMS Strategic Plan.
- Chairs the Evaluation Committee which performs at least an annual review of performance of the Executive Vice-President, CEO.
- Represents the Society to the American Medical Association (AMA) via working in conjunction with the AMA Delegation.
- Works closely with the president-elect.
- Assist the incoming president upon completion of term including providing a list of incomplete projects with suggestions for completion.
- Serve as a role model for the practice of medicine.

#### **President-Elect**

- Assists or acts on behalf of the president. If the president can no longer do so, the president-elect assumes the duties of president, either for an interim period or a permanent transition.
- Attends all Board meetings.
- Carries out special assignments from the president.
- Serves on the Evaluation Committee.
- Identify individuals to serve the Society on committees for upcoming term of office.
- Works with NCMS staff to identify qualified individuals to serve as committee chairs.

- Appoints committee chairs.
- Works with chairs to set each committee's charge.
- May be called upon to serve as a spokesperson for the Society.
- Works closely with the president and Executive Vice-President, CEO to become familiar with specific issues vital to the Society and activities affecting members.

### **Secretary-Treasurer**

- Serves as Chair of the Finance and Audit Committees; ensures that the duties of the committees as described in NCMS Bylaws are performed.
- Develops fund of knowledge to assist with fiscal management, financial goals and budgetary process.
- Monitors the Society's financial status throughout the year; develops budget for upcoming year including evaluating the need for membership dues increases.
- Attends all Board meetings.
- Performs the duties of Secretary-Treasurer at meetings of the Board of Directors as well as at all other meetings which may consider matters related to the duties of the office of Secretary-Treasurer.
- Serves on the Evaluation Committee.
- May be called upon to serve as a spokesperson for the Society.
- May serve as a contact person for employees who believe they are being unlawfully harassed, discriminated against, or report a grievance conducted by a Manager or Executive.

### **Immediate Past-President**

- Assists or acts on behalf of the President.
- Attends all Board meetings.
- Chairs Nominating and Leadership Development Committee.
- Maintains a productive working relationship with the Executive Vice-President, CEO and President, to preserve continuity of leadership.
- Serves on the Evaluation Committee.
- Carries out special projects as assigned by the President.
- May be called upon to serve as a spokesperson for the Society.

### **Regional Representatives and At-Large Board of Directors Members**

Regional Representatives of the Board are responsible to the physicians of their region for key issues of the Society, determining policies that will affect the practice of medicine throughout the state and implementing policy decisions made by the Board of Directors. Elected as a leader by their peers, Regional Representatives and At-Large Directors should be proud of the faith their colleagues have placed in them and in their demonstrated ability to serve the best interests of the medical community and the patients of this state.

Responsibilities of the Regional Representatives and At-Large Directors are similar in nature to those of a corporate board of directors who typically has both legal and fiduciary obligations to the corporation and stockholders. NCMS Board members have a similar fiduciary obligation to

the NCMS and its members. Board members are expected to be reasonably informed of NCMS staff activities, disclose conflicts of interest, act primarily for the benefit of the Society, and act fairly in all dealings that involve the Society.

Some of the responsibilities include, but are not limited to the following:

- Serves as a member of the Board of Directors.
- Attends all Board meetings.
- Regional representatives are responsible for visits to component societies within his/her region and establishing an effective communications link with each local society. An important aid in establishing such a communications link is a current name and address list of the county society presidents and secretaries. This is available from NCMS headquarters and is revised each January.
- Regional representatives should make proactive, regular efforts to communicate Board and organizational activities to members in their region.
- Identify and cultivate prospective NCMS leaders in their region.
- Identify issues of need or concern of members in their region to the Board of Directors.