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North Carolina Medical Society



NCMS CONSTITUTION & BYLAWS

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CONSTITUTION

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 --- HOUSE OF DELEGATES

The legislative, policymaking and business body of The Society is the House of Delegates. It shall be composed of (1) delegates elected by the component societies, (2) the Past Presidents and Past Secretaries, (3) the officers of The Society, and (4) others, as provided in the Bylaws. The House of Delegates shall transact all business of The Society not otherwise specifically provided for in this Constitution and Bylaws, shall elect the officers and other elective positions within the power of The Society, and shall have power to approve, rescind, or modify the actions of the Board of Directors, except as provided in Article VII.

ARTICLE VI --- OFFICERS

The officers of The Society shall be a President, President-Elect, a Secretary-Treasurer, the Speaker and Vice Speaker of the House of Delegates, and the Immediate Past President of The Society. Their qualifications, methods of election, and terms of office shall be provided in the Bylaws.

ARTICLE VII -- BOARD OF DIRECTORS

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

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

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

ARTICLE VIII --- MEDICAL SPECIALTY ORGANIZATIONS, SECTIONS, AND REGIONS

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

ARTICLE IX --- MEETINGS AND SESSIONS

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

Section 2. The House of Delegates 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, general sessions as defined in the Bylaws may be held.

ARTICLE X --- FUNDS AND EXPENSES

The House of Delegates may raise funds by annual dues or by assessment on the membership, and by revenues from any approved activities. The House of Delegates 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

The House of Delegates by an affirmative vote of two-thirds (2/3), during which action is taken, may order a general referendum by mail to the membership for a final vote upon any question pending before the House of Delegates. If the members voting on a referendum comprise a majority of the members of The Society eligible to vote, a majority of such votes shall determine the question.

ARTICLE XII --- THE SEAL

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

ARTICLE XIII --- AMENDMENTS

By an affirmative vote of two-thirds (2/3) at an annual meeting, the House of Delegates may amend any article of this Constitution provided:

1) such amendment was proposed and accepted for consideration by a majority vote in an open meeting at the preceding annual meeting, and such amendment was sent to each component society or printed in an official publication of The Society at least two months before the session at which final action is to be taken, or

2) such amendment is submitted to and approved by a general referendum as provided for in Article XI.

**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 or House of Delegates 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 training in a hospital which is accredited for residency training by the Joint Commission on Accreditation of Healthcare Organizations and which is located in the United States outside of North Carolina.

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 70 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 the Board of Directors and receive a two-thirds affirmative vote of the members of the House of Delegates.

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 House of Delegates. However, the Board of Directors may in its discretion on or before October 15 lower the annual dues for the upcoming year.

B-1.522 Other dues. Dues of Resident Physician Members and Student Members shall be fixed 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 House of Delegates 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 HOUSE OF DELEGATES

B-2.01 Purpose; Scope; Duties. The House of Delegates is the policymaking body of The Society. Its purpose and duties shall include:

- a. To 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.
- b. To 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.
- c. To 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 Section B-10.00 of these Bylaws.
- d. To delineate Regions as provided for in Section B-9.00 of these Bylaws.
- e. To encourage and foster continuing medical education.
- f. To approve an annual budget and have authority to raise funds by dues and assessments on the membership.
- g. To elect The Society's Officers and other officeholders as designated in these Bylaws.

B-2.10 Composition and Representation. The House of Delegates is composed of representatives of (1) component medical societies, including hyphenated societies as described; (2) designated sections; (3) student members; and (4) physician assistants. The following individuals shall also serve as delegates: (1) medical school deans who are active members of The Society, and (2) the Officers, Board of Directors, and Past Presidents of The Society.

B-2.101 Qualification for Representation. To qualify for representation in the House of Delegates, component medical societies and all other entities eligible for such representation must be free from indebtedness to and in good standing with The Society.

B-2.102 Representation. The representational role of delegates is multi-dimensional and includes:

- a. Advocacy for patients to improve the health of the public and their health care system;
- b. Representation of the perspectives of the delegate's sponsoring organization to The Society's House of Delegates;
- c. Representation of the delegate's physician constituents in the decision-making process of the House of Delegates;
- d. Representation of The Society and the House of Delegates to physicians, medical associations, and others.

B-2.11 Component Medical Societies. Each component medical society is entitled to delegate representation as provided below. All such delegates must be active members of their component society and of The Society.

B-2.111 Apportionment. Each component medical society shall be allotted one delegate for its first twenty-five (25) voting members or fewer, and one additional delegate for each additional thirty-eight voting members. Component medical societies comprised of more than one county

shall be entitled to at least one delegate from each county provided that there is a member of The Society in each county.

B-2.112 Certification. The secretary of each component medical society shall certify to The Society the delegates from their respective societies.

B-2.12 Student Delegates. Student members of The Society are entitled to delegate representation as provided below.

B-2.121 Apportionment. Each accredited North Carolina medical school shall be allotted two delegates, plus one additional delegate for each twenty-five second, third, and fourth year student members.

B-2.122 Selection. On or before December 1 of each year, the student members of The Society from each medical school eligible for representation shall hold an election to select delegates. All student delegates must be in good standing with their schools and student members of The Society.

B-2.123 Certification. The President of the medical school chapter, or his or her designee, shall certify to The Society the delegates from their respective schools.

B-2.13 Other Delegates. Each of the following is eligible to select one delegate: special sections and medical specialty organizations, as provided in Sections B-7.00 and B-8.00 of these Bylaws, respectively. Medical specialty organizations will be entitled to additional delegates as provided in Section B-2.132 of these Bylaws.

B-2.131 Certification. The president or secretary of each medical specialty organization and the chair of each special section shall submit to The Society not later than sixty (60) business days before each annual meeting of The Society the names of their respective delegates.

B-2.132 Medical Specialty Organizations; Additional Delegates. Medical specialty organizations are entitled to one additional delegate when their active members who are members of The Society reach fifty. For each additional three hundred active members or major fraction thereof who are members of The Society, the medical specialty organization shall be entitled to one additional delegate. Members of The Society shall select only one medical specialty organization of which they are a member to represent them in the House of Delegates. This selection shall be made annually and indicated on the annual Roster/Database information form returned to The Society.

B-2.20 Terms of Delegates.

B-2.21 Delegates from Component Medical Societies.

B-2.211 Length of Terms. Delegates from component medical societies shall be elected for one-year terms on or before September 30 of each year. These delegates will assume office on the date set by the component society, which cannot be later than the January 1 following the date of their election.

B-2.212 Increase in Number of Delegates. When the number of delegate seats of component medical societies is increased in accordance with Section B-2.111 of these Bylaws, the delegates selected to fill vacancies shall assume office immediately after their selection and shall serve until the next delegation elected pursuant to Section B-2.211 takes office.

B-2.22 Other Delegates.

B-2.221 Length of Terms. Delegates representing special sections and medical specialty organizations shall be elected for one year terms. Such elections shall take place at the annual meetings of the respective sections and organizations.

B-2.30 Vacancies. When vacancies occur, the delegate selected to fill such vacancy shall assume office immediately after selection and serve for the remainder of that term.

B-2.40 Registration and Seating of Delegates.

B-2.41 Credentials. Upon verification that provisions of the Bylaws have been met, the Executive Vice President/Chief Executive Officer or his or her designee shall verify to the Credentials Committee of the House of Delegates that the appropriate delegates should be seated, and an official delegate card shall be furnished to each delegate. The Society's Credentials Committee shall consider and pass upon the credentials and the right of delegates to be seated in the House of Delegates.

B-2.42 Substitute. When a delegate is unable to attend a meeting of the House of Delegates, that delegate shall designate another qualified member of the component society, special section or medical specialty organization he or she represents, or if a student member, another qualified student member the same medical school, to serve in the House of Delegates at that meeting. Upon presenting proper credentials, the substitute delegate shall be eligible to serve as a delegate at that meeting.

B-2.50 Procedure

B-2.51 Order of Business. The order of business shall be determined by the Speaker of the House of Delegates. At any meeting, by majority vote the House may change the order of business.

B-2.52 Privilege of the Floor. The privilege of the floor may be extended at the discretion of the Speaker to any person who might assist the House in its deliberations.

B-2.53 Introduction of Business.

B-2.531 Resolutions. To be considered as regular business, resolutions must be introduced by voting delegates representing themselves, their specialty section, or their specialty society, or by the delegation of a component society. Resolutions must be filed with The Society at least forty-five (45) days before the first meeting of the House.

B-2.532 Late Resolutions. The forty-five (45) day rule contained in Section B-2.531 of these Bylaws shall be set aside upon the approval of two-thirds of the delegates present at the meeting of the House of Delegates or upon reference of the resolution to the House of Delegates by the Board of Directors. The House may establish rules governing the receipt and acceptance of late resolutions.

B-2.533 Fiscal Notes. An appropriate fiscal note shall be attached to any resolution or report which would require an expenditure of money or allocation of The Society's financial or human resources to implement.

B-2.54 Referral to Reference Committee. All resolutions or other new business presented before the close of business on a day preceding the final day of a session shall be referred to a reference committee for a hearing and recommendation, except that memorial resolutions and resolutions of an urgent nature submitted after scheduled meetings of reference committees may be acted upon without such referral. Reports and recommendations of the Board of Directors or from any committees of The Society may be referred to a reference committee at the discretion of the Speaker or by majority vote of the House.

B-2.55 Quorum. A majority of the registered delegates of the House of Delegates shall constitute a quorum.

B-2.60 Meetings of the House of Delegates.

B-2.61 Annual Meetings of The Society and House of Delegates. The Society shall hold an annual meeting, during which the House of Delegates shall meet, The Society's officers and officeholders shall be elected, and the annual address of the President shall be delivered. General Sessions may be held during the annual meeting at times when the House of Delegates is not in session, as provided in Article IX of the Constitution and Section 2.62 of these Bylaws.

B-2.611 Location. The annual meeting shall be conducted at a time and place recommended by Board of Directors and approved by the House of Delegates 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 Presiding Officer; Meetings of the House of Delegates. Meetings of the House of Delegates shall be presided over by the Speaker or in the Speaker's absence, or at the Speaker's discretion, the Vice-Speaker, or in the absence of both, the presiding officer shall be chosen by the majority of delegates present, with the President of The Society presiding during this selection.

B-2.613 Advance Announcement of Nominees to Delegates; Nominations from the Floor. Except for nominations for members of the Nominating and Leadership Development Committee, nominations for all elective positions shall be communicated in writing to all delegates at least forty-five (45) days before the annual meeting. In addition, nominations for the positions listed in Section B-3.31 of these Bylaws can be made from the floor by a member of the House of Delegates, provided such nominees have agreed to serve if elected.

B-2.614 Publication of Proceedings. A summary of the proceedings of the House of Delegates for the prior year shall be printed following the annual meeting and shall be furnished to any member of The Society upon request.

B-2.62 General Sessions.

B-2.621 Definition. General Sessions are educational programs held for the delivery of papers and discussion relating to scientific medicine and such other topics as may be of interest to the general membership.

B-2.622 Presiding Officer. Each General Session shall be presided over by the President, or in the President's absence or disability, or at the President's request, by the President-Elect.

B-2.623 Program. All addresses and papers before The Society shall be limited in time so as not to conflict with the business of the House of Delegates

B-2.63 Special Sessions of the House of Delegates. Special Sessions of the House of Delegates shall be called by the President upon the written petition of forty (40) or more delegates, or at the request of the Board of Directors, or at the President's discretion. When a special session of the House is called, The Society shall mail a notice to the last known address of each member of the House of Delegates at least twenty (20) days before the special meeting is to be held. Notices of special sessions shall specify the time and place of the meeting and the purpose for which it is called, and the House of Delegates shall consider no business except that for which the meeting is called.

B-2.64 Access to meetings.

B-2.641 Open. All meetings of the House of Delegates shall be open to members of The Society, unless the House votes itself into executive session.

B-2.642 Executive Session. An executive session shall be restricted to registered delegates.

B-2.70 Committees of the House of Delegates. The following classes of committees are established:

Reference Committees
Credentials Committee
Special Committees

B-2.71 Reference Committees of the House of Delegates.

B-2.711 Membership. The Speaker shall appoint members of the House to reference committees before or during the first regular session of the House of Delegates thereto. Reference committees shall have at least three members. A majority of the members of the committee constitute a quorum.

B-2.712 Procedure and Reports.

B-2.7121 Method. Each reference committee shall hold open hearings on all resolutions and other business referred to it, shall allow any member of The Society and invited guests to discuss the matters at hand, and shall in its report to the House recommend what action should be taken on each item referred to it.

B-2.7122 Minority Reports. A member of a reference committee who intends to make a minority report shall not sign the majority report and shall make this intention known to the other members of the reference committee while it is in executive session and before presentation of the majority report to the House.

B-2.7123 Withdrawal of Resolutions. A resolution may be withdrawn by its sponsor any time before it is referred to a reference committee. After a referral has been made, the resolution is the property of the House of Delegates. If, in the judgment of the sponsor and the reference committee, it appears withdrawal of the

resolution is preferable to presentation for action, the reference committee may recommend withdrawal to the House in its report. If the House supports this recommendation by a majority vote, the resolution is withdrawn and is recorded in the minutes of the meeting as having been withdrawn without action.

B-2.72 Committees of the House of Delegates

B-2.721 Credentials Committee. A Credentials Committee of the House of Delegates shall consist of five delegates appointed by the Speaker. The committee shall consider and pass upon the credentials and the right of delegates to be seated in the House of Delegates and shall perform other duties designated by the Speaker which pertain to the business of the House.

B-2.722 Special Committees of the House of Delegates. The House of Delegates may create special committees from among members of The Society. Members of such committees shall be appointed by the Speaker. Such committees report directly to the House of Delegates, and committee members may participate in any debate of the subject matter of their report.

B-2.723 Speaker's Committees. The Speaker may appoint such other committees as may be desirable for the efficient transaction of business of the House of Delegates. These committees shall report directly to the Speaker.

B-2.80 Election of Society Representatives on Boards and Commissions.

B-2.801 Procedure. At its first regular meeting at each annual session, the House shall elect representatives of The Society to other organizations, as specified in these Bylaws. After the Board of Directors and Nominating and Leadership Development Committee reports have been received, additional nominations for any of these positions may be made from the floor by any delegate, provided such nominees have agreed to serve if elected. All elections shall be by secret ballot, but if only one person is nominated for a particular office, the vote may be taken by voice. The majority of the votes cast shall be necessary to elect the representatives to whom Section B-2.80 of these Bylaws applies.

B-2.802 Other Organizations

B-2.8021 North Carolina Commission for Public Health. Four physician members of the Commission for Public Health shall be elected by the House of Delegates as provided by North Carolina law on a rotating basis for a term of four years to serve until their successors have been duly elected and qualified.

B-2.8022 North Carolina Medical Care Commission. Three physician members of the North Carolina Medical Care Commission shall be elected by the House of Delegates on a rotating basis for nomination to the Governor for appointment for a term of four years to serve until their successors have been duly elected and qualified.

B-2.8023 Delegates to the American Medical Association. The House of Delegates shall elect members of The Society to serve as delegates and alternate delegates to the American Medical Association House of Delegates, in accordance with the Association's Constitution and Bylaws. Before each annual meeting of the

American Medical Association House of Delegates, The Society's delegates shall designate one of them to Chair the delegation. If necessary to fully represent the State, the delegation chair will select from alternate delegates to vote at Association meetings. Any delegate or alternate delegate to the AMA may be removed by a two-thirds vote of the House of Delegates, after receiving the advice of the Board of Directors.

B-2.8024 Vacancies. The Board of Directors can make interim appointments to fill vacancies in the positions referred to in Section B-2.802 of these Bylaws. The President, President-Elect, and Chair of the Nominating and Leadership Development Committee are authorized to fill such vacancies between meetings of the Board of Directors, subject to ratification by the Board of Directors at its next meeting. Persons receiving interim appointments hereunder will serve until their successors are elected for the balance of the unexpired term at the next meeting of the House of Delegates.

B-2.90 Removal of Officers and Officeholders. Any member elected by the House of Delegates to any position may be removed by a two-thirds vote of the House of Delegates after the House receives the advice of the Board of Directors, except this provision shall not apply to persons nominated by The Society to the Governor after the Governor has appointed The Society's nominee to the applicable position.

B-3.00 OFFICERS

B-3.10 Designations. The Officers of The Society are those specified in Article VI of the Constitution.

B-3.20 Qualifications.

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. Members of The Society interested in serving as an Officer 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 Officers to be elected each year.

B-3.31 Nominations from the Floor. Nominations for the following positions can be made from the floor by a member of the House of Delegates, provided such nominees have agreed to serve if elected:

- a. The President-Elect, Secretary-Treasurer, Speaker, and Vice-Speaker of The Society,

- b. The Society's Board of Directors members for regions and at-large representatives,
- c. The Society's delegates and alternate delegates to the American Medical Association.

B-3.40 Elections.

B-3.41 Time of Election. The Society's Officers and Board of Directors shall be elected by the House of Delegates at the annual meeting, except as provided in Sections B-3.60 and B-3.70 of these Bylaws.

B-3.42 Method of Election. The majority of the votes cast shall be necessary to elect. Where there is no contest, a voice vote shall be taken. All other elections shall be by secret ballot.

B-3.421 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. No ballot shall be counted if it contains fewer or more votes than the number of available positions to be elected, or if the ballot contains more than one vote for any nominee. A nominee shall be elected if he or she has received a vote on a majority of the legal ballots cast and is one of the nominees receiving the largest number of votes within the number of available positions to be elected.

B-3.422 Run-Off Ballot. A run-off election shall be held to fill any vacancy not filled because of a tie vote.

B-3.423 Subsequent Ballots. If all vacancies for available positions are not filled on the first ballot and three or more available positions are still to be elected, the number of nominees on subsequent ballots shall be reduced to no more than twice the number of remaining vacancies less one. The nominees on subsequent ballots shall be determined by retaining those who received the greater number of votes on the preceding ballot and eliminating the nominee(s) who received the fewest votes on the preceding ballot, except where there is a tie. When two or fewer candidates are still to be elected, the number of nominees on subsequent ballots shall be no more than twice the number of remaining vacancies, with the nominees determined as indicated in the preceding sentence. In any subsequent ballot the electors shall cast as many votes as there are available positions yet to be elected, and must cast each vote for different nominees. This procedure shall be repeated until all vacancies have been filled.

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, and Speaker and Vice-Speaker of the House of Delegates shall be elected for a term of three years.

B-3.503 General Provisions. All Officers 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 reelection to that office.

B-3.504 Term Limits.

B-3.5041 President-Elect. Upon completion of his or her one-year term as President-Elect, the President-Elect shall become President.

B-3.5042 Secretary-Treasurer, Speaker, Vice-Speaker. The Secretary-Treasurer, Speaker and Vice Speaker shall not serve more than two consecutive three-year terms.

B-3.60 Vacancies.

B-3.601 Appointments. Except as provided in sections 3.60 and 3.70 of these Bylaws, the Board of Directors shall fill any vacancy by appointment until the next meeting of the House of Delegates, when the delegates will elect a permanent replacement to fill the balance of the unexpired term.

B-3.70 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-3.80 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.

B-3.80 Assumption of Office.

B-3.801 President. The President-Elect shall accede to the Office of President at adjournment of the annual meeting of The Society.

B-3.802 Other Officers. All other Officers elected during the annual meeting shall assume their duties at adjournment of the annual meeting.

B-3.90 Removal. Any Officer may be removed by a two-thirds majority vote of the House of Delegates, after the House receives the advice of the Board of Directors.

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. Preside 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 whose membership is elected by the House of Delegates or filled pursuant to Section B-2.80 of these Bylaws.
- e. Deliver an inaugural address, 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 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 House of Delegates, 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.

B-4.40 Speaker. The Speaker shall:

- a. Preside over the meetings of the House of Delegates and perform such other duties as custom and parliamentary procedure require; and
- b. Serve as a voting member of the Board of Directors.

In addition, the Speaker may address the House of Delegates at the opening session of all meetings.

The Speaker is entitled to vote on any measure that may come before the House.

B-4.50 Vice-Speaker. The Vice-Speaker shall:

- a. Preside in the absence of or at the request of the Speaker; and
- b. Serve as a voting member of the Board of Directors.

In addition, the Vice-Speaker may vote on any matter that comes before the House.

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 three (3) at-large members.

B-5.1012 Terms. Members of the Board of Directors may serve no more than two terms of three years, except that a Board member who is elected as President-Elect after completing a second term of three years may serve one additional term of three years.

B-5.102 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, Speaker and Vice-Speaker 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.

B-5.2022 Membership.

B-5.20221 Composition. The Nominating and Leadership Development Committee shall be composed of fifteen (15) 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 officio nonvoting member. The three members from each region shall be nominated by the President and elected by the House of Delegates. 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 House of Delegates 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 consult with members of The Society, and will hold one or more meetings 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 upon the call of the President or upon the call of 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 Telephone Conference. 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 with each other. Such participation shall constitute attendance at the meeting.

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. Adhere to the policies and decisions of the House of Delegates.
- b. Act in its discretion for The Society and for the House of Delegates on any matter requiring action between meetings of the House of Delegates and not otherwise provided for in the Constitution and Bylaws. All actions of the Board of Directors, except matters of ethics and discipline, shall be subject to review by the House of Delegates.
- c. Through its President, or through members of committees as authorized by it, 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
- d. Approve an annual budget for presentation to the House of Delegates.
- e. Have authority to authorize any action requiring expenditure of funds not provided for in the current budget, following consultation with the Finance Committee.
- f. Employ an Executive Vice President/Chief Executive Officer of The Society.
- g. Except as provided in Sections 3.60 and 3.70 of these Bylaws, fill any vacancy in offices or other elected positions by appointment until the next meeting of the House of Delegates, when the delegates will elect a permanent replacement to fill the balance of the unexpired term.
- h. Report its activities and recommendations to the annual meeting of the House of Delegates.
- i. Nominate persons to serve in the following positions elected by the Society: Nominees to the North Carolina Commission for Public Health and the North Carolina Medical Care Commission.
- j. Designate representatives to serve on any other bodies, boards or commissions on which the Society is entitled to representation.

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. Provide for publications as authorized by the House of Delegates.

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 the House of Delegates, a component society, the Constitution and Bylaws Committee, or others. All questions of membership or rights of membership be brought before the House of Delegates or the General Session shall be referred to the Board of Directors without debate.

- 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 judicial matters except matters over which the American Medical Association's Council on Ethical and Judicial Affairs has jurisdiction may be submitted to it for adjudication, but only as an appeal from the decision of The Society's Board of Directors.

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 efficiently conduct the Society's business.
- 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 and the House of Delegates.
- 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. In addition to the committees of the House of Delegates as provided in Section B-2.70 of these Bylaws, 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 House of Delegates.

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, Speaker, Secretary-Treasurer, (Chair of the Finance Committee) and Immediate Past-President of The Society.

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 House of Delegates and 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 House of Delegates. Special sections qualifying under the Bylaws shall be eligible for representation in the House of Delegates.

B-7.101 Delegate. Each special section deemed eligible under these Bylaws shall be allowed to seat a delegate in the House of Delegates.

B-7.102 Sections eligible. The following sections shall be eligible for representation in the House of Delegates: 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 recommendation by the Board of Directors and approved by the House of Delegates, 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 House of Delegates, a new section will be entitled to a two year provisional representation period in the House. The purpose of the provisional representation is to enable the Board of Directors and the House 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 and its House of Delegates. Upon completion of the provisional period, the new section shall be admitted to the House of Delegates unless the House votes to rescind its approval of the section.
- c. Sections holding provisional representation under these Bylaws shall have the right to:
 - (1) send non-voting representatives to meetings of the House of Delegates;
 - (2) submit resolutions to the House of Delegates;

- (3) have section representatives recognized to speak on matters before the House of Delegates;
- (4) submit reports to the House 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 Delegate. The delegate shall represent the section in The Society's House of Delegates.

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 Representation in the House of Delegates. Medical specialty organizations qualifying under the Bylaws and approved by the House of Delegates shall be eligible for representation in the House of Delegates.

B-8.101 Delegate. Each medical specialty organization recognized by The Society shall be entitled to one delegate and additional delegates as defined in Section B-2.132 of these Bylaws.

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 House of Delegates:

- 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

B-8.30 Meetings.

B-8.301 Business Meeting. Each medical specialty organization admitted shall hold an annual business meeting at which a delegate, plus any entitled bonus delegates, shall be elected for the following year.

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 Qualifications and Terms of Delegates. Each elected delegate must be an active member of The Society.

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 and the names of its duly elected delegates. To be listed in the roster, members must be active North Carolina Medical Society members who are current in payment of dues, have full voting privileges and are eligible to hold office in The Society.

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 Credentials Committee of the House of Delegates that the organization's delegates should be seated.

B-8.503 One-year grace period for retention of delegates if membership decreases below the required number. If a specialty organization's membership decreases below the number required to retain the delegate level allotted for the previous year, the organization will have a one year grace period to reestablish required membership levels. During the one year grace

period, the number of delegates allotted to the medical specialty organization shall not be decreased below the number of delegates allocated for the previous year.

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 House of Delegates 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 House of Delegates action required. Applications for a charter must be made to The Society's House of Delegates. A charter may be issued only upon approval of the House. 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 recommend to the House of Delegates the action to be taken.

B-10.12 Effect of receipt of a charter. When chartered, societies shall be known as "component societies" and shall have representation in the House of Delegates as provided in Section B-2.11 of these Bylaws.

B-10.13 Hyphenated Societies.

B-10.131 Creation and organization. The House of Delegates 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-10.132 Delegate representation. Hyphenated societies shall apportion delegates from each county in proportion to the number of North Carolina Medical Society members residing therein, provided there must be at least one delegate from each county in which one or more Medical Society members reside.

B-10.133 Withdrawal from hyphenated societies. Upon written petition from two-thirds of the physician members in a county for permission to withdraw from the hyphenated society and organize their own society, the Board of Directors shall consider the best interests of all parties and shall refer the petition, with recommendations for approval or disapproval, to the House of Delegates for action.

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 House of Delegates 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 deportment 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 and delegates 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 House of Delegates 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 House of Delegates. 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 House of Delegates, 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 the *Procedures of the House of Delegates*, 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 House of Delegates 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 House of Delegates five (5) years after its adoption. Before these policies are reviewed by the House, each of them shall be assigned to a Medical Society committee for a recommendation to the House 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 House or 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 meeting of the House of Delegates according to the following procedures.

B-12.101 Vote. A majority vote of all delegates present is required to amend these Bylaws.

B-12.102 Amendment that has lain upon the table for one day. Other than as provided in Subsection 12.103 of these Bylaws, an amendment will not be acted on sooner than the day following that on which it was introduced.

B-12.103 Amendment eligible for immediate passage. An amendment may be passed without delay if it has been mailed to the members of the House of Delegates by the Board of Directors at least one week before the meeting at which it is to be proposed for adoption.