

Proposed Amendments as of March 24, 2021 approved by Board of Directors
November 8, 2019; March 9, 2020; and March 24, 2021
to be presented to membership for their approval at the 2021 NCMS Alliance Annual Meeting.
Additions in red ink, deletions shown by strikethroughs and yellow highlights. Rationales provided in italics.

**NORTH CAROLINA MEDICAL SOCIETY ALLIANCE
BYLAWS (Effective May 16, 2017)**

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**NORTH CAROLINA MEDICAL SOCIETY ALLIANCE
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ARTICLE I – NAME

The name of the corporation shall be the North Carolina Medical Society Alliance.¹

ARTICLE II – OBJECTIVES

Subject to the limitation set forth in the Articles of Incorporation and Internal Revenue Code Section 501(c)(3) or any successor section, the objectives of the corporation shall include, but shall not be limited to, the following:

- to improve the health and quality of life for the people of North Carolina;
- to assist component alliances with their programs and projects;
- to make grants for charitable or educational health-related projects and programs;
- to solicit and administer gifts and grants that promote good health and health education;
- to collaborate with the North Carolina Medical Society² in serving the health care needs of the people of North Carolina.

ARTICLE III - STRUCTURE

Section 1. National Affiliation

The State Alliance shall be an affiliate of the American Medical Association Alliance³ and is composed of component alliances.

Section 2. Tax Status

The State Alliance shall be a tax-exempt 501(c)(3) organization.

Section 3. Component Alliances

A. Requirements

A component alliance shall consist of at least three members of physician or medical student couples, present or former, where at least one member of each couple is a physician or medical student who is or was eligible to be a member of the NCMS; or individual physicians or medical students who are eligible to be members of the NCMS; and who pay unified dues, who adopt bylaws approved by the Executive Committee of the State Alliance, and who have regular meetings. Alliances shall be chartered as components to constituent medical societies or in association with a training program or medical school approved by an appropriate accrediting agency except where no constituent medical societies, training programs or medical schools exist or the medical society is inactive. Other groups of spouses of physicians or physicians-in-training may organize alliances not based on a constituent medical society if approved by a two-thirds vote at the Annual Meeting.

¹ hereinafter referred to as State Alliance

² hereinafter referred to as NCMS

³ hereinafter referred to as the National Alliance

- 68 B. Tax Status
69 Component alliances that qualify may obtain tax-exempt status as components of the State
70 Alliance.
71

72
73 **ARTICLE IV – MEMBERSHIP**
74

75 **Section 1. Categories, Rights and Privileges**

76 The categories of membership shall be:

77 A. Regular:

- 78 1. A regular member shall be any member of a physician or medical student couple, present
79 or former, at least one of whom is a physician or medical student who is or was eligible to
80 be a member of the NCMS; or an individual physician or medical student who is eligible
81 to be a member of the NCMS.
82 2. Regular members shall have all rights and privileges of the NCMS Alliance as determined
83 by the Board of Directors.

84 B. Thirty-Year and Fifty-Year Members

- 85 1. A thirty-year member and fifty-year member are regular members who have paid State
86 Alliance dues for thirty years or fifty years, consecutive or not. They shall receive special
87 recognition at the annual meeting.
88 2. A thirty-year member and fifty-year member shall pay dues and shall be entitled to all the
89 privileges of a regular member.

90 C. Honorary

- 91 1. An honorary member is a member or non-member who is elected to honorary membership
92 by a majority vote at the Annual Meeting provided there is prior approval by the Board of
93 Directors. To be nominated for honorary membership, a person must have rendered long
94 and distinguished service in the work of the State Alliance. The Board of Directors or a
95 component alliance may submit nominations for honorary membership.
96 2. An honorary member shall be entitled to such privileges in the State Alliance as are
97 awarded in each case by the Board of Directors and shall be exempt from payment of state
98 dues. ~~The State Alliance shall pay national dues for an honorary member when~~
99 ~~appropriate.~~

100 *Rationale: The payment of national Alliance dues by NCMSA is not necessary for this*
101 *honor.*

- 102 3. Any honorary member who is eligible to be a regular member shall be entitled to all the
103 privileges of a regular member. An honorary member who is not also eligible to be a
104 regular member shall not be eligible to vote or hold office on the state level **but shall be**
105 **entitled to serve on committees** and shall be exempt from payment of state dues.

106 *Rationale: Expanding committee membership will help the Alliance and be consistent*
107 *with Friends and Family member category.*

108 D. Friends and Family of the NCMS Alliance

- 109 1. A Friends and Family member of the NCMS Alliance may be nominated by the Board of
110 Directors of the county Alliance in which they live.
111 2. The NCMS Alliance Board of Directors may nominate a person as a Friends and Family
112 member of the NCMS Alliance.
113 3. A Friends and Family member of the NCMS Alliance shall not be eligible to vote at the
114 Annual Meeting, nor serve as an officer of the NCMS Alliance, but shall be entitled to
115 serve on committees and shall have all other rights and responsibilities accorded to
116 membership. A Friends and Family member shall pay regular dues.
117 4. Nominations for a Friends and Family membership shall be submitted to the Membership
118 Development Committee. The Board of Directors of the NCMS Alliance shall determine

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119 the eligibility of each person nominated for membership. A Friends and Family
120 membership of the NCMS Alliance shall expire at the end of the fiscal year and may be
121 renewed annually.
122

123 **Section 2. Dues**

124 Annual membership dues shall be determined at the Annual Meeting. Dues must be paid in
125 accordance with instructions from the Treasurer.
126

127

128 **ARTICLE V - ANNUAL MEETING**

129

130 **Section 1. Definition**

131 The NCMS Alliance shall hold an annual meeting of the membership to conduct the business of the
132 corporation. To qualify as a voting member, a person shall be a regular member of the State Alliance
133

134 **Section 2. Meeting**

135 The Annual Meeting shall be held annually at such time and place as determined by the Executive
136 Committee.
137

138 **Section 3. Duties**

139 Voting members at the Annual Meeting shall receive reports, elect officers and directors for the
140 corporation, elect the Board Development Committee and approve the budget for the new fiscal year.
141 All regular members of the State Alliance may vote as part of the Annual Meeting.
142

143 **Section 4. Voting**

144 A. Quorum

145 One-third of the registered voting members of the State Alliance shall constitute a quorum for
146 any Annual Meeting.

147 B. Proxy voting shall not be permitted.
148

149 **Section 5. Resolutions**

150 Resolutions pertaining to organizational and health-related issues may be brought to the Annual
151 Meeting for action, provided that the resolutions are received in the State Alliance office sixty days
152 prior to the Annual Meeting in the year they are to be considered for action. The Board of Directors,
153 State Alliance standing committees, or component alliances may submit resolutions.
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ARTICLE VI - OFFICERS

Section 1. Elected Officers

A. The officers of the State Alliance shall be President, President-elect, Immediate Past President,
Secretary, Treasurer, Vice-President of Membership Development, Vice-President for
Resource Development and Vice-President for Program Development.

B. No individual shall hold more than one office concurrently.

Section 2. Assumption of Duties

The officers shall assume the duties of their respective offices at the close of the Annual Meeting and
shall continue in office until their successors are duly elected and installed.

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171 **Section 3. Terms of Office**

- 172 A. The President and President-elect shall be elected to serve in these offices for a term of one
173 year or until their successors are duly elected. The President-elect shall enter the class of
174 directors elected at the same Annual Meeting and assume the office of President the following
175 year.
176 B. The Secretary, Treasurer and Vice-Presidents are elected to serve for a term of one year or
177 until their successors are duly elected. They may be reelected for two additional consecutive
178 terms.

179
180 **Section 4. Eligibility for Office**

- 181 **A. The President and President-elect shall be regular members of the State Alliance and**
182 **members of the National Alliance.**
183 **B. All other** officers shall be regular members of the State Alliance and **are encouraged to be**
184 **members of the National Alliance.**
185 *Rationale: We propose to delete the requirement of National Alliance membership for*
186 *officers except the President and President-elect because we do not enforce this requirement*
187 *for all. We encourage National Alliance membership. We retained this requirement for*
188 *President and President-elect to maintain a working relationship with the National Alliance.*
189 **C.** In order to be eligible for the office of President-elect, a member must have served at least one
190 year on the State Alliance Board of Directors and as a component alliance president, or served
191 at least two years on the State Alliance Board of Directors.
192 **D.** All other officers must have served as an officer for a component alliance, either in North
193 Carolina or another state, or have served on a State Alliance Committee.

194
195 **Section 5. Duties**

- 196 A. The President shall:
197 1. Serve as chief executive officer of the State Alliance.
198 2. Serve as chair of the Personnel Committee.
199 3. Preside at meetings of the Executive Committee, Board of Directors, Personnel
200 Committee, and Annual Meeting.
201 4. Appoint individuals or committees for special activities as needed or as directed by the
202 Board of Directors or at the Annual Meeting.
203 5. Serve as an ex officio member of all committees except the Board Development
204 Committee.
205 6. Perform such other duties as defined in State Alliance bylaws and policies.
206 B. The President-elect shall:
207 1. Preside at all meetings in the absence of the President.
208 2. Serve as the chair of the Administrative Committee.
209 3. ~~Organize leadership development programs.~~ *Rationale: This responsibility is not being*
210 *carried out, should not be in bylaws and can be added to the job description as optional.*
211 4. Serve as an ex-officio member of all committees except the Board Development
212 Committee.
213 5. Perform such other duties as defined in State Alliance bylaws and policies.
214 C. The Immediate Past President shall:
215 1. Serve as a liaison with the Past Presidents.
216 2. Serve as chair of the Board Development Committee.
217 3. Perform such other duties as defined in State Alliance bylaws and policies.
218 D. The Secretary shall:
219 1. Maintain a record of the proceedings of all meetings of the Annual Meeting, Board of
220 Directors and Executive Committee.
221 2. Serve as the chair of the Bylaws Committee.

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- 222 3. Perform such other duties as defined in State Alliance bylaws and policies.
223 E. The Treasurer shall:
224 1. Serve as the chief financial officer of the State Alliance.
225 2. Serve as chair of the Finance Committee.
226 3. Provide financial oversight of personnel employed by the State Alliance, in order to ensure
227 full and accurate accounts of receipts, disbursements, and investments of the funds of the
228 State Alliance.
229 4. Prepare and present the annual budget and other financial reports to the Board of Directors
230 and at the Annual Meeting.
231 5. Ensure the submission of accounts to a certified public accountant as designated by the
232 Board of Directors for an annual review or audit as defined in the State Alliance bylaws
233 and policies.
234 6. Perform such other duties as defined in State Alliance bylaws and policies.
235 F. The Vice-President for Resource Development shall:
236 1. Serve as chair of the Resource Development Committee.
237 2. Oversee the development of resources and financial support.
238 3. Appoint directors to implement specific projects targeting the development of resources in
239 consultation with the President.
240 4. Assist component Alliances with resource development projects.
241 5. Perform such other duties as defined in State Alliance bylaws and policies.
242 G. The Vice-President for Program Development shall:
243 1. Serve as chair of the Program Development Committee.
244 2. Oversee the development of programs such as health initiatives, legislative advocacy, and
245 other programs that fulfill the mission of the State Alliance.
246 3. Appoint directors to implement specific projects targeting the development of programs in
247 consultation with the President.
248 4. Assist component Alliances with program development projects.
249 5. Perform such other duties as defined in State Alliance bylaws and policies.
250 J. The Vice-President for Membership Development shall:
251 1. Serve as chair of the Membership Development Committee.
252 2. Oversee membership and communications.
253 3. Appoint directors to implement specific projects targeting membership and
254 communication in consultation with the President.
255 4. Perform such other duties as defined in State Alliance bylaws and policies.
256
257

ARTICLE VII – NOMINATIONS, ELECTIONS, AND VACANCIES

Section 1. Board Development Committee

- 261 A. Composition
262 The Board Development Committee shall be composed of at least five (5) members, including
263 two (2) current directors and two (2) current non-directors at the time of the election, and the
264 Outgoing President, who shall serve as chair.
265 B. Term of Office
266 Members of the Board Development Committee shall serve from the close of the Annual
267 Meeting at which they are elected to the close of the next Annual Meeting.
268 C. Election of Committee
269 1. State Alliance members shall nominate eligible individuals to serve on the Board
270 Development Committee. After receiving the consent of the nominees, members shall
271 submit nominations in writing to the State Alliance office at least forty-five days prior to
272 the Annual Meeting.

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- 273 2. Nominations shall be permitted from the floor of the Annual Meeting provided there is
274 prior consent from any persons so nominated.
275 3. The Board Development Committee shall be elected at the Annual Meeting by ballot and a
276 plurality vote shall elect.
277 D. Responsibilities
278 1. The Board Development Committee shall nominate eligible candidates for officers and
279 directors.
280 2. The committee shall reach agreement before asking anyone to serve and shall obtain the
281 consent of all nominees before submitting their names as part of the slate. Agreement may
282 be reached by mail, telephone, or electronic means.
283

284 Section 2. Election of Officers and Directors

- 285 A. The chair of the Board Development Committee shall submit the slate of officer and director
286 nominees to the President and the President-elect as soon as it is completed and shall publish
287 the slate prior to the election.
288 B. Nomination of eligible members for officer and director positions shall be permitted from the
289 floor of the Annual Meeting providing there is prior consent from any members so nominated.
290 C. The election shall be held during the Annual Meeting by ballot and a plurality vote shall elect.
291

292 Section 3. Vacancies

- 293 A. President
294 If the President is unable to serve, the President-elect shall become President immediately and
295 shall serve for the remainder of the term. If such time is less than nine months, the person
296 shall also serve as President for the term to which the person was duly elected. If the
297 President-elect succeeds to the office of President more than nine months before the beginning
298 of the person's normally elected term of office, the person shall serve this term only, and a
299 new President and President-elect shall be elected at the Annual Meeting.
300 B. Other Officers
301 1. If the office of President-elect becomes vacant, the Executive Committee shall fill the
302 office.
303 2. If there is a vacancy in the office of both President and President-elect, the Immediate Past
304 President shall act as President until the next Annual Meeting. The Board Development
305 Committee shall nominate, and the voting members at the Annual Meeting shall elect
306 eligible members to serve as President and President-elect in accordance with the bylaws.
307 3. The Executive Committee shall fill a vacancy occurring in any other office or a vacancy
308 due to the failure of the above process.
309
310

311 ARTICLE VIII - BOARD OF DIRECTORS

312 Section 1. Number, Tenure and Qualifications

- 314 A. Number
315 The Board of Directors shall be divided into three staggered classes and consist of at least
316 ~~eleven (11)~~ **nine (9)** but no more than fifteen (15) members including the elected officers.
317 *Rationale: Decrease number of required board members because recruiting board*
318 *members is becoming increasingly difficult.*
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- 324 B. Tenure
325 Directors elected to the board shall serve for a term of ~~three (3)~~ **two (2)** years, beginning with
326 the installation at the Annual Meeting[†]. A Director may serve only ~~two (2)~~ **three (3)**
327 consecutive terms, and after one (1) year leave of absence, is eligible for election.
328 *Rationale: Delete footnote as initial election was years ago.*
329 *Rationale: Decrease director term length from three to two years to help in recruitment and*
330 *increase number of consecutive terms from two to three to accommodate decrease in term*
331 *length.*
332 C. Qualifications
333 Candidates for the Board of Directors shall be members who offer talents, expertise and
334 abilities that represent the mission and objectives of the State Alliance.
335

336 Section 2. General Powers

337 The Board of Directors shall manage the property, affairs, and business of the corporation.
338

339 Section 3. Duties

- 340 A. The Board of Directors shall review the strategic plan annually and revise as necessary.
341 B. Board members are expected to attend all board, committee, and state meetings and submit
342 reports as requested by the President.
343 C. Board members shall serve on at least one standing committee.
344

345 Section 4. Quorum

346 A quorum shall be a simple majority of the members of the Board of Directors.
347

348 Section 5. Meetings

- 349 A. The Board of Directors shall meet quarterly at such time and place as determined by the
350 President.
351 B. Special meetings of the Board of Directors may be called by the President or at the request of
352 three or more members of the Board of Directors. ~~The person(s) authorized to call special~~
353 ~~meetings of the Board may fix any place within the State of North Carolina or electronic~~
354 ~~means as the venue for such special meetings.~~ *Rationale: moved to new C. below and*
355 *reworded slightly.*
356 C. ~~The person(s) authorized to call meetings of the Board may fix any place within the State of~~
357 ~~North Carolina or electronic means as the venue.~~ *Rationale: Moved from B., reworded*
358 *slightly so it can apply to quarterly board meetings and special meetings of the Board.*
359

360 Section 6. Notice of Meetings

361 Notice of each regular meeting of the Board of Directors shall be given at least thirty days prior
362 thereto. Notice of any special meetings of the Board of Directors shall be given at least five days
363 prior thereto. All notices shall be delivered in accordance with the State Alliance bylaws.
364

365 Section 7. Voting

366 Except as otherwise expressly provided by statute, by Charter of the corporation, or by State Alliance
367 bylaws and policies, the action of a majority of the members of the Board of Directors present at a
368 meeting at which a quorum is present shall be the action of the Board of Directors. Proxy voting shall
369 not be permitted.
370
371

[†] ~~For the initial election of Directors, the terms shall be staggered such that each class will either serve one (1),
two (2) or three (3) years.~~

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372

373 **Section 8. Resignation**

374 Any member of the Board of Directors may resign by giving notice thereof in writing to the President
375 or Secretary of the corporation. Such resignation shall take effect at the time specified by the
376 President or Secretary, unless it shall be necessary to accept such resignation by its terms before it
377 becomes effective, in which event the resignation shall take effect upon its acceptance by the Board
378 of Directors.

379

380 **Section 9. Removal**

381 Any member of the Board of Directors may be removed from office for just cause by a two-thirds
382 vote of the full Board of Directors. The member is entitled to a hearing at a meeting of the Board of
383 Directors to determine just cause.

384

385 **Section 10. Vacancies**

386 If a vacancy occurs in a director position, the Board of Directors, by majority vote shall elect an
387 eligible member of the State Alliance to serve the unexpired portion of the term.

388

389

390 **ARTICLE IX - EXECUTIVE COMMITTEE**

391

392 **Section 1. Composition**

393 The Executive Committee shall consist of the President, President-elect, Secretary, Treasurer, and
394 Immediate Past President.

395

396 **Section 2. Duties**

397 The Executive Committee shall perform the duties of the Board of Directors between meetings of the
398 Board, make recommendations to the Board of Directors; act in the event of an emergency; and report
399 committee actions to the Board of Directors for ratification.

400

401 **Section 3. Meetings**

402 The Executive Committee shall meet upon call of the President or by written request of three
403 members of the Executive Committee.

404

405 **Section 4. Quorum**

406 A quorum shall be a simple majority of the members of the Executive Committee.

407

408 **Section 5. Voting**

409 A. The vote of the Executive Committee may be taken by mail, telephone, or electronic means.

410 B. Proxy voting shall not be permitted.

411

412

413

414 **ARTICLE X - COMMITTEES**

415

416 **Section 1. Establishment**

417 A. Standing Committees

418 Standing committees may be established or abolished through an amendment to the bylaws as
419 needed to promote the work of the State Alliance and support the policies and activities of the
420 National Alliance. Unless specified by the bylaws, chairs of standing committees shall be
421 responsible for selecting their own committee members in consultation with the President
422 except as specified by the State Alliance bylaws and as appointed by the President. Standing
423 committee members shall include both non-directors and directors.

- 424 B. Subcommittees
425 Subcommittees to a standing committee may be established or abolished by the Board of
426 Directors as needed to promote the work of the State Alliance and support the policies and
427 activities of the National Alliance. Unless specified by the bylaws, chairs of subcommittees
428 shall be appointed by the standing committee chair in consultation with the President and
429 approved by the Board of Directors. Subcommittee chairs shall be responsible for selecting
430 their own committee members in consultation with the President except as specified by the
431 State Alliance bylaws and as appointed by the President. Subcommittee chairs and members
432 may be non-directors or directors.
433 C. Special Committees
434 Special committees may be established by the President or Board of Directors to address a
435 specific issue or project. Unless specified by the bylaws, chairs of special committees shall be
436 appointed by the President and approved by the Board of Directors. Special committee
437 members may be non-directors or directors and may be selected by the chair. A special
438 committee automatically ceases to exist when its task is completed.
439

440 Section 2. Standing Committees

- 441 A. Administrative Committee shall:
442 1. Be composed of at least one (1) director and the President-Elect, who shall serve as the
443 chair.
444 2. Work with the President, Vice President for Program Development and staff in planning
445 and implementing State Alliance meetings.
446 3. Work with staff on the operations and needs of the State Alliance office.
447 B. Board Development Committee shall:
448 1. Be composed of two (2) directors and two (2) non-directors and the Immediate Past
449 President, who shall serve as the chair.
450 2. Oversee the nomination of eligible candidates for officer and director positions.
451 C. Bylaws Committee shall:
452 1. Be composed of the President-Elect, at least ~~two (2)~~ **one (1)** directors and the Secretary,
453 who shall serve as the chair.
454 *Rationale: The number of required directors on some committees has been decreased to*
455 *correlate to the recommended decrease in the minimum number of board members.*
456 2. Review and update the bylaws and present any changes to the Board of Directors and at the
457 Annual Meeting for approval.
458 D. **Communications Committee shall:**
459 1. **Be composed of the Tandem Editor, Vice President for Membership Development, and at**
460 **least one (1) additional director, one of whom shall serve as chair.**
461 2. **Utilize timely and effective strategies to communicate with members and optimize our**
462 **external communications to attract new members.**
463 *Rationale: Add the newly formed committee.*
464 E. Executive Committee shall:
465 1. Be composed of the President-Elect, Immediate Past President, Secretary, Treasurer and
466 President, who shall serve as chair.
467 2. Publicize awards criteria, select awards recipients, and plan awards presentations.
468 3. Review grant requests and make recommendations to the Board of Directors for awarding
469 grants.
470 4. Authorize the disbursement of grants per State Alliance policies between meetings of the
471 Board of Directors.
472 5. Set the philosophy and direction of official state publications.
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474 F. Finance Committee shall:

475 1. Be composed of the President; President-elect; Immediate Past President; Treasurer, who
476 shall serve as chair; and **at least one (1)** ~~two~~ additional member of the State Alliance
477 appointed by the President.

478 ***Rationale: The number of required directors on some committees has been decreased to***
479 ***correlate to the recommended decrease in the minimum number of board members.***

480 2. Meet **at least quarterly** ~~prior to each regular meeting of the Board of Directors~~ to review
481 the finances of the State Alliance and act in an advisory capacity to the Board of Directors
482 in all transactions involving State Alliance funds, including oversight of investments.

483 ***Rationale: Reports are not received in time to meet before every board meeting if held***
484 ***monthly.***

485 3. Approve expenditures of State Alliance funds related to proposed new projects.

486 4. Assist in the preparation of the budget.

487 G. Personnel Committee shall:

488 1. Be composed of the President-Elect, Immediate Past President and President, who shall
489 serve as the chair.

490 2. Make recommendations to the Board of Directors of the terms of employment and/or
491 termination of personnel employed by the State Alliance or, if contracted services are used
492 in lieu of employees, shall make recommendations regarding scope of work and evaluation
493 of the performance of contracted service workers.

494 3. Coordinate the activities of all personnel employed by the State Alliance, or if contracted
495 services are used, shall evaluate and recommend changes in the scope of work used by
496 contracted service providers.

497 4. Perform and/or review, at least annually, evaluations of personnel employed by the State
498 Alliance, or, if contracted services are used, provide an evaluation of the performance of
499 contracted service providers at least annually.

500 5. Provide written job descriptions of personnel employed by the State Alliance for approval
501 by the Board of Directors.

502 H. Program Development Committee shall:

503 1. Be composed of at least ~~two (2)~~ **one (1)** directors and the Vice President for Program
504 Development, who shall serve as chair.

505 ***Rationale: The number of required directors on some committees has been decreased to***
506 ***correlate to the recommended decrease in the minimum number of board members.***

507 2. Research, develop, implement, and evaluate health projects and programs for the State
508 Alliance.

509 3. Be responsible for statewide educational symposia.

510 4. Serve as a resource to component alliances for health project ideas and materials.

511 5. Educate the membership on legislative issues pertaining to community health, health care,
512 and the practice of medicine.

513 I. Resource Development Committee shall:

514 1. Be composed of at least ~~three (3)~~ **one (1)** directors and the Vice President for Resource
515 Development, who shall serve as chair.

516 ***Rationale: The number of required directors on some committees has been decreased to***
517 ***correlate to the recommended decrease in the minimum number of board members.***

518 2. Study funding sources, make recommendations to the Board of Directors for funding
519 opportunities, develop promotional materials suitable for soliciting contributions, and
520 develop and conduct appropriate fund-raising.

521 3. Work with the President and staff to publicize programs and projects of the State Alliance.

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Additions in red ink, deletions shown by strikethroughs and yellow highlights. Rationales provided in italics.

524 J. Membership Development Committee shall:

525 1. Be composed of at least ~~two (2)~~ **one (1)** directors and the Vice President for Membership
526 Development, who shall serve as chair.

527 *Rationale: The number of required directors on some committees has been decreased to*
528 *correlate to the recommended decrease in the minimum number of board members.*

529 2. Direct a membership campaign as part of the ongoing recruitment and retention of
530 members.

531 3. Work with the President and staff to encourage membership and projects of the State
532 Alliance.
533

534 **Section 3. Meetings**

535 Standing committees shall meet once quarterly or more frequently if necessary to carry out the
536 committee duties and responsibilities. Subcommittees shall meet as needed. Standing committees
537 and subcommittees shall meet at such time and place as determined by the chair.
538

539 **Section 4. Special Appointments and Liaison Positions**

540 The President, with the approval of the Board of Directors, may appoint representatives to other
541 organizations with which the State Alliance maintains a liaison.
542
543

544 **ARTICLE XI - PUBLICATIONS**

546 The State Alliance shall issue an official publication for the membership and other publications
547 authorized by the Board of Directors.
548
549

550 **ARTICLE XII - HEADQUARTERS**

552 **Section 1. Location**

553 The corporation shall have and continuously maintain a registered office and a registered agent whose
554 office is identical with such registered office and may have such other offices within the State of
555 North Carolina as determined by the Board of Directors.
556

557 **Section 2. Executive Director**

558 An Executive Director shall be engaged by the Board of Directors and shall:

559 A. Be responsible to the Board of Directors for adherence to established policies and directives.

560 B. Report to the Board of Directors to keep them informed on the conditions and operations of the
561 State Alliance.

562 C. Supervise additional personnel employed by the State Alliance.

563 D. Perform duties as outlined in a job description approved by the Board of Directors.

564 E. If the Executive Director is provided through a third-party contracted arrangement as a
565 substitute for items A. through D. above, the contracted Executive Director shall fulfill all
566 obligations outlined in the scope of work and contract between the State Alliance and the
567 contracted provider.
568
569

570 **ARTICLE XIII - CONTRACTS, DEPOSITS, AND FUNDS**

572 **Section 1. Contracts**

573 Except as otherwise provided in State Alliance bylaws and policies, the Board of Directors may
574 authorize any officer or officers, agent, or agents to enter into any contract or to execute or deliver

575 any instruments on behalf of the State Alliance, and such authority may be general or confined to
576 specific instances.

577

578 **Section 2. Deposits**

579 All funds of the State Alliance shall be deposited to the credit of the State Alliance in such banks or
580 trust companies or with such bankers or other depositories as the Board of Directors may select or as
581 may be selected by any officer or officers, agent, or agents of the State Alliance to whom such power
582 may be given by the Board of Directors.

583

584 **Section 3. Checks and Drafts**

585 All notes, drafts, acceptances, checks and endorsements, or other evidences of indebtedness shall be
586 signed by the President, Treasurer, or Executive Director, or in such other manner as the Board of
587 Directors may determine.

588

589 **Section 4. Gifts**

590 The Board of Directors may accept on behalf of the State Alliance any contribution, gift, bequest, or
591 devise for the general purpose or for any special purpose of the State Alliance.

592

593 **Section 5. Funds**

594 A. The endowed funds of the State Alliance consist of the unrestricted Health Education
595 Opportunity Fund and the restricted Anne Holmes Hubbard Memorial Lectureship Endowment
596 Fund.

597 B. Other named or restricted funds may be established as requested and desired with the approval
598 of the Board of Directors. A Memorandum of Understanding shall be provided to the
599 contributor at the time of establishment of a named fund or restricted fund in accordance with
600 State Alliance policies.

601 C. The Program Development Committee of the State Alliance, as well as component alliances,
602 may request grants for health projects from established funds. Charitable 501(c)(3)
603 organizations outside the State Alliance may also request funds for appropriate health projects.
604 Priority for grants shall be given to alliance projects.

605

606

607

ARTICLE XIV - GENERAL PROVISIONS

608

609 **Section 1. Corporate Seal**

610 The corporate seal shall be in such form as shall be approved by the Board of Directors.

611

612 **Section 2. Fiscal Year**

613 The fiscal year of the State Alliance shall be established by the Board of Directors.

614

615 **Section 3. Notice**

616 Whenever notice is required to be given for any purpose under these bylaws, it shall be sufficient that
617 notice has been transmitted by any means, including, but not limited to electronic mail or facsimile
618 transmission. Unless otherwise stated, a recipient shall be deemed to have agreed to notice in any
619 manner for which the number or address for receiving such notice has been provided to the alliance
620 for receipt of messages or notices.

621

622 **Section 4. Waiver of Notice**

623 Whenever any notice whatever is required to be given under the provisions of the Non-Profit
624 Corporation Act of the State of North Carolina or under the provisions of the Articles of
625 Incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or

626 persons entitled to such notice, whether before or after the time stated therein, shall be deemed
627 equivalent to the giving of such notice.

628

629 **Section 5. Compensation**

630 No part of the net earnings of the organization shall inure to the benefit of its members, directors,
631 officers, or other persons except that the organization shall be authorized and empowered to pay
632 reasonable compensation for services rendered and to make payments and distributions in furtherance
633 of the tax-exempt purposes of the organization.

634

635 **Section 6. Amendment to bylaws**

636 These bylaws may be amended at the Annual Meeting by a majority vote, provided the Board of
637 Directors has previously approved the proposed changes and that (1) notice has been given at a
638 previous meeting, or (2) thirty days' notice has been given either in the State Alliance's official
639 publication or in written communication to the membership.

640

641 **Section 7. Nonmaterial Changes to the Bylaws**

642 The Bylaws Committee shall be authorized to correct punctuation, grammar, spelling, article and
643 section designations, and to make such other nonmaterial changes as needed. These changes shall not
644 alter the intent nor the meaning of the Bylaws. Notice of changes made under this authority shall be
645 communicated in writing or electronically to the Board of Directors.

646

647 **Section 8. Parliamentary Authority**

648 The most current edition of Robert's Rules of Order-Newly Revised shall be the parliamentary
649 authority for the State Alliance.

650

651 **Section 9. Indemnification**

652 To the extent permitted by law, members of the Board of Directors and staff member(s) designated by
653 the Executive Committee shall be indemnified by the State Alliance against reasonable expenses,
654 including attorney's fees, settlement and judgment costs necessarily incurred by them in defense of
655 any action, suit or proceeding instituted against each member of the Board of Directors or designated
656 staff member(s) or to which they may be made a party defendant by reason of their being or having
657 been a member of the Board of Directors or designated staff member(s) of the State Alliance.

658

659 **Section 10. Disposition of Assets**

660 No person shall possess any property right in or to the property or assets of this organization. Upon
661 dissolution of the organization and after all obligations are satisfied, all assets shall be distributed
662 **exclusively such that priority is given** to charitable organizations or foundations currently supported
663 by the State Alliance which are exempt as organizations described in section 501(c)(3) of the Internal
664 Revenue Code.

665 *Rationale: To provide more flexibility in the receiving organization/foundations.*

666

667

668

669