**BYLAWS**
**of**
 **The Wake County Medical Society**

**Chapter 1**

**Name and Operating Principles**

**SECTION 1.1**    The name of the corporation shall be “The Wake County Medical Society,” hereinafter referred to as the Society.

**SECTION 1.2**     The Governing and Operating principles of the Society and any rules and regulations made pursuant thereto are set forth in these bylaws defining the conduct of the affairs of the Society. Federal and State law takes precedence in all instances in which these bylaws are not consistent with Federal or State Law.

**SECTION 1.3**The Society is organized as a 501(C)6 corporation, characterized as a “membership” organization under the laws of the State of North Carolina and Federal statutes.

**Chapter 2**

**Purposes**

**SECTION 2.1**  The Society is organized for the purpose of promoting such common interests of its Members as may qualify it for continuance of exemption from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 and;

**SECTION 2.2**  to promote the interests of members in their pursuit of the highest degree of quality and ethical practice of medicine; to foster collegiality among Members; to improve the well-being of individual members and the overall membership; to interchange ideas on the art and practice of clinical medicine, business, and professional matters and;

**SECTION 2.3**  to take such steps as are proper and necessary to promote better relations and secure proper consideration by regulatory and other agencies, and by these means to continually improve the health and well-being of patients and;

**SECTION 2.4**   to exercise all powers available to such corporations and Societies organized pursuant to the North Carolina Non-profit Corporation Act.

**Chapter 3**

**Membership in the Society**

**SECTION 3.1** -   **Eligibility for Membership.** There shall be no discrimination in membership, assignment of membership category, or participation in the affairs of the Society by reason of race, creed, national origin, gender, handicap, or age.

**SECTION 3.2 - Qualifications for Membership**.

To be eligible for any of the categories of membership, a person must:

* 1. be licensed to practice medicine by the NC Board of Medical Examiners of North Carolina, except Honorary members, Student members, Affiliate members, Retired members, and Life members
	2. support the ethical practice of Medicine as defined by the Code of Medical Ethics as published by the Council on Ethical & Judicial Affairs of the American Medical Association.
	3. abide by the Principals of Medical Ethics of the AMA.
	4. be of good moral character.

**SECTION 3.3 - Categories of Membership**

* 1. **Active Members** of the Society shall be members in good standing who are current on dues payments and legally qualified practitioners of Medicine who reside or practice within Wake County. They shall be approved for Active status by the Executive Council under the provisions of these bylaws and the Society Membership Application and Qualification policy. Active members in good standing have the full range of rights and privileges of the Society and may hold office if elected.

**2. Associate Members** are individuals who have interests, relationships, and roles in Medicine and wish to associate with the Society and its members to share ideas, inspiration, and professional collegiality. Members in this category are not eligible to vote or hold office and have qualification requirements and membership dues at various levels as defined in the Society Membership Application and Qualification policy. Members in this category shall maintain a license appropriate to their category and shall be in good standing and current on dues appropriate to category.

**Sub-Categories of Associate Membership are:**

**Honorary Members** have distinguished themselves by promoting the ideals, values, and purposes of the Society in a conspicuous manner. They do not need to be licensed physicians and they have no dues, voting or member rights. Proposing candidates for honorary membership is covered in the Society Membership and Qualification policy.

**Newly Practicing Physician Members** in their first and second year of practice following post-graduate training shall be offered membership at reduced rates. A physician in this category may become an Active member at any time during their 2-year Associate membership, provided they pay dues at the Active rate.

**Resident and Fellow Members** holding a training license and enrolled in post-graduate training in North Carolina may be admitted to this category of membership.

**Student Members** are enrolled as candidates for the degree of Doctor of Allopathic or Osteopathic Medicine in a North Carolina Medical School.

**Affiliate Members** are individuals otherwise eligible for membership but not licensed to practice Medicine in North Carolina.

**Physician Assistant (PA) Members.** PA members of the Society shall be those recommended for membership by a supervising Active Physician member.

**Conditional Members** are candidates who applied for membership in the Society but whose application process is not completed.

**3. Retired Members**

Members in this category are Disabled Members and Fully retired Members (Working 0 Hours per week) who have left the practice of medicine and Semi-Retired Members (Working <20 hours/week) who upon qualification by the executive council will be considered to be Active members in good standing of the Society with rights, privileges and dues as defined in the Society Membership Application and Qualification policy.

**4. Life Members**

 Members in this category are those current members of the Society who have (a) reached their 65th birthday and fulfill the criteria for life membership or (b) paid an age based lump sum fee as listed in the Society Membership Application and Qualification policy. Change to Life Membership status should be requested by the member with a written application and approval by the Executive Council. Life members are not obligated to pay dues, but may be requested to make a voluntary donation, either at the time of routine annual dues invoicing or as determined by the Executive Council.

**SECTION 3.4 - Application for Membership**

A membership candidate or candidate for change in membership category shall apply by following the steps in the Society Membership Application and Qualification policy.

**SECTION 3.5 - Special membership considerations**

These are defined in the Society Membership Application and Qualification policy for the following: physicians in adjoining counties, transfer from another county or regional society, withdrawal, and transferal of membership from the Society. The Executive Council may consider granting members of other local Medical Societies a special membership enabling them to participate but not vote or pay dues.

**SECTION 3.6 - Rights of Members**

All members in good standing who are current on their dues shall be equally privileged to attend all regular meetings of the Society and to exercise any privilege provided by the Articles of Incorporation, Society Bylaws and State and Federal statute. Members under suspension or expulsion shall not be eligible to vote, hold office, or take part in any scientific or business proceeding of the Society.

**Chapter 4**

**Officers of The Society**

**Election of Officers**

**SECTION 4.1 - General**

The officers of The Society shall be nominated at or before the August meeting, elected during a Fall general meeting and installed at the December meeting. The vote of the majority of eligible voting members present shall be necessary for an election. The officers shall be the President, Vice-President, Secretary, Treasurer. An Officer may serve in two or more officer positions with the approval of the executive council provided that the President and Treasurer shall be separate individuals. All officer terms are initially for two consecutive years but may be reduced to one year by request of the incumbent and with approval of the President and Executive Council. All officers may be re-elected to two or more consecutive terms.

**Section 4.2 - President**

The President shall be elected for a term of two consecutive years. This may be reduced to a one-year term on request and subsequent EC approval. Terms may be extended beyond one term by approval of the EC.

**SECTION 4.3 - Vice- President**

The Vice President will become the President in the event the President should no longer be able to perform their duties.

**SECTION 4.4 – Terms**

The President, Vice-President, Secretary and Treasurer shall be elected for terms of two years and may be re-elected at the will of the Society. If any of these offices are vacated during the term, the President may appoint an active member of good standing in the Society to complete the term upon approval of the Executive Council.

**Chapter 5**

**Officers of the Society**

**Duties of Officers**

**SECTION 5.1 - President**

The President shall:

* 1. Preside at the meetings of the Society.
	2. Perform such duties as are customary and parliamentary usage may require.
	3. Sign all written instruments in the name of the Chapter when authorized including checks. The President may delegate this role to the Vice President or other officer of the Society, provided that the Treasurer cannot sign checks.
	4. Serve as the primary agent for fulfilling the Society's purposes.
	5. Represent the Society and its membership in all matters related to ethical practice and the art and clinical practice of medicine.
	6. Act for and on behalf of the Society whenever the business of The Society demands prompt action between regular meetings and when it is impractical or impossible to call a special meeting of the Executive Council.
	7. Serve as an ex-officio non-voting member of each committee so they may keep abreast of all Society business.
	8. The President may on approval by the Executive Council appoint a new Secretary, Treasurer, or member-at-large from EC or members in good standing should those offices become vacant between elections.

**SECTION 5.2 - Vice- President**

The vice-President shall:

* 1. Assist the President whenever requested.
	2. Serve as an Executive Council member.
	3. Assume the office of President should succession become necessary.
	4. Ensure that goals and objectives of the Society are being met on a timely basis, including quarterly audits of Committee reports and projects status reports when completed and presented.

**SECTION 5.4- Secretary**

The Secretary shall:

* 1. Chair the Constitution and Bylaws Committee.
	2. Perform such other appropriate duties as may be assigned by the President or Executive Council.
	3. Ensure a proper and accurate record of all proceedings of the Society and of the Executive Council, and of all matters of which a record may be deemed advisable.
	4. The Secretary may delegate these duties to the Executive Director of the Society or the appropriate Society employee or an appropriate administrative designee.
	5. Work with staff to ensure timely notification of the membership as to the time and place of each meeting.
	6. Ensure proper maintenance of:
		1. An up-to-date record of all members of the Society, including for each member the name, address, email address if available, telephone number, name of spouse.
		2. All documents, records, reports, and official correspondence connected with the business of the Society.
		3. Required notices of all Society and Executive Council meetings and all lists of candidates for office to be voted upon at any election.
	7. Make a report at such times as the President of the Executive Council (Board of Directors) may request.

**SECTION 5.5 - Treasurer**

The Treasurer shall:

* 1. Chair the Finance Committee.
	2. Ensure receipt and proper maintenance of all dues and funds belonging to the Society
	3. Ensure that all financial obligations are fulfilled in a timely manner.
	4. Ensure proper investment and maintenance of all surplus funds.
	5. Report to the Executive Council all recommendations of the Finance Committee regarding dues increases and assessments.
	6. Prepare a record of all financial proceedings of the Society and present them to the Executive Council annually or as directed by the Executive Council.
	7. The Society is authorized to carry insurance consistent with the Non Profit Act of NC, including Directors and Officers insurance coverage for the Treasurer, President, and Executive Director for exposure to personal liability an amount to be determined by the Executive Council.
	8. Render the final report at the December meeting upon request of the President.
	9. Ensure an annual audit of the finances of the Society by a Certified Public Accountant.

**SECTION 5.6 - Executive Director**

* 1. The Society may contract with the North Carolina Medical Society or other suitable organization for the services of an Executive Director reporting directly and solely to the President of the Society.
	2. The executive director will perform duties as directed by the President and authorized by the EC.
	3. Tasks will be enumerated in the Executive Director employment contract and will include Program management, employee supervision, administrative tasks, and support and assistance with the Officers' administrative roles.

**Chapter 6**

**Executive Council**

**(Board of Directors)**

**SECTION 6.1 - Executive Council (EC) composition**

The Executive Council shall be composed of the President, who shall serve as Chairperson; Vice-President, Secretary, Treasurer, Immediate Past President, and four members-at-large. Additional non-voting members may also be appointed at the direction of the EC. Nonvoting members of the EC who may serve in a consultant capacity if approved by the EC are the Delegates to the NCMS; Committee Chairpersons; Finance Committee members; Legislative Committee; Nominating Committee members; President of the Wake County Medical Society Alliance.

**SECTION 6.2** The President of the Society shall be President of the Executive Council, and the Secretary of the Society shall serve as Secretary of the EC.

**SECTION 6.3** The Executive Council has authority for overall management of the Society and exerts this authority through deliberation and voting at properly convened meetings. Meetings of the EC shall be held 4 times per year at a time and place set by the President.

**SECTION 6.4** A quorum shall consist of a minimum of 50% of active EC members. A 50% vote by the quorum will be required to pass a seconded proposal. Bylaws approval and amendment will require 75% of EC members approval.

**SECTION 6.5** - Duties of the Executive Council are as follows:

* 1. Propose, approve, administer, and monitor policies, projects, programs, and long-range policies and objectives of the society.
	2. Manage and control the business of the Society.
	3. Review, endorse, and present a budget to the membership at the Annual Meeting for the following year.
	4. Conduct emergency business arising between regular meetings.
	5. Review the applications of candidates for membership or change in Membership category submitted by the Secretary.
	6. Coordinate with The Wake County Medical Society Alliance and the North Carolina Medical Society.
	7. Approve all Presidential Committee Chairperson appointments and their committee members.
	8. Review and monitor the Society’s employee performance appraisal and compensation and make recommendations.
	9. Receive, analyze, and approve the Treasurer’s report and present it at the annual meeting when requested.
	10. Work with the Executive Director during preparation and writing of the annual report to be submitted to the membership.
	11. Establish a schedule of dues for various membership categories for inclusion in the Society Membership and Application policy and when necessary, prepare a recommendation to the general membership for approval at the annual meeting.

**SECTION 6.6 - Executive Council Meetings.**

The President shall set the time and place for the regular Executive Council meetings. At least seven (7) days' notice of such meeting shall be sent to Council members by the Executive Director or President. Notice by conventional mail or digital media is acceptable. The first and last meetings of the executive council each year shall be in person when conditions allow. Other meetings may be held by digital means at the discretion of the President and in consideration of the nature of business to be discussed.

**SECTION 6.7 - Director and Officer liability insurance.**

Director and Officer liability insurance in an amount to be determined by the Executive council may be maintained for Officers, Executive Council members and other personnel designated by the EC.

**Chapter 7**

**MEETINGS**

**SECTION 7.1 - General Meetings**

General (Regular) Membership meetings shall be held on four occasions during the calendar year in a quarterly format except as changed by two-thirds vote of the executive council.

**SECTION 7.2 - Annual Meetings**

One meeting each year shall be known as the Annual Meeting, if not otherwise designated it shall be held in the Fall on the third Thursday in October and shall be the time at which the officers for the ensuing year shall be elected.

**SECTION 7.3 - Special Meetings**

Special meetings may be called at the discretion of the President or by written request of 2 or more executive council members. A call for a special meeting shall state the purpose of such meeting, and no business except that stated in the call shall be transacted. The Executive Director or President shall give adequate notice of each special meeting to each active member of the Society at least seventy-two hours prior to the meeting.

**SECTION 7.4 - Meeting Site/Change in Meetings**

Proper notice of all meeting sites and times shall be given to the membership. The Executive Council shall have the authority to cancel or change the date and place of a regular meeting and provide proper notice to the membership.

**SECTION 7.5 - Conduct of Meetings**

**Conduct of meetings shall proceed as follows:**

**Parliamentary Procedure**

Orderly parliamentary procedure shall govern all meetings. All questions of procedures not otherwise covered herein or by policy shall be determined in accordance with the most current edition of *Robert's Rules of Order Newly Revised.*

**Order of Business**

The order of business at General Membership Meetings shall be as follows:

Call to Order by the President

Invocation at discretion of President (Non-denominational)

Approval of the Consent Agenda, consisting of the

Treasurer’s Report

Secretary Report

Minutes of the last meeting

Introductions and Announcements

Committee and Project Reports

Old and New Business

Program

Adjournment

**Chapter 8**

**Voting**

**Section 8.1**    At any General membership meeting of the Society, five percent (5%) of the regular members, certified as eligible to vote by the EC, including validated proxy forms submitted by eligible members as determined by the records of the Chapter, shall constitute a quorum.

**Section 8.2**    A quorum for the Executive council or any committee of more than two persons shall be a majority of its members.

**Section 8.3**    Voting at the annual, Board and special meetings shall be as follows:

**8.3.1**  Each member present and in good standing in the Society shall have one vote on each question except for the presiding officer who shall only vote to break a tie vote.

**8.3.2**   Voting shall be by voice unless a poll is demanded by a regular member duly qualified to vote, in which event votes shall be cast by a show of hands. Upon a motion supported by at least one-fifth of members present and voting, a roll call vote shall be held. The presiding officer may require that voting be by secret ballot if circumstances warrant.

**Section 8.4**    In urgent matters, the President shall be authorized to put questions to a vote by mail, email or by telephone.

**Section 8.5**   Proxy voting shall not be permitted at any Executive Council meeting of the Society but is allowed at the General Membership meeting and must be in writing and signed by a member in good standing and committed to an individual who is present and a member in good standing.

**Chapter 9**

**COMMITTEES**

**SECTION 9.1 Standing Committees** shall be the Nominating, Finance and Program committee.

**SECTION 9.11 - Nominating Committee**

 A Nominating Committee consisting of three (3) members shall be the three (3) past presidents. This committee shall prepare (a) one or more nominations for the offices of President, Vice-president, Secretary, Treasurer, two members-at-large (b) one or more nominations for each delegate and alternate delegate allotted to the Society by the State Society, and one member of the Membership and Member Services Committee, for presentation at the August meeting of The Society.

**SECTION 9.12 - Finance Committee**

 The Finance Committee shall be all EC members chaired by the Treasurer and shall consist of the President, and Immediate past President when available and up to two additional appointees by the President from the general membership. The duties of the Finance Committee shall be to prepare annually a budget and submit it to the Executive Council no later than July 1 of each year for the next year, study and make recommendations to the Executive Council any increases in dues payments, levy assessments as necessary to conduct society business, approve any expenditure not in the budget, review the annual audit, supervise all assets and real property of the Society, advise the Executive Council on remuneration of staff positions, insure adequate staff is maintained, advise the Society on employee benefit plans and programs, engage consultants to review salary and benefit packages to insure competitiveness, as needed. Reviews and assesses the Society’s system of internal auditing controls. Determines the overall scope of the annual audit.

**SECTION 9.13 - Program Committee**

 The Program Committee shall be appointed by the President from Members of the Society in good standing and approved by the EC. This committee is responsible for developing and promoting programs and activities of the Society to fulfill its mission.

**SECTION 9.2 Non-standing Committees** shall be designated by a majority vote of the Executive Council (Board of directors) and may include the following as examples: Public Health, Legislative, Membership, Grievance, Public Service, Sports Medicine, memorials, Bylaws, program committee.

**ARTICLE 10**

**Other**

**SECTION 10.1** **Fiscal Year.** The Society fiscal (business) year shall be for twelve (12) consecutive months beginning on 1 January and ending on 31 December.

**SECTION 10.2**   **Compensation.**

Officers, Directors, and appointed officials shall not receive any compensation for their services, but the Board of Directors may authorize reimbursement of expenses incurred in the performance of their duties.

**SECTION 10.3** **Use of funds.** The Society shall use its funds only to accomplish the purposes specified in Article 2 above, and no part of said funds shall inure or be distributed to members, officers, or directors.

**SECTION 10.4** **Liability.**

Nothing herein shall constitute members of the Society as partners for any purpose. No member, Officer or agent of the Society shall be liable for acts or failures to act on the part of any other member, officer, or agent; nor shall any member, officer or agent be liable for acts or failures to act under these bylaws, excepting only acts or failures to act arising out of willful misfeasance.

**SECTION 10.5**  **Dissolution.**

In the event of dissolution of the Society and after the discharge of all its liabilities, the remaining assets shall be donated to non-profit organization(s) whose purposes and objectives are like those of the Society, such organization to be designated by a majority vote of the Executive Council (Board of Directors).

**SECTION 10.6**  **Maintenance of Books and Records.**

All documents necessary for the functioning of the Society shall be maintained for a minimum of 7 years and may be purged at the direction of the secretary. Documents that are deemed useful for historical purposes may be donated to the Olivia Raney Library collection maintained for outdated Society documents.

**Chapter 11**

**Conflicts of Interest**

**SECTION 11.1**  **Policy.**

The Society shall maintain a Conflicts of Interest (COI) Policy that fulfills the standard requirements of the IRS template policy in definitions, purposes, and procedures.

**SECTION 11.2**  **Applicability.**

The COI policy shall apply to all Key personnel of the Society including Officers, directors, council members and corporate staff and employees.

**SECTION 11.3**  **Updating of COI Statements.**

Annual updated statements shall be required of all key personnel and updated in the interval as needed.

**Chapter 12**

**Amendments**

**SECTION 12.1** These bylaws may be amended by a two-thirds vote of the Active members present and voting at a regular or special Society meeting, provided that a quorum is present at the time the vote is taken and either (1) the proposed amendments are stated in full in the notice of the meeting at which action is to be taken thereon, or (2) an announcement of the proposed amendments was given to each member and multiple copies of the old and proposed bylaws made available to the members at two or more consecutive general membership meetings at least twenty (20) days apart (the last such meeting may be the meeting at which the vote is taken).

**SECTION 12.2**    When proposed amendments are properly presented before any meeting for consideration, they may, before last action is taken thereon, be changed by a majority vote, provided the change is germane to the subject of the amendment under consideration.

**ADOPTION OF BYLAWS**

This is to certify that the foregoing bylaws were approved and adopted by the Executive Council (Board of Directors) on this \_\_\_ day of \_\_\_\_\_ and General Membership at a membership meeting of the Society, (The Wake County Medical Society) on this \_\_\_ day of \_\_\_\_\_.