

**CONSTITUTION AND BYLAWS OF  
THE NORTH CAROLINA MEDICAL SOCIETY ALLIANCE HEALTH EDUCATION  
FOUNDATION, INC. - WAKE COUNTY  
D/B/A  
WAKE COUNTY MEDICAL SOCIETY ALLIANCE ADOPTED ON JUNE 1, 2020**

**Article I - Name, Principal Office and Registered Office**

The name of this organization shall be “The North Carolina Medical Society Alliance Health Education Foundation, Inc. – Wake County” d/b/a “The Wake County Medical Society Alliance” (hereinafter referred to as the “Alliance” or WCMSA). The Alliance is a subordinate organization of the North Carolina Medical Society Alliance Health Education Foundation and of the American Medical Association Alliance.

The initial principal office of the Alliance shall be located at: The Office of the North Carolina Medical Society Alliance, 1500 Sunday Drive, Suite #102, Raleigh, North Carolina 27607. The principal office may be changed from time to time upon vote of the Board of Directors.

The registered office of the Alliance required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office. The Alliance may have offices at such other places, whether within or without the State of North Carolina, as the Board of Directors may designate or as the affairs of the Alliance may require from time to time.

**Article II - Purpose and Objectives**

The purpose for which the Alliance exists is to engage in any lawful activity for which corporations may be organized under Chapter 55A of the North Carolina General Statutes entitled “Nonprofit Corporation Act” and the several related amendments.

Without limiting the foregoing, subject to the limitation set forth in the Articles of Incorporation of the Alliance and the Internal Revenue Code Section 501(c)(3), the objectives of the Alliance shall include, but not be limited to, the following:

- . To advocate support for health-related projects and programs in Wake County communities.
- . To raise and administer funds to support Wake County Medical Society Alliance health-related projects and programs.
- . To cultivate supportive relationships among physicians’ families.
- . To support and participate with the State Alliance and the County and State Medical Society in their efforts.

## **Article III - Membership**

### **Section 1. Definition**

Membership in the County Alliance shall include those persons who meet the qualifications as regular, 30-Year and 50-Year members, special, and honorary members.

### **Section 2. Classifications and Privileges**

#### **A. Regular**

1. A member who is the spouse, widow, widower, or divorced spouse of a physician who is eligible to be a member of the Wake County Medical Society.
2. A physician member shall be eligible to be a member of the Wake County Medical Society.
3. A physician-in-training spouse member is the spouse of a physician-in- training in a training program or medical school approved by an appropriate accrediting agency.
4. A physician-in-training member shall be in a training program or medical school approved by an appropriate accrediting agency.
5. A regular member may represent the County Alliance on the state level only if the person holds regular membership in the State Alliance.

#### **B. Thirty-Year and Fifty-Year Members**

1. A thirty-year member and fifty-year member are regular members who have paid State Alliance dues for 30 years or 50 years, consecutive or not. They shall receive special recognition at the annual meeting of the County alliance.
2. Thirty and fifty-year members shall pay dues.
3. They are encouraged to join the State and National alliances, for which they are eligible for all benefits of regular members.

**C. A Special Member** shall be a person not falling under Section A or B above, who is admitted by the Board of Directors.

#### **D. Honorary Member**

1. An honorary member is a member or non-member who is elected to honorary membership by a majority vote of those present at the Annual Meeting, provided that the person's name has been submitted to the Board of Directors prior to the Annual Meeting. To be nominated for honorary membership, a person must have rendered long and distinguished service to the work of the County Alliance. Any regular member may nominate a person for honorary membership.
2. An honorary member shall be entitled to such privileges of membership as are

awarded in each case by the Board of Directors and shall be exempt from county dues. If an honorary member is a regular member, he or she shall be entitled to all the privileges of a regular member.

3. An honorary member who is not eligible to be a regular member shall not be eligible to vote or hold office.

#### **Article IV - Dues**

All members except honorary members are expected to pay dues to the County and are encouraged to pay dues to State and National Alliances. The North Carolina Medical Society Alliance (NCMSA) shall invoice WCMSA members for WCMSA dues. The NCMSA will forward these dues to the Alliance treasurer monthly.

The amount of county dues may be changed by a majority vote of the membership at an Alliance Membership Business meeting on the recommendation of the Board of Directors, provided the proposal has been presented at a previous Alliance Membership Business meeting, or, written notice has been given three (3) weeks in advance of the meeting.

#### **Article V - Officers**

The elected officers of the Alliance shall be: President or Co- Presidents, President-Elect or Co-Presidents-Elect, Recording Secretary, Corresponding Secretary, Treasurer and any other officers as may be created by the Board of Directors from time to time. All elected officers must be regular members. All elected officers constitute and serve as the Executive Committee. No elected officer may serve two (2) consecutive terms in the same office except under circumstances as approved by the majority of the Board of Directors.

#### **The President or one (1) of the Co-Presidents shall:**

- A. Supervise all the affairs of the Alliance.
- B. Preside at all designated meetings of the Alliance, including Executive Committee, Board of Directors, and Membership Business meetings. The President or one (1) of the Co-Presidents may call special meetings of the Alliance Membership, Executive Committee, Board of Directors, and of all standing and ad hoc committees except the Nominating Committee.
- C. Shall serve as an ex-officio member of all committees except the Nominating Committee.
- D. Shall have access to all meeting minutes and related documents of the Standing Committees, Ad Hoc Committees, and the Board of Directors.
- E. Appoint chairs of all standing committees and representatives to other organizations.

- F. Attend or send a representative to the State Alliance meetings/workshops when possible.
- G. Serve as Chair of the Nominating Committee following his or her tenure in office. Should the immediate past President or one of the immediate past Co-Presidents are unable to serve in this capacity, the Nominating Committee may elect its own chair.
- H. Present an Annual Review to County Alliance Membership concerning local Alliance activities. The President or Co-Presidents shall send the Annual Review to the State Alliance using format(s) as requested.
- I. Attend executive committee meetings of the Wake County Medical Society or appoint a representative on his or her behalf.
- J. Sign checks in the absence of the Treasurer.

All decisions and duties of the President may be carried out by the Co-Presidents, who share one vote.

**The President-Elect shall:**

- A. Be actively involved with the duties of the President, participate in committee activities, and, in the absence of the President, perform the duties of the President.
- B. Serve as an active member of a Standing Committee of choice.
- C. Recruit the Standing Committee chairs and representatives to other organizations to serve during her tenure as President the following year.
- D. Attend National and State Alliance meetings and workshops whenever possible.

**The Recording Secretary shall:**

- A. Record the attendance and minutes of all meetings of the Executive Committee, Board of Directors, and at the Alliance Membership Business meetings. A copy shall be given to the President as soon as possible after each meeting.
- B. Be responsible for the care of the Alliance's permanent files, adding the minutes of all meetings and other records as directed.

**The Corresponding Secretary shall** conduct any correspondence assigned by the President.

**The Treasurer shall:**

- A. Be responsible for full and accurate accounts of receipts, disbursements, and investments of the funds of the County Alliance, and be prepared to present a

- statement of accounts at all meetings.
- B. Present the budget at an Alliance Membership Business meeting prior to the beginning of the new fiscal year and disperse funds as approved by the Alliance.
  - C. Coordinate efforts with the Membership Committee to maintain membership records.
  - D. Submit state and national dues to the NCMSA and the AMA Alliance as mandated.
  - E. Ensure the submission of accounts to the State Alliance for audit by its certified public accountant and the payment of the affiliate fee to the NCMSA by Oct. 1 each year. A penalty may be charged for late payment.
  - F. Serve as the Chairman of the Finance Committee, call meetings and direct compliance to Article X of these Bylaws.
  - G. Oversee compliance to the current Finance Policy of the WCMSA.
  - H. Keep the Board of Directors well informed on financial matters.
  - I. Oversee the payment of the premium for the liability insurance.

**The Parliamentarian shall** advise the Alliance as to correct procedure, according to these Bylaws and Roberts' Rules of Order. The Parliamentarian shall attend meetings of the Executive Committee and Board of Directors but shall not have voting privileges. The Parliamentarian shall advise the Board and the Executive Committee on the proper interpretation of Bylaws and Policy matters. The Parliamentarian is appointed by the President.

#### **Article VI - Executive Committee**

The Executive Committee shall consist of the elected officers, Parliamentarian and an immediate past President. The Executive Committee shall perform the duties of the Board of Directors between board meetings, act in emergencies, and transact all business referred to it by the Board of Directors. A quorum for an executive meeting shall be the majority of its members.

#### **Article VII - The Board of Directors**

The business and affairs of the Alliance shall be managed by its Board of Directors which shall be composed of the Executive Committee and Standing Committee Chairmen. The board shall have no fewer than six (6) members. The Board shall have the power to propose continuing resolutions and policy statements for the Alliance, subject to approval by the majority of the Board of Directors.

The Board shall meet as needed but at least three times a year to plan and direct the

affairs of the Alliance and shall govern the Alliance between all Alliance Membership Business meetings. At least one (1) Board meeting shall be held before the first scheduled Alliance Membership Business meeting. A quorum for a board meeting shall be those members present, provided a two (2) week written notice has been given.

Any vacancy occurring on the Board of Directors may be filled by the remaining directors. A director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

Regular or special meetings of the Board of Directors may be held at such place, either within or without the State of North Carolina, as shall be designated in the notice of the meeting or in a waiver of notice of the meeting signed by all the Directors then in office.

Except as otherwise provided in these Bylaws, the act of the majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Action taken by a majority of the directors without a meeting is nevertheless action of the Board of Directors if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action so taken. Voting may be taken by mail, phone, or an electronic means. Proxy voting shall not be permitted.

#### **Article VIII - Nominations, Elections, and Vacancies in Office**

1. The Nominating committee shall consist of five (5) members. The immediate past president or one (1) of the past co-chair presidents shall chair the Nominating Committee and the other four (4) members shall be requested from the general membership. If there is insufficient response to this request, the President shall appoint the remaining members of the Committee. No person may serve on the Nominating Committee for more than two (2) consecutive years. Alliance members may submit suggestions to the committee. The president-elect shall serve as an ex-officio member. In the event the immediate past president is unable to chair the Nominating Committee, the Committee may elect its own Chair.
2. Members of the Nominating Committee shall serve from the time of their initial appointment until the appointment of the new committee the following year.
3. The Nominating Committee shall present a slate of candidates for the elected offices of the Alliance to be approved at the annual Alliance Membership Business meeting.

Additional nominations may be made from the floor. No one shall be nominated whose consent has not first been obtained. A majority vote of those present shall constitute election.

4. The Alliance officers shall take office on the first day of the new fiscal year. Alliance officers shall hold their offices for one (1) year, with the President-elect or Co-Presidents-elect becoming President.
5. A vacancy occurring in an office shall be filled by the Board of Directors, subject to a majority of those present at the next scheduled Board of Directors meeting, with these exceptions:
  - A. If the President position remains vacant or the duly elected President is unable to serve, the President-Elect shall become President. If the term remaining is less than six (6) months, the President-Elect shall also serve the term for which elected. If the President-Elect serves for more than six (6) months, a new President-Elect shall be appointed.
  - B. If one (1) of the duly elected Co-Presidents is unable to serve, the rest of the term shall be filled by the remaining Co-President.
  - C. If the office of President-elect or Co-Presidents-elect remains vacant, the Board of Directors may fill the vacancy.
  - D. If vacancies occur in the offices of **both** President and the President-Elect, the Board of Directors shall share those responsibilities until another candidate(s) is recruited by the Nominating Committee (subject to general Membership approval), or, is duly appointed by the Board of Directors.

#### **Article IX - Standing Committees**

The standing committees are Finance, Program, Membership, Nominating and Bylaws. The President may appoint other Ad Hoc committees to promote the work of the Alliance. Each standing committee, through its Chairperson, shall present a plan of work to the President for approval by the Board of Directors, and no work shall be undertaken without such approval.

#### **Article X – Finances, Funds, Loans and Contracts**

There shall be a Finance Committee composed of the President, President-Elect, Treasurer, immediate Past Treasurer, and others deemed appropriate by the President. The Treasurer shall serve as Chair. A quorum for a meeting shall be a majority of the members of the Finance Committee. A two-thirds (2/3) vote of those present shall constitute approval.

The Finance Committee shall advise the Alliance in financial matters.

The Finance Committee shall submit a budget prior to the beginning of the next fiscal year for discussion and adoption by the Board of Directors. The adopted budget shall then be presented at an Alliance Membership Business meeting prior to the beginning of the new fiscal year for membership approval.

An officer or committee chair whose work necessitates the expenditure of Alliance funds shall present a budget to the Treasurer detailing expected expenditures required to complete the work prior to expenditure of funds. Budget requests are subject to approval by the Board of Directors.

ALL requests for reimbursement must be submitted to the Treasurer with an Expense Reimbursement Form. *(See Finance Policy, Addendum B)* Budgeted funds not expended shall remain in the general fund.

All checks, drafts, or other orders for the payment of money, issued in the name of the Alliance, shall be signed by the Treasurer or the President of the Alliance.

The Board of Directors shall create and maintain a Reserve Fund to preserve the operation and function of the WCMSA, as outlined in the Finance Policy, Section V. Asset Management, Reserve Funds.

The Board of Directors shall maintain a Community Health Fund restricted to projects or services serving the needs of Wake County communities. Alliance Members may submit requests for monies from the Fund as outlined in the Finance Policy, Section V. Asset Management, Restricted Funds.

Donations and Endowments may be made to the WCMSA for a designated purpose or in the name of a specific person as outlined in the Finance Policy, Section V. Asset Management, Donor Endowment Funds.

No loans, contracts or evidence of indebtedness shall be issued in its name or on behalf of the Alliance unless authorized by a resolution of the Finance Committee and the Board of Directors. Such authority may be general or confined to specific instances. Any such authorization shall be documented in writing as to the purpose of and limits to such contract(s).

All funds of the Alliance not otherwise employed shall be deposited from time to time to the credit of the Alliance in such depositories as the Finance Committee may select.



## **Article XI - Meetings**

Alliance Membership Business meetings shall be held a minimum of two (2) times a year. Additional special meetings may be called by the President or the Executive Committee. Those members present constitute a quorum for all meetings of the Alliance Membership provided a two (2) week written, phone, email, or any other electronic means of notice has been given.

## **Article XII - General Provisions**

**Section 1. Amendments:** These bylaws may be amended at any Alliance Membership Business meeting by a two-thirds (2/3) vote of those present provided the amendment has been presented to the Alliance Membership at a previous Alliance Membership Business meeting or written notice given three (3) weeks in advance of the meeting. These bylaws should be reviewed no less frequently than every three (3) years.

**Section 2. Parliamentary Authority:** The newest edition of **Roberts Rules of Order** shall be the parliamentary authority.

**Section 3. Dissolution of the Corporation and Disposition of Assets:** If a plan of dissolution is approved by a majority vote of the directors, then the directors shall submit the plan of dissolution to the members. Upon submission of a resolution from the Board of Directors, such resolution of voluntary dissolution of the Corporation shall be adopted if it receives at least (3/4) three-fourths of the votes entitled to be cast by the members present. No person shall possess any property right in or to the property or assets of the Alliance.

Upon dissolution of the Alliance and after all obligations are satisfied, all assets shall be distributed exclusively to charitable organizations/foundations currently supported by the Wake County Medical Society Alliance and are exempt organizations described in section 501(c)(3) of the Internal Revenue code.

**Section 4. Fiscal Year:** The fiscal year of the Alliance shall be from June 1 to May 31.

**Section 5. Notice:** Whenever notice is required to be given for any purposes under these bylaws, it shall be sufficient that notice has been transmitted by any means, including, but not limited to electronic mail or facsimile transmission. Unless otherwise stated, a recipient shall be deemed to have agreed to notice in any manner for which the number or address for receiving such notice has been provided to the Alliance for receipt of messages or notices.

**Section 6. Waiver of Notice:** Whenever any notice whatever is required to be given under the provision of the Non-Profit Corporation Act of the State of North Carolina or under the

provisions of the State Articles of Incorporation or the bylaws of the Alliance, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of notice.

**Section 7. Compensation:** No part of the net earnings of the Alliance shall inure to the benefit of its members, directors, officers, or other persons except that the Alliance shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the tax-exempt purposes of the Alliance.

**Section 8. Indemnification:** To the extent permitted by law, members of the Board of Directors designated by the Executive Committee shall be indemnified by the Alliance against reasonable expenses, including attorney's fees, settlement and judgment costs necessarily incurred by them in defense of any action, suit or proceeding instituted against each member of the Board of Directors or to which they may be a party defendant by reason of their being or having been a member of the Board of Directors of the County Alliance.

**Section 9. North Carolina Nonprofit Corporation Act:** The North Carolina Nonprofit Corporation Act (North Carolina General Statutes §55A-14-01 to §55A-14-40) shall govern all additional matters with regard to the corporate affairs of the Alliance.