

CONSTITUTION AND BYLAWS
OF
BRUNSWICK COUNTY MEDICAL SOCIETY

ADOPTED

CONSTITUTION

CONSTITUTION

Article I – Name

The name of this organization is The Brunswick County Medical Society.

Article II – Purpose

The purpose of this society shall be to form an organization of the physicians of Brunswick County, so that by frequent meetings and full and frank interchange of views they may secure such intelligent unity in every phase of their labor as will elevate and make effective the opinions of the profession in all scientific, public policy and health, material and social affairs, to the end that the profession may receive that respect and support within its own ranks and from the community to which its honorable history and great achievements entitle it; and with other county medical societies of the State of North Carolina as a component society of the Medical Society of the State of North Carolina and through it with other association, to form and maintain the American Medical Association.

Article III – Membership

Section 1. Eligibility.

Every lawfully registered physicians residing or practicing in Brunswick County, who is of good moral character and professional standing and who does not support or practice or claim to practice, any exclusive system of healing, shall be eligible for election to membership as provided by the Bylaws.

Section 2. Classes of Members

This society shall consist of:

1. Active Members
2. Life Members
3. Scientific Members
4. Courtesy Members

Section 3. Rights and Duties of Members.

The right to vote and to hold office in this Society is limited to active and life members. Only active, scientific, and courtesy members will be required to pay dues. Within these limitations the bylaws may provide the respective rights and duties of the respective classes of members.

Article IV – Officers

The officers of the Society shall be President, President-elect, Vice-President, Secretary-Treasurer, One Delegate for EACH 25 members or majority thereof (13 members or more), 3 Censors, and two members of the Executive Committee in the first year after. All officers shall be elected by ballot after verbal nominations made at the annual meeting. A majority vote of the members present shall be necessary to elect. An officer elected shall take possession of his office at the close of the meeting at which elected. Officers shall serve for the period for which they were elected and until their successors are elected and qualified.

In case of death, disability, or resignation of any elected officer except this president, the Executive Committee shall appoint a successor for the balance of the term, which appointment shall be ratified by the Society.

Article V – Standing Committees

The standing committees of the Society shall be:

1. Executive Committee
2. Program Committee
3. Grievance Committee
4. Publicity Committee (Public Relations Committee)
5. Committee of Public Health

Each standing committee shall consist of a chairman and at least two members appointment by the president as provided in the Bylaws.

Article VII – Meetings

The annual meeting of the Society shall be held in November each year, adequate notice of which shall be given to each member by the secretary-treasurer.

Regular meetings shall be held at the discretion of the Executive Committee at least 4 times a year, with the annual meeting as one of the 4. Conjoint meetings with other medical groups shall not take the place of these regular meetings. The time and place of all meetings shall be selected by the Executive Committee and the Secretary-Treasurer shall notify the membership in adequate time of the date, time, place and subject of such meetings.

Special meetings shall be calling by the President or on the written request of five percent of the active members who shall state the articular purpose for which the meeting is called. Notice of a special meeting shall be given as required for regular meetings, and at such special meetings no business other than that specified in the call of the meeting shall be transacted.

Twenty percent of the active membership shall constitute a quorum at any meeting. In the absence of a quorum, business shall not be transacted.

Article VIII – Dues and Disbursements

The annual dues of active, scientific, and courtesy members shall be prescribed by the Bylaws.

Assessments may be made of all members if such assessment is approved by a two-thirds vote of those active members present at the meeting at which the matter is discussed and voted on, prior written notice of contemplated action having been given to all members. Assessments adopted shall fall on honorary and courtesy members as well as active members as a condition to such membership unless otherwise provided at the time of adoption.

Dues may be waived in exceptional cases by the Executive Committee.

Article IX – Prohibited Activities

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its members, directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes set forth in these articles of incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Article X – Distributions Upon Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, to New Hope Clinic, Inc., a 501(c)3 non-profit organization located at 201 W. Boiling Spring Road, Southport, North Carolina 28461. Should New Hope Clinic, Inc. have been dissolved or is no longer in existence, then upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

Article XI – Miscellaneous

Section 1. Incorporation.

The Society shall have the authority to elect an Executive Committee and to provide for articles of incorporation whenever it may deem this necessary.

Section 2. Amendments.

The Society may amend any article of this Constitution by a two-thirds vote of its members at any regular meeting, provided that such amendment of amendments are not in conflict with the constitution, bylaws and regulations of the state association; provided, also, that such amendment shall have been read in open session a previous regular meeting and shall have been sent by mail to each member ten days in advance of the meeting at which final action is to be taken.

BYLAWS

Chapter I. – Membership

Section 1. Membership

Any person hold the degree of Doctor of Medicine, Bachelor of Medicine, or equivalent medical degree from a reputable medical school, who is of good moral character, who supports the Constitution and Laws of the United States and this state and who abides by the “Principles of Medical Ethics” of the American Medical Association shall be eligible for membership in this Society.

Section 2. Qualifications

A person to be eligible to, or continue in any of the classes of membership mentions in the Constitution must:

1. Possess the degree of Doctor of Medicine or Bachelor of Medicine or an equivalent degree in the healing art.
2. Not support, practice or claim to practice any exclusive or sectarian practice.
3. Abide by the “Principles of Medical Ethics” of the American Medical Association.
4. Be of good Moral character.
5. Abide by the Constitution of the United States and of this state and the laws of both.

Section 3. Qualification of each class:

1. To be an active, honorary, or scientific member, one must be licensed to practice medicine in this state.
2. To be eligible for active membership, the applicant must be eligible for active membership in the Medical Society of the State of North Carolina, and must express a desire to practice in Brunswick County within 6 months of the date of application, unless, having transferred from another community where he was at the time of such transfer and active member in good standing of a component and constituents medical society; and in this even, he shall be eligible for membership immediately.
3. To be eligible for a life membership the applicant must be a physician in good standing in this or another component of the Medical Society of the State of North Carolina for twenty or more consecutive years and must have reached the age of seventy years.
4. To be a scientific member, the applicant must be a reputable and legally registered physician who is not eligible for active membership, practicing non-sectarian medicine in this county for three month, unless having transferred from another community, where he was at the time of such transfer a scientific member in good standing of a component and constituent society of the State Society; and in this event, shall be eligible for membership immediately.
5. To be eligible as a courtesy member or to continue to be obe, one must:

- a. Be a member in good standing of some other component medical society of the State Society, or a neighboring state and in practice in Brunswick County, holding a license to practice in this state; or
- b. Be a member of some branch of the medical service of the United States of the State of North Carolina; or
- c. Be an intern, resident, or fellow undergoing training in this state or one who has just completed such training and has not yet received his license to practice, but in no case shall such membership be continued for a period in excess of six months from the completion of training.

Section 4. Applications for Membership

A candidate for membership shall make application in writing on a form provided by the secretary-treasurer and shall state his age, his college and date of graduation, the place in which he has practiced, and the date of registration in this state. The application must be accompanied by the membership fee and must be endorsed by two members of this Society. It shall be referred to the Board of Censors, which shall inquire into the standing of the applicant, assure themselves and report acceptance or rejection at the next regular meeting of this Society. Two-thirds of the votes of the members present and voting shall be necessary to elect. The application shall be returned to the secretary-treasurer, who shall file it for future reference. Applications for membership from rejected candidates shall not be reconsidered within six months of such rejection.

Section 5. Transfer

A physician applying for membership as a transfer from any other component of the Medical Society of the State of North Carolina shall submit an application as a new member and shall accompany his application with a transfer card in lieu of a membership fee. The Board of Censors shall consider such application as a new applicant and report to the Society recommending that the application be accepted or rejected. A majority vote of those present and voting shall be necessary to accept a recommendation for membership and a four-fifth vote shall be necessary to accept a recommendation against membership. Annual dues shall be prorated making due allowance for dues previously paid by the transferee during the fiscal year.

Section 6. Physicians in Adjoining Counties.

A physician residing in an immediately adjoining county having his principle office in this county may become a member of this Society in like manner and on the same terms as a physician living in this county, on permission of the county society of the county in which the applicant lives.

Section 7. Transfer Letter

A member in good standing who is free from all indebtedness to this Society, and against whom no charges are pending, wishing to withdraw, shall be granted a transfer letter. This letter shall state the date the member associated himself with this Society, the date of issuance of the letter and a statement that he is in good standing and his dues are paid until the date specified. It shall be signed by the secretary-treasurer.

Section 8. Rights of Members.

All members in good standing shall be equally privileged to attend all scientific and business meetings of this Society. Members under suspension or expulsion shall not pay dues, nor shall they be eligible to vote, hold office or take part in any scientific or business proceedings of the Society.

Section 9. Discipline.

A member who has been convicted of a felony or of any violation of the Medical Practice Act of who violates any of the provisions of this Constitution and Bylaws or "Principles of Medical Ethics" of the American Medical Association shall be liable to censure, suspension or expulsion. Charges against a member must be made in writing and be delivered to the Secretary, who shall immediately furnish a copy to the accused and to the Chairman of the Board of Censors. The Board of Censors shall investigate the charges on their merits, but no action shall be taken by the Board within ten days of the presentation of the charges to the accused, nor before giving the accused and assusers ample opportunity to be heard.

The board shall report to the Society (1) that the charges are not sustained; or (2) that the charges are sustained and that the accused by (a) censured, (b) suspended for a definite time, or (c) expelled. Censure or suspension shall require a two-thirds vote of the members present and voting, and a three-fourths vote to those present and voting shall be required to expel a member. No action shall be taken by the Society in such case until at least three weeks have elapsed since the filing of the charges. A member suspended for a definite time shall be reinstated automatically at the expiration of the time. Suspension or revocation of membership by the State Society shall automatically call for the same action from this Society.

Section 10. Attempts to Conciliate.

Kindly efforts in the interest of peace, conciliation or reformation, so far as reasonable, should precede the filing of formal charges by the Board of Censors affecting the character or standing of a member, and the accused shall have opportunity to be heard in his own defense in all trials and proceedings of this nature. Failure to attempt reconciliation shall not preclude or otherwise affect investigation, hearing, report and action on charges.

Section 11. Re-application after Expulsion.

Members expelled from the Society for any cause shall be eligible for membership after one year from date of expulsion and on the same terms and in like manner as original applicants. Members who have been suspended shall automatically become members again in good standing on expiration of the period of suspension and payment of dues then current.

Chapter II. – Powers and Duties

Section 1. General.

This Society shall encourage among the members of the profession the interchange of views on all phases of professional advancement in order to equip each member of the profession to serve society and promote public health, maintain a program of scientific education for members of the Society,
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advance the standard of medical practice and insure observance of the ideals and ethics of the medical profession.

Section 2. Powers.

This Society shall have the power to acquire and hold title to such real and personal property as may be necessary to accomplish its purposes and to carry on such functions and activities as are deemed necessary to accomplish effectively the above purposes; provided, however, it shall engage in no activity that cannot reasonably be considered incidental or necessary to its charitable, educational or scientific purposes.

Section 3. Community Responsibilities.

This Society shall endeavor to educate its members to the belief that the physician should be a leader in his community, in character, in learning, in dignified bearing, and in courteous and open treatment of his brother physicians, to the end that the profession may occupy that place in its own and the public estimation to which it is entitled.

Chapter III. – Officers

Section 1. General

The officers of the Society shall be elected at the November meeting in each year, which shall be known as the annual meeting. All elections shall be by secret ballot, provided that which only one person is nominated for an office, vote may be taken viva voce. The vote of a majority of all members present shall be necessary for election. Officers shall serve for one year with the exception of the delegates whose term shall be two years. Officers and delegates shall assume office at the close of the meeting at which they are elected.

Section 2. President.

The President shall preside all meetings of the Society and shall have the power to preserve and regulate the proceedings according to custom and parliamentary usage. He shall appoint special committees as necessary. He shall fill vacancies in offices or committees which may occur or as ordered by the Society. He shall be Chairman of the Executive Committee and an ex-officio member of all committees. He shall be responsible for the execution of the mandates of the Society. He shall assume office at the annual meeting one year following his election, during which time he assumes the office of President-elect, and shall continue in office until the annual meeting of the following year.

Section 3. President-elect.

The president elected at any meeting shall be known as the President-elect until he assumes the duties of President. The President-elect shall be Chairman of the Program Committee and shall be a member of the Executive Committee. It shall be his duty also to assist the President whenever requested.

Section 4. Vice-President.

The Vice-President shall assist the President to perform his duties, shall preside in his absence, and on the death, resignation or removal of the president from the county, shall succeed to the Presidency. He shall be a member of the Executive Committee.

Section 5. Secretary-Treasurer.

The Secretary-Treasurer shall keep or cause to be kept in permanent form a correct record of all transactions of the Society and shall be the guardian of the charter of the Society. He shall make and keep a list of the members of the Society in good standing, noting of each correct name, address, place and date of graduation, and the date of licensure to practice in this State. In a separate list she shall note the same facts in regard to each legally qualified physician in this county not a member of this Society. It shall be his duty to send a copy of such lists, on blanks furnished him for this purpose, to the Secretary of the Medical Society of the State of North Carolina at such time as may be designated by that Society. In making such lists he shall endeavor to account for each physician who has moved into or out of the county during the year, stating, when possible, both his present and past address. At the same time, and with his report of such lists of members and physicians, he shall transmit to the Medical Society of the State of North Carolina his order on the Treasurer for the annual dues of the Society. The Secretary may sever as Treasurer also.

The Secretary-Treasurer shall be a member of the Executive Committee, and it shall be his duty to keep or cause to be kept, a permanent record of the transactions of the Committee.

An Executive Secretary may be employed by the Society at the discretion of the Executive Committee, at a salary set by the Executive Committee.

The Secretary-Treasurer shall receive all dues and money belonging to the Society from the hands of the Secretary or member, and shall pay out the same only on the approval of the Executive Committee. He shall arrange for an annual audit of the books of the Society by three members of the Executive Committee two weeks prior to the annual meeting of the Executive Committee, at which time his report, with the recommendations of the three examiners, shall be subject to review and recommendations from the Executive Committee. A copy shall become a permanent part of the records of the Society.

Section 6. Delegates.

Delegates to the Medical Society of North Carolina shall be chosen as follows: One-half of the number of delegates and alternates allowed this Society shall be elected every other year, to serve a period of two years. Nominations for delegates and alternates shall be free and open from the floor at the November meeting.

It is the duty of the delegate to attend and faithfully represent the members of this Society at the House of Delegates. If a delegate finds that he will be unable to fulfill this obligation, it is his duty to SECURE from the group of alternates someone who can take his place at the House of Delegates. The Chairman of the Delegates shall be informed in writing of this change.

The delegate having seniority shall be Chairman of Delegates and shall guide procedure and policy.

Section 7. The Board of Censors.

Membership on the Board of Censors shall be an elective office with one member elected in odd years and two members in even years, to serve for a three-year period. The senior member of the Board, in terms of Society membership, shall be the chairman.

The Board of Censors shall consider all matters pertaining to the conduct and ethics of the members. It shall be the duty of the Board of Censors to examine charges and evidence made against members and to act in accordance with the procedure set up in Chapter I, Section 9, of these Bylaws. The Board of Censors is also responsible for receiving all applications for membership from the Secretary-Treasurer and shall examine the qualifications of the applicant. It shall recommend to the Society acceptance or rejection of each application received.

Chapter IV. – Committees

Section 1. Standing Committees.

These shall be: Executive Committee, Program Committee, Grievance Committee, Publicity Committee, and Committee on Public Health. Special committees may be created by the membership, or appointed by the President.

Section 2. Executive Committee.

- A. The Executive Committee shall consist of the President, President-elect, Vice President, Secretary-Treasurer, and two members elected by the Society, one to serve two years and the other for a year. After the first year in which this is adopted, a single representative from the Society shall be elected for two years.
- B. The Executive Committee shall select the time and place, and make arrangements for the meetings, have general supervision of the affairs of the Society not otherwise provided for, have referred to it all new business, and report to the Society for final consideration the results of its action.
- C. Special meetings of the Executive Committee may be called at the discretion of the Chairman at any time.
- D. The Executive Committee shall appoint a Nominating Committee of at least three members, only one of whom may be a member of the Executive Committee. The Nominating Committee shall be instructed to present a slate of officers to the Society for election at the November meeting, The Nominating Committee shall be appointed before October first of each year.

Section 3. Program Committee.

This Committee shall consist of the President-elect, who shall be Chairman, and two other members selected by the President. It shall be the responsibility of this Committee to prepare the program for the Society.

Section 4. Grievance Committee

- A. The purpose of this committee shall be to prevent or resolve misunderstandings and to clarify and adjust differences between physicians and patients, or between members and to assist in maintaining high levels of professional deportment.
- B. The Committee shall be composed of at least six members appointed by the President. In the year in which this is adopted, the President shall appoint succeeding years, the President shall appoint two men to serve for year years. The President shall annually designate one member to the Chairman of the Committee, who shall not vote, except in the case of a tie.
- C. The Committee is granted the authority to receive complaints in writing from any source, to investigate on its own motion; to arbitrate and mediate where it deems necessary; and which appropriate, to refer its findings to the proper judicial body for adjudication. The Committee is granted the full authority to compel a response from any member of the Brunswick County Medical Society, and in the event on non-compliance, may file charges before the appropriate judicial body of this Society. The Committee shall have no authority to take any disciplinary action regardless of its findings.
- D. The Committee shall promptly acknowledge, promptly investigate and promptly announce its findings to those concerned in all complaints submitted to it. The Committee shall guarantee these privileges to the complainant and complainee, namely, the right:
 1. To appear in person before the Committee;
 2. To present witness or evidence in substantiation of the complaint or reply;
 3. To have prompt notification of the decision of the Committee;
 4. To appeal the decision to the appropriate superior body.
- E. The Committee shall determine the frequency of its meetings, who may attend, and its own methods of procedure. A record shall be preserved by the Chairman, which shall include the names of the complainant and complainee and the complaint, as well as the Committee's decision and any established facts pertinent thereto. The committee's findings shall be kept confidential by its members except when referring the case to a judicial body of the association, when all records shall be submitted to that body.
- F. Reports of Committee action shall be sent regularly to the Executive Committee of the Society, without identification of any individuals, so that it will know the nature, extent, and disposition of complaints coming before the Committee.

Section 5. Publicity Committee

This Committee shall consist of at least three members who shall be appointed annually by the President. Its duties are to determine the scope of Public Relations activities of the Society. It shall report its recommendations and activities for the approval of the Executive Committee at least once annually.

Section 6. Committee on Public Health.

This Committee shall consist of three members who shall be appointed annually by the President. Its duties shall be to aid in the enforcement of all public health and sanitary laws and regulations of the

state, county and city; to contribute toward understanding and support of these laws and regulations by the public and to cooperate with the Committee of the state association in all matters of public policy of concern to the medical profession. It shall also be responsible for conducting educational campaigns against quackery and for aiding in the exposure and prosecution of quacks and medical pretenders in the community.

Chapter V. – Funds and Expenses

Section 1. Membership Fee.

Each new member of the Society shall be charged an initiation or admission fee of \$_____. This amount, plus the dues required by the Medical Society of the State of North Carolina, and which may include the dues required by the American Medical Association, shall accompany the application. This fee shall cover annual dues to the end of the current fiscal year. The fee shall be returned if the applicant is not granted membership. Dues for a new member elected after July 1 of any year shall be \$_____.

- A. Exception: The single exception to the above shall be courtesy members as defined by the Bylaws, Chapter I, section 3, paragraph 5c. The initiation or membership fee for this group of courtesy members shall be the same as the annual dues for this group and shall not be altered by the date of election.

Section 2. Annual Dues.

- A. Active and Scientific Members. The annual dues shall be \$_____, plus the dues required by the Medical Society of the State of North Carolina, and may include the dues required by the American Medical Association; dues shall be payable on January 1 of each year. Members more than one year in arrears shall be dropped from the roll of members and shall be reinstated only upon payment in full of their indebtedness to the Society.
- B. Life Members. There shall be no dues for Life Members other than those required by the Medical Society of the State of North Carolina which may include dues required by the American Medical Association.
- C. Courtesy Members. Dues for Courtesy Members as defined in the Bylaws, Chapter I, section 3, paragraphs 5a and 5b, shall be the same as for active and scientific members. Dues for Courtesy Members as defined in Chapter I, section 3, paragraph 5c, shall be \$_____ annually plus dues required by the American Medical Association., All other rules and regulations regarding dues shall apply to Courtesy Members as to all members.

Section 3. Fiscal Year

The fiscal year of this Society shall be from January 1 to December 31, inclusive.

Chapter VI. – Order of Business

The order of business shall be as follows:

1. Call to order by the President
2. Reading of the minutes of last meeting.
3. Report of Executive Committee business.
4. Unfinished Business.
5. Miscellaneous business.
6. Announcements.
7. Papers and discussions.
8. Adjournment.

Chapter VII. – Rules of Order

The deliberations of the Society shall be governed by parliamentary usage as contained in Robert’s Rules of Order, except where modified by the Constitution of Bylaws or unless suspended by majority vote of the Society.

Chapter VIII. – The Principles of Medical Ethics

Each member of this Society shall subscribe to and pledge himself to observe the “Principles of Medical Ethics” of the American Medical Association.