



BY-LAWS  
OF  
WESTERN CAROLINA MEDICAL SOCIETY ASSOCIATION As Amended on 12/15/08,  
11/16/09, 03/28/11, 6/1/11, and 12/02/13

INCORPORATED: February 28, 1990

ARTICLE I -- ORGANIZATION

Section 1. NAME

The name of this organization, incorporated under the laws of the State of North Carolina, is the Western Carolina Medical Society Association, hereinafter "The Association," a non-profit corporation.

Section 2. LOCATION

The office of The Association shall be located in Buncombe County, North Carolina.

ARTICLE II -- DURATION

The period of duration of The Association shall be perpetual.

ARTICLE III -- PURPOSE

The purposes for which The Association is organized are:

- (a) To further the common professional interests of the medical profession in Western North Carolina, to seek to improve, and engage in activities that will improve, the conditions for the practice of medicine in the area; and to serve as the physicians' voice advocating for the health of the medical profession, the health of the community, and the health of the patient.
- (b) Notwithstanding any other provisions of these Articles, the purposes for which The Association is organized shall be limited exclusively to those purposes as come within the same meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.
- (c) The Association is irrevocably dedicated to and operated exclusively for, non-profit purposes; no part of the income or assets of the Association shall be distributed to, nor inure to the benefit of any individual.
- (d) The Association recognizes its supportive role and function as a component of the North Carolina Medical Society, and through it, the American Medical Association.

## ARTICLE IV -- POWERS

The Association is empowered:

- (a) To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article III hereof.
- (b) To borrow money and issue evidence of indebtedness in the furtherance of any or all of its purposes and objectives and to secure the same by mortgage, pledge or other lien on The Association's property.
- (c) To make gifts, donations, contributions, and other distributions to organizations that qualify as exempt organizations under Section 501(a) of the Internal Revenue Code.
- (e) To carry on any lawful activity calculated, directly or indirectly, to promote the interests and purposes of The Association, or to enhance the value of its properties under such powers and rights which are now and which hereafter may be conferred upon non-profit corporations under the laws of the State of North Carolina.
- (f) Notwithstanding any other provision of these Articles, The Association shall not carry on any activities not permitted to be carried on by organizations exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.
- (g) To establish such Boards, Committees and Task Forces and to designate and empower such agents as calculated, directly or indirectly, to promote the interests and purposes of The Association.
- (h) To elect such representatives as allowed by the policies of the North Carolina Medical Society to represent the Association in meetings of the NC Medical Society.

## ARTICLE V -- DISSOLUTION

In the event of dissolution, the residual assets of the Association will be turned over to the Western Carolina Medical Society Foundation, which is an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or, if such organization is not then in existence or tax-exempt, to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding sections of any future Internal Revenue Code, or to the federal, state or local government for exclusively public purposes.

## ARTICLE VI -- MEMBERSHIP

### Section 1. ELIGIBILITY

The Association shall be the sole judge of the qualifications of its members. Membership in the Association shall not be denied to any individual because of race, color, religion, creed, ethnic affiliation, national origin, sex, sexual orientation, age, handicap or any other reason prohibited by law.

### Section 2. CLASSIFICATIONS AND PRIVILEGES

The membership of The Association shall consist of:

- (a) Buncombe Active Members: Physicians who are actively engaged in the practice of medicine or serve in an administrative role in a medical office or facility primarily within Buncombe County. Active members shall be required to pay annual dues and/or assessments, shall have voting privileges as hereafter described, shall be eligible to hold elective office, and shall otherwise enjoy all rights and privileges of membership.
- (b) Emeritus Members: Physicians who have retired from active practice shall be required to pay annual dues and/or assessments, they shall be ineligible to hold elective office, shall have voting privileges as hereafter described, and shall otherwise enjoy all rights and privileges of membership.
- (c) Inactive Members: Members who desire to transfer from active status for a specified period due to temporary disability, or absence due to post-graduate training or service with the Armed Forces. Inactive members shall not be required to pay dues and/or assessments, and they shall be ineligible to hold elective office or to vote, but they may enjoy all other rights and privileges of membership.
- (d) Intern-Resident/Student Members: Graduate physicians or medical students who are participating full-time in a teaching program in Western North Carolina. Intern-Resident/Student members shall pay such annual dues and/or assessments, shall have voting privileges as hereafter described, shall be eligible to hold elective office, and shall enjoy all rights and privileges of membership. Eligibility for this category shall terminate automatically at the end of training, at which time the physician may apply for the appropriate member status.
- (e) WNC Active Members: Physicians who are actively engaged in the practice of medicine or serve in an administrative role in a medical office or facility primarily in any Western North Carolina county outside of Buncombe County shall be required to pay annual dues and/or assessments, shall have voting privileges as hereafter described, shall be eligible to hold elective office, and shall otherwise enjoy all rights and privileges of membership.
- (f) Government Employed Members: Physicians who are full time employees of county, state or federal government agencies or organizations in Western North Carolina. Government Employed members shall be required to pay annual dues and/or assessments, shall have voting privileges as hereafter described, shall be eligible to hold elective office, and shall otherwise enjoy all rights and privileges of membership.
- (g) Honorary Members: Individuals who have distinguished themselves by service to The Association and/or advancement of the ideals of the medical profession. Honorary members shall be assessed on an individual basis and may or may not be required to pay dues and/or assessments. They shall be ineligible to vote or hold office, but may enjoy all other rights and privileges of membership.

### Section 3. APPLICATION FOR MEMBERSHIP/RECLASSIFICATION OF MEMBERSHIP

- (a) New Members - A candidate for membership, including Active, Governmental, WNC and Honorary members shall make application on a form prescribed by The Association. WCMS staff shall make such inquiries as are sufficient to assure that the candidate for membership satisfies all criteria for the classification of membership being sought including but not limited to verification of active North Carolina medical license. Some members such as

physician administrators, governmental employees, and honorary members may not be required to hold an active NC medical license. The WCMS staff shall have the authority to approve new members with the exception of those who do not satisfy criteria for membership. These will be brought to the Board of Directors for vote by a majority of voting members present.

In the event any candidate for membership is found to have had any official action taken against their North Carolina medical license, past or present, said candidate will be required to obtain sponsorship from three current WCMS members in good standing. The aforementioned sponsorships must be documented on the candidate's application for membership in the form of signatures obtained from the three sponsoring physicians. The Board will review details of the action taken against the applicant and determine approval for membership by a majority of voting members present.

- (b) Reclassification - A member in good standing of The Association may make written request for a change from one classification to another. Such request shall be presented to the Secretary or designated staff member for consideration and approval.

#### Section 4. TERMINATION OF MEMBERSHIP

- (a) Resignation/Transfer - A member may resign and terminate their membership for any reason. A member in good standing with The Association shall, upon relocation to another county, be entitled to a confirmation of membership status.
- (b) Censure, Suspension. A member who is found guilty of gross misconduct and/or a criminal felony offense, either as a physician or as a citizen, or who violates any provision of these Bylaws, or who violates any provision of the Principles of Medical Ethics of the American Medical Association, may be subject to censure, suspension, or expulsion. The aforementioned Principles of Medical Ethics and any corresponding revisions as may be adopted by the American Medical Association hereafter are a part of these Bylaws. The Board of Directors shall establish rules and procedures regarding investigation of charges against members of The Association and its disciplinary process, including the reporting, reapplication and reinstatement procedures and the member's rights to appeal.

#### Section 5. MEMBERSHIP MEETINGS

- (a) Annual Meeting One meeting of the membership each year shall serve as the Annual Meeting. It shall be the occasion at which appointed and elected officers and directors of The Association and Foundation as provided in these Bylaws are announced for the year. The Nominating Committee shall prepare its nominations for said officers and directors for both Foundation and Association during the prior year. (The Foundation Board will submit its recommended slate to the Association Board for approval). The Association Board will pre-approve the nominated candidates for the Association and Foundation. Once pre-approved by the Association Board candidates for officers and directors for the following year will be elected by the membership via electronic polling methods, including (but not limited to) electronic mail or electronic survey. A majority vote of at least 10% of the total membership must be received to constitute an official vote. Votes will be tallied and reported back to membership. Newly elected board members will begin their term with the calendar year.

- (b) General Meetings General Meetings may be called at the discretion of the President. A call for a General Meeting shall be for the purpose of presenting such information as may be deemed appropriate by the President. Notice of each General Meeting shall be provided via electronic communication methods or US mail to each member by the Secretary at least ten, but not more than fifty business days prior to the meeting.
- (c) Special Meetings Special meetings of the membership may be called at the discretion of the President or by written request via electronic communication methods or US mail of ten percent of the voting 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. Notice of each special meeting shall be provided to each member by the Secretary at least ten, but not more than fifty business days prior to the meeting.
- (d) Quorum Ten percent of the eligible voting members of The Association, whether represented in person, by electronic communication methods, or by proxy, shall constitute a quorum at a membership meeting.
- (e) Voting of Members Each member entitled to vote shall be entitled to one vote on each matter submitted at the membership meeting. Unless otherwise provided in these Bylaws, the vote of a majority of the members present, whether in person or by electronic communications, or by proxy, on any matter properly acted upon during a membership meeting shall be an act of the membership.
- (f) Notice of Membership Meetings Notice stating the place, day and hour of the membership meeting and, in the case of a Special or General, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, to each member entitled to vote at such meeting. Notice of such meetings may be submitted electronically or via US Mail. The President shall have the authority to change the date and place of a meeting with a proper notice to the membership.

## ARTICLE VII -- BOARD OF DIRECTORS

### Section 1. MANAGEMENT

The business and property of The Association and its subsidiaries shall be governed and controlled by a Board of Directors, which is accountable to the membership. The Board of Directors is empowered to elect and discipline members, establish a budget, establish strategic plans, set dues and assessments, and to secure such professional and other services as may be required to fulfill the purposes of The Association. The Board shall have such additional authority as may be necessary to act on behalf of the members of The Association during those intervals when the membership is not in session. The exercise of such authority shall, at all times, be consistent with the purposes of The Association.

### Section 2. COMPOSITION

The Board of Directors shall be composed of:

- (a) The Officers of The Association as designated by these bylaws
- (b) The two Immediate Past Presidents of The Association as designated by these bylaws, as available
- (c) Eight to twelve Directors-at-Large elected annually by the membership.

WNC Regional Representatives will approximate WNC membership at large.

- (d) In an ex-officio, non-voting capacity three representatives of the WCMS Association will serve on the MAHEC Board
- (e) In an ex-officio, non-voting capacity a representative from WCMS Foundation as selected by WCMS Foundation, and
- (f) In an ex-officio, non-voting capacity a representative of BCMSPAC, as selected by the BCMSPAC Board.

### Section 3. MEETINGS

The Board of Directors shall meet within Western North Carolina at least once each quarter of the calendar year, at such time and place as the Board may determine. Special meetings of the Board may be called by the President, or in the absence of the President by the President-elect, or by any five voting members of the Board acting in concert. Unless otherwise prohibited by law, these Bylaws, or matters of confidence involving a member, all members of The Association shall be privileged to attend meetings of the Board, to bring up any business matter for consideration, and to participate in discussions.

### Section 4. CLOSED SESSIONS

Any member of the Board of Directors may move at a meeting that the Board hold a Closed Session wherein only voting members of the Board and others as designated by the Board of Directors shall be present, provided such motion states the general purpose of the Closed Session and is approved by vote of a majority of those present and voting. Minutes of the Closed Session may remain confidential if determined appropriate by the Board, but shall be part of the permanent records of The Association.

### Section 5. QUORUM

The majority of voting members present shall constitute a quorum of the Board of Directors. "Present" is defined as in-person, telephone call-in, email, videoconference, and other technologies that allow board members regardless of geographical location to participate in the vote. Except as otherwise required by law or as provided in these bylaws or in the Constitution, the Board may take action in the following ways:

(1) Actions taken at a meeting: The act of the majority of the Board members present at a meeting at which a quorum is present shall be an act of the Board. Meetings may be held in person, by conference telephone call, by videoconference, or by any other technology that will permit all participants to communicate simultaneously.

(2) Actions taken without a meeting: Action may be taken by a written ballot (via paper, email, electronic survey, or other electronic medium); the majority vote will be deemed the action of the Board. All written ballots and written consents must be filed with the proceedings of the Board. Ballots and consents may be collected and documented electronically.

### Section 6. REMOVAL

Any Officer or Director may be removed at any time during the term of office for cause by a majority vote of the members present at any meeting of the membership, or as otherwise allowed by these bylaws. When a member of the Board of Directors shall be dismissed in the manner described herein, said person shall have no power or authority under, or by virtue of, the former office held.

### Section 7. VACANCIES

The vacancy of any Officer or Director, whether by removal or resignation, shall be filled by vote of a majority of voting members present at a duly called meeting of the Board, and any successor so elected shall serve only for the remainder of the predecessor's term.

## ARTICLE VIII -- OFFICERS

### Section 1. COMPOSITION

The officers of The Association shall be a:

President  
President-Elect  
Treasurer  
Secretary  
Executive Director

### Section 2. ELECTION, APPOINTMENTS AND TENURE

The President, President-Elect, Secretary, Treasurer, and 8-12 Directors-at-Large shall be nominated by the nominations committee and voted on by a minimum of 10% of the voting membership, and announced at the Annual meeting of the Association. Directors at Large serve a minimum of a 2 year term, for up to 2 terms. The board's leadership succession plan calls for each officer to move up the ranks from Secretary to President, and as such, officers must commit to at least 4 years. The total number of consecutive years any Board member may serve shall not exceed 10. The election process is as follows: The Nominating Committee shall prepare its nominations for officers and directors for the Association during the prior year. (The Foundation Board will submit its recommended slate to the Association Board for approval). The Association Board will pre-approve the nominated candidates for the Association and Foundation. Once pre-approved by the Association Board, candidates for officers and directors for the following year will be elected by the membership via electronic polling methods, including (but not limited to) electronic mail or electronic survey. A majority vote of at least 10% of the total voting membership as defined in these bylaws must be received to constitute an official vote. The officers and directors for both Association and Foundation boards will be reported back to membership electronically. The Executive Director shall be appointed by, and serve at the pleasure of the Board of Directors.

Section 3. DUTIES The duties, responsibilities, and authority of the Officers shall be as follows:

- a) President The President serves as Chairman of the Board of Directors, its Executive Committee, and as chief spokesperson of The Association. The President shall preside at any meetings of The Association and its Board of Directors. The President shall be an ex-officio, non-voting member of all committees, and shall be the Board's representative whenever said Board is not in session.
- b) President-Elect In the temporary absence of the President, the President-Elect performs all functions reserved to the President. Upon the death, resignation, or removal of the President, the President-Elect shall assume and fulfill the office of President through the unexpired term of office then in force, in addition to the following term of office.
- c) Treasurer The Treasurer is responsible for review and oversight of financials in accordance with the policies of The Association. The Treasurer is responsible for coordinating with WCMS staff the preparation of periodic financial reports and

statements, and preparation of the annual budget for action by the Board of Directors. The Treasurer is responsible for presenting the most recent financial statements at each Board meeting for Board approval.

- d) Secretary The Secretary is responsible for the timely issuance of all meeting notices of the membership, and the preparation and filing of all meeting minutes of the membership, Board of Directors, and Executive Committee.
- e) Executive Director The Executive Director serves as Chief Executive Officer, is charged with strategic planning, oversees day-to-day management of the affairs of, and is an agent of, The Association. The Executive Director is appointed by, accountable to, and serves at the pleasure of the Board of Directors. The Executive Director shall be an ex-officio, non-voting member of the Board of Directors and of the Committees of The Association.

## ARTICLE IX -- COMMITTEES

### Section 1. AUTHORITY

In addition to the designated committees provided herein, the Board of Directors may designate and empower other such agents, committees or boards to carry out activities in keeping with the Association's non-profit purposes. Committees may include Community Relations, Governmental Relations, Long Range Planning, Physician Health, Membership and other such agents, committees or Boards as deemed appropriate by the Board. Such agents, and the chairpersons and members of boards and committees so formed, and the chairpersons and members of the committees, shall be appointed by, and serve at the pleasure of the President. No designated committee shall have the power to amend or establish policy on behalf of The Association. Reports of all designated committees shall be filed with the Board of Directors for its consideration and further action.

### Section 2. DESIGNATED

There shall be a designated Executive Committee of the Board of Directors and a designated Nominating Committee.

(a) Executive Committee The Board of Directors shall have an Executive Committee consisting of the Officers, one At-Large member of the Board of Directors and one WNC Regional Representative appointed to the Committee by the President and the two past presidents of The Association. The Executive Committee provides general planning, especially in matters of finance and personnel, and is empowered to act for the Board in emergencies. The Executive Committee's actions are subject to review and ratification by the Board. The majority of voting members present shall constitute a quorum for meetings of the Executive Committee.

(b) Nominating The Nominating Committee for the selection of candidates for all elective offices shall consist of the President-Elect, one Director At Large appointed by the President, one WNC Regional Representative, and the two Immediate Past Presidents. The Nominating Committee shall present a proposed slate of Officers and Directors-at-Large for the Association and Foundation to be voted on electronically by the membership, as described herein.

## ARTICLE X -- MISCELLANEOUS

### Section 1. RULES OF ORDER

The deliberations of The Association shall be governed by parliamentary procedure as contained in Robert's Rules of Order.



## ARTICLE XI -- INDEMNIFICATION

Any person who, at any time, serves or has served as a Director, Officer, or agent of The Association shall be indemnified to the fullest extent permitted by North Carolina General Statutes. The Board of Directors shall take all such actions appropriate to authorize The Association to pay the indemnification required by this Article, including without limitation, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due, including any advanced cost. Any person who serves in any said capacities on behalf of The Association shall be deemed to have done so in reliance upon, and in consideration for, said rights of indemnification. Such rights shall inure to the benefit of any such person and shall not be exclusive of any other rights to which such person may be entitled.

## ARTICLE XII -- DUES AND ASSESSMENTS

### Section 1. AUTHORITY

Membership annual dues and any membership assessments of The Association are determined by the Board of Directors.

### Section 2. PAYMENT OF DUES/ASSESSMENTS

(a) Dues for membership renewals are payable on or before January 1 of each financial year. New Member dues may be prorated according to the effective date of membership. Members are delinquent if their renewals are not received by The Association by June 30. Any member whose dues are delinquent will automatically forfeit membership effective July 1. Membership is effective upon receipt of dues.

(b) Assessments Any assessments which may be imposed are payable within thirty days from the date the notice has been sent by the Board of Directors.

## ARTICLE XIII -- FUNDS AND EXPENSES

### Section 1. CONTRACTS AND OTHER OFFICIAL DOCUMENTS

The Board of Directors may authorize its directors, officers or agents to enter into contracts or execute and deliver any instruments on behalf of The Association. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no director, officer, or agent shall have power or authority to bind The Association by any contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose or for any amount.

### Section 2. PERIOD OF ACCOUNTING AND REPORTING

The financial year of The Association shall be from January 1 through December 31 of each year. Financial records will be kept and reports made during meetings of the Board of Directors as provided for herein.

### Section 3. PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS OR ASSETS

No Director, Officer, member, agent, any person connected with The Association, or any other private individual shall receive, at any time, any of the net earnings or pecuniary profit from operations, provided that this shall not prevent the payment of such reasonable compensation to any such person for services rendered to or for The Association in effecting any of its purposes as shall be fixed by the Board of Directors; but no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of The Association.

#### ARTICLE XIV -- AMENDMENTS

The Board shall have the power to make, amend, or repeal these Bylaws of The Association by a majority of the members present at any Board meeting.

## **Principles of Medical Ethics, June 2001**

### **Preamble**

The medical profession has long subscribed to a body of ethical statements developed primarily for the benefit of the patient. As a member of this profession, a physician must recognize responsibility to patients first and foremost, as well as to society, to other health professionals, and to self. The following Principles adopted by the American Medical Association are not laws, but standards of conduct which define the essentials of honorable behavior for the physician.

### **Principles of Medical Ethics**

A physician shall be dedicated to providing competent medical care, with compassion and respect for human dignity and rights.

A physician shall uphold the standards of professionalism, be honest in all professional interactions, and strive to report physicians deficient in character or competence, or engaging in fraud or deception, to appropriate entities.

A physician shall respect the law and also recognize a responsibility to seek changes in those requirements which are contrary to the best interests of the patient.

A physician shall respect the rights of patients, colleagues, and other health professionals, and shall safeguard patient confidences and privacy within the constraints of the law.

A physician shall continue to study, apply, and advance scientific knowledge, maintain a commitment to medical education, make relevant information available to patients, colleagues, and the public, obtain consultation, and use the talents of other health professionals when indicated.

A physician shall, in the provision of appropriate patient care, except in emergencies, be free to choose whom to serve, with whom to associate, and the environment in which to provide medical care.

A physician shall recognize a responsibility to participate in activities contributing to the improvement of the community and the betterment of public health.

A physician shall, while caring for a patient, regard responsibility to the patient as paramount.

A physician shall support access to medical care for all people.

Adopted by the AMA's House of Delegates June 17, 2001