



## BYLAWS OF THE

### WCMS FOUNDATION

#### ARTICLE I: ORGANIZATION

SECTION 1. Name: The name of this organization is the Western Carolina Medical Society Foundation, Inc. (“WCMS”). WCMS is a nonprofit corporation under North Carolina law, and tax-exempt under 501(c)(3) of the Internal Revenue Code.

SECTION 2. Office: The principal office of WCMS shall be located at 304 Summit Street, North Carolina, or at such other place as may be determined by the Directors.

SECTION 3. Powers: The Organization shall have such powers as are now or may hereafter be granted by Chapter 55A of the North Carolina General Statutes, known as the Non-Profit Corporation Act of the State of North Carolina.

SECTION 4. Purposes: The purposes of this organization are:

- (a) To advocate for healthy communities, increase access to healthcare, fight health inequities, and promote wellness in WNC.
- (b) To operate exclusively for charitable purposes as defined in §§501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (the “IRC” or the “Code”) or the corresponding provisions of any future United States Internal Revenue law including without limitation the purposes stated in its Articles of Incorporation and the following purposes, but only to the extent that they are within the scope of such exempt purposes;
- (c) To receive and maintain a fund or funds of real or personal property, or both, and, to use and apply the whole or any part of the income therefrom and the principal thereof for such charitable purposes, either directly or by contributions to organizations duly authorized to carry on such activities, but primarily to those purposes set out above.
- (d) To carry on any lawful activities calculated, directly or indirectly, to promote the interest of WCMS, or to enhance the value of its properties under such powers and rights which are now or which may hereafter be conferred upon corporations organized under the laws of the State of North Carolina applicable thereto; provided, however, that all such activities shall be carried out in furtherance of exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

SECTION 5. Restrictions: The organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Code. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make

payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

SECTION 6. Dissolution: All directors and officers of WCMS shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of WCMS, whether voluntary or involuntary, after compliance with all applicable laws, the assets of WCMS then remaining in the hands of the Board of Directors shall be transferred, conveyed, delivered and paid over for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE II: MEMBERS

SECTION 1. Members: Physicians and Physician Assistants, licensed and in good standing or retired, who support the purposes of the organization and wish to participate in its efforts, may become members by paying the annual dues as set forth from time to time by the Board.

SECTION 2. Quorum: Members shall have the rights as set forth in these Bylaws, including the right to approve matters that may be brought before them by the Board at the annual meeting or any special meeting at the discretion of the Board. A quorum for the conduct of business shall be 10% of the members.

SECTION 3. Annual Meeting: There shall be an annual meeting at the time and place determined by the Board. It shall be the occasion at which appointed and elected officers and directors of the Board, as provided in these Bylaws, are announced for the year.

SECTION 4. Special Meeting: A special membership meeting may be called by the Board or by 10% of the Members.

SECTION 5. Notice of Meetings: Notice of meetings shall be given at least 10 days and not more than 50 days before the date of the meeting, and shall state the time, place and purpose of the meeting. Notice may be given by mail or email to all members of record.

SECTION 6. Manner of Acting: The vote of a majority of the members present at a regular or special meeting at which a quorum is present shall constitute the vote of the membership.

## ARTICLE III: BOARD OF DIRECTORS

SECTION 1. General Powers: The Board of Directors shall have the rights and powers as set forth in N.C. Statutes. The Board of Directors is empowered to elect members, approve budgets, 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 Foundation. The Board shall have such additional authority as may be necessary to act on behalf of membership.

The Board of Directors shall have full power to change the form of any investment and for that or other purposes of the Foundation to dispose of any securities or other property held by the Foundation, except as prohibited by the terms of any instrument of gift, devise, bequest, or other transfer.

SECTION 2. Number, Term and Qualifications: The Board of Directors shall consist of not more than nineteen (19) and not fewer than eleven (11) voting members as determined by the Board from time to time. Each Director shall hold office until such Director's successor is elected and qualified or until such Director's death, resignation, retirement, removal, or disqualification. The Board shall consist of not more than nine (9) and not fewer than five (5) community representatives as members who are not physicians or physician assistants. The majority of board members will be physicians and physician assistants with goal of maximizing community participation at 40% or more. The board members will reflect the diversity of the region we represent.

SECTION 3. Election of Directors: The initial Board to serve under these Bylaws shall consist of the all current Board members of the Western Carolina Medical Society Foundation and all current Board members of the Western Carolina Medical Society Association. Through attrition, positions will be vacated and not filled unless a community representative rolls off. This will continue until nineteen (19) members remain. Thereafter, nomination and approval of board members will follow the guidelines outlined in Article VI, Section 3.

SECTION 4. Removal: The Board of Directors may remove any Director from office only for cause.

SECTION 5. Vacancies: The Board of Directors may fill a vacancy, which occurs due to the death, resignation, retirement, removal or disqualification of a Director during the Director's term of office, or due to an increase in the number of authorized Directors by appointment.

SECTION 6. Term of Office: Directors shall be elected for a term of three (3) years. Directors may serve no more than two (2) successive three (3) year terms without a one-year break in service. Chair and Vice-Chair may serve no more than ten (10) successive years.

#### ARTICLE IV: MEETINGS OF DIRECTORS

SECTION 1. Regular Meetings: The Board of Directors shall meet at least quarterly at a time and place determined by the Board.

SECTION 2. Special Meetings: The Chair, or a majority of the Directors, may call a special meeting with at least ten, but not more than fifty days' notice.

SECTION 3. Notice: Notice of meetings shall include the time, place, and purpose of the meeting, and may be given by mail or email.

SECTION 4. Quorum: A quorum shall require the majority of members of the Board of Directors to be present. "Present" can include telephone call-in, videoconference, and other technologies that allow board members to participate in the meeting simultaneously.

**SECTION 5. Attendance:** Board members are expected to attend at least 3 out of 4 regularly scheduled meetings. Additional absences must be excused by the Executive Committee via the Chief Executive Officer.

**SECTION 6. Manner of Acting:** 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 Directors present at a meeting at which a quorum is present shall be an act of the Board.
- (2) **Voting without a meeting:** Votes may be conducted without a meeting by written ballot at the direction of the Board. Ballots will be distributed by a method acceptable to all members of the Board to include email. A majority of all votes cast will be required to pass. All written ballots must be filed with the proceedings of the Board.
- (3) **Consent Actions:** Action may be taken without a meeting pursuant to N.C.G.S. 55A-8-21 if all directors sign a written consent and there is a unanimous vote.

## ARTICLE V: OFFICERS

**SECTION 1. Officers of WCMS:** The officers of WCMS are a Chair, Vice-Chair, Secretary, Treasurer, Chief Executive Officer and other officers the Board of Directors may elect. The Chair and Vice-Chair shall be physicians or physician assistants. The Secretary and Treasurer shall be community representatives.

**SECTION 2. Election and Term:** The Board of Directors shall elect the officers of WCMS annually. Each officer shall hold office until the officer's successor is elected and qualified or until the officer's death, resignation, retirement, removal, or disqualification.

**SECTION 3. Removal:** Any officer or agent elected or appointed by the Board of Directors may be recommended for removal by the affirmative 2/3 vote of the remaining Directors whenever in the Board's judgment the best interests of WCMS will be served; but such removal shall not affect the contract rights, if any, of the person so removed.

**SECTION 4. Chair:** The Chair of WCMS shall serve as the official Foundation representative. The Chair or designee shall preside at all meetings of the WCMS board.

**SECTION 5. Vice-Chair:** In the absence of the Chair, the Vice-Chair shall perform the duties of the Chair. The Vice-Chair shall perform such other duties as may be assigned by the Chair or the Board of Directors.

**SECTION 6. Treasurer:** The Treasurer is responsible for review and oversight of financials in accordance with the policies of WCMS. 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.

**SECTION 7. Secretary:** The Secretary shall oversee the following functions carried out by WCMS staff: (a) keeping the minutes of the meetings of the Board of Directors and of the Executive Committee; (b) seeing that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) maintaining, authenticating, and being custodian of the corporate records and

of the seal of WCMS and ensuring that documents are properly executed; and (d) in general performing all duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Board of Directors, or by these bylaws.

SECTION 8. Terms of Office: The term of Chair and Vice-Chair shall be one calendar year. The Secretary and Treasurer may serve successive terms.

SECTION 9. Chief Executive Officer: The Board shall employ either directly or through contract a chief executive officer who shall be the general administrative officer and business manager of WCMS, and who may employ, supervise, and dismiss administrative and clerical staff in order to efficiently implement the decisions of the Board of Directors and to conduct the business of WCMS. The Chief Executive Officer is appointed by, accountable to, and serves at the pleasure of the Board of Directors. The chief executive officer shall be an ex-officio, non-voting member of the Board of Directors and all of the Committees appointed by the Board.

## ARTICLE VI: COMMITTEES

SECTION 1. Executive Committee: The Executive Committee shall be the administrative body of WCMS and shall act for WCMS between Board of Directors meetings. For such actions to remain official Foundation policy, the Board of Directors at its next meeting shall ratify all such actions. Initial composition shall include the officers of both boards (Chair, Vice Chair, President, President-elect, Secretary, Treasurer), two (2) Past Presidents, two (2) Past Chairs, one (1) Director at Large physician or physician assistant and one (1) Director at Large community member and the chief executive officer of WCMS. Thereafter, the Executive Committee shall include the Chair, Vice-Chair, Secretary, Treasurer, two (2) Past Chairs, two (2) Directors at Large and the chief executive officer of WCMS. In addition, the Executive Committee serves as the Nominating Committee for the selection of candidates for all elected offices.

SECTION 2. Committees: The Chair may appoint committees, task forces, and/or work groups to promote the mission and objectives of WCMS. The Chair shall prescribe the duties and functions of such committees. The Chair may appoint non-Board of Director members to these committees, task forces or work groups.

SECTION 3. Nominating Committee: The Executive Committee shall serve as the Nominating Committee to review the composition of the Board of Directors, and to recommend individuals to replace those whose term will be expiring. The nominating committee shall vet all candidates, ensure each individual's ability and willingness to serve, and recommend a slate to the Board of Directors for approval and then to the membership for ratification. The slate will be adopted by a majority vote of the quorum.

## ARTICLE VII: CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts: The Board of Directors may authorize any officer or agent to enter into any contract or to execute and deliver any instrument on behalf of WCMS, and such authority may be general or confined to specific instances.

SECTION 2. Loans: No loans shall be contracted on behalf of WCMS and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks and Drafts: All checks, drafts or other orders for payment of money issued in the name of WCMS shall be signed by the Treasurer or other officer or agent of WCMS in such manner as shall be determined by resolution of the Board of Directors.

SECTION 4. Deposits: All funds of WCMS not otherwise employed shall be deposited to the credit of WCMS in such depositories, as the Board of Directors may direct.

#### ARTICLE VIII: FINANCES

SECTION 1. Use of Income: All gifts to WCMS or other income not otherwise restricted by the donor shall go into the general fund of WCMS and shall be used exclusively for WCMS and its programs in accordance with the general purposes of WCMS, as described in and limited by Article I of these Bylaws.

WCMS may receive, manage, invest, and disburse restricted gifts only when such gifts are consistent with the purposes of WCMS, as described in and limited by Article II, Section 2 of these Bylaws. The Board of Directors may have the discretion whether or not to accept a restricted gift if consistent with the foregoing. The Board may provide procedures for the establishment of special or designated funds.

SECTION 2. Contributions and Disbursements: All contributions received by WCMS shall be deposited by the Treasurer or delegated to WCMS staff to deposit in special accounts in banks, trust companies, or other depositories the Board may select. All disbursements shall be made under proper authority of the Board. The Treasurer or delegated WCMS staff shall record all contributions to and disbursements from WCMS and such records shall be subject to examination at any reasonable time, upon request, by any Director.

SECTION 3. Audit: Each year the Board may elect a firm of certified public accountants to audit the financial accounts of WCMS.

#### ARTICLE IX: GENERAL PROVISIONS

SECTION 1. Seal: The corporate seal shall consist of two concentric circles between which is the name of WCMS and in the center of which is inscribed "CORPORATE SEAL" or "SEAL"; and such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of WCMS.

SECTION 2. Indemnification: Each person who is or was a Director or officer of WCMS or any person who may have served at WCMS's request as a Director or officer of another Foundation, partnership, joint venture, trust or other enterprise shall be indemnified to the fullest extent permitted by law against liability and reasonable litigation expenses, including attorney's fees, incurred in connection with any proceeding in which such person has been made or threatened to be made a party by reason of having been such Director or officer, except in relation to matters as to which such person shall be determined by the Board to have acted in bad faith or to have engaged in willful misconduct in the performance of duty. Such determination shall be made by a majority vote of a quorum of the Board consisting of directors not at the time parties to the proceeding. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of no contest or its equivalent is not, of itself, determinative that the person did not meet the standard of conduct required. Expenses incurred by such Director or officer in defending a proceeding may be paid by WCMS before the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the Director or officer to repay such amounts unless it is ultimately determined that such person is entitled to be indemnified by WCMS pursuant to this section. The right to indemnification conferred herein

shall be a contract right, and each officer or Director acting after the adoption of this section shall be deemed to have acted in reliance on this right to indemnification.

SECTION 3. Fiscal Year: The fiscal year of WCMS shall be the calendar year, January 1 – December 31, unless changed by the Board of Directors.

SECTION 4. Amendments: Except as otherwise provided herein, these bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of a quorum of the Board of Directors then holding office at any regular or special meeting of the Board of Directors.

SECTION 5. Rules of Order: The deliberations of WCMS shall be governed by parliamentary procedure as contained in Robert’s Rules of Order.

ATTESTED:

\_\_\_\_\_ Date: \_\_\_\_\_  
Secretary

(approved 12/15/2020)