

**NORTH CAROLINA SOCIETY OF THE
AMERICAN COLLEGE OF
OSTEOPATHIC FAMILY PHYSICIANS
BYLAWS
Adopted August 17, 2013**

ARTICLE 1. NAME AND OFFICES

1.1 Name. The name of this organization is North Carolina Society of the American College of Osteopathic Family Physicians, also referred to hereafter as NCS ACOFP. NCS ACOFP is a non-profit association chartered under the laws of the State of North Carolina, and an affiliate of the American College of Osteopathic Family Physicians, Inc. The duration of this organization shall be perpetual.

1.2 Offices. The principal office of the Association shall be co-located with the North Carolina Osteopathic Medical Association. The Association may also establish other offices as the Board may require.

ARTICLE 2. OBJECTIVES

2.1 Purpose. The purpose of this Association shall be to promote and improve high standards of Osteopathic Family Medicine in North Carolina through education, advocacy and training.

2.2 Membership in this Association shall not certify any physician or imply that any member is qualified over any other physician.

2.3 Membership in the NCS ACOFP, a nonprofit voluntary organization shall be considered a privilege and not a right. Final authority concerning membership privileges rests with the Board of Trustees of the NCS ACOFP.

ARTICLE 3. MEMBERSHIP

3.1 Qualifications. An applicant for membership, except as provided herein, shall be a graduate of a college of osteopathic medicine approved by the American Osteopathic Association at the time of graduation and shall be licensed to practice osteopathic medicine or who are retired osteopathic physicians. Each applicant shall conform to the ACOFP code of Ethics. Members must be free of felony conviction or of any crime relating to or arising out of the practice of medicine.

3.2 Membership Classifications.

3.2.1 Active Member. An active member shall be North Carolina State licensed osteopathic family physician who is engaged in the practice of family medicine, either in active clinical practice or in academic medicine. Only active members may vote, hold office or serve on the Board of Directors of this association.

3.2.2 Retired Member. A retired membership status may be granted at the discretion of the Board of Directors to such persons who have completely disassociated themselves from the regular practice of medicine and surgery as an osteopathic physician. Such an application must be presented to the Board of Directors, who will at that time, pass upon its merits. The applicant shall pay the retired rate as voted upon and shall have no voice or vote in the Association or any component District but shall receive all other prerogatives as are available to the Active Membership.

3.2.3 Associate Member. An associate membership shall be available to health professionals whose professional activities involve cooperation with osteopathic family physicians through their specialty; or persons interested in supporting this organization. These members will be without voice or vote but may serve as advisors on committees at the discretion of the Board of Directors.

3.2.4 Resident Member. Resident members shall be graduates of an AOA accredited college of osteopathic medicine who are currently in post-graduate medical training in the state of North Carolina. Resident members shall have voice and vote, may serve on committees and may be elected to Trustee positions.

3.2.5 Student Member. Student members shall be enrolled in a college of osteopathic medicine and have a primary or secondary residence in the state of North Carolina. These members will be without voice or vote but may serve as advisors on committees at the discretion of the Board of Directors.

3.2.6 Honorary Member. Honorary membership may be conferred by the Board of Directors unto persons of distinction who rendered outstanding service to the ACOP-North Carolina and who is retired from active practice. These members shall not pay dues or assessments nor be entitled to voice or vote.

3.2.7 Life Member. Life members are conferred by the Board of Directors to any active member who has reached the age of 70 years and who has been a member of a state chapter of ACOFP in good standing for 20 consecutive years immediately preceding. The membership committee may recommend waiver of these requirements on individual consideration and must be approved by the Board of Directors. Life members shall not pay dues or assessments and shall be deemed to have the rights and privileges of active members.

3.2.8 Allied Member. By specific action of the Board, allied membership may be granted to individuals or corporations, not eligible for any other category of membership, who support the goals and objectives of this Association. An allied member shall enjoy all the rights and privileges of Association membership except the right to vote or hold elective office. Request for membership shall be accompanied by payment of the appropriate dues amount.

3.2.9 Military Physician. Osteopathic physicians and/or surgeons who are in the service branch of the United States Military; are stationed in North Carolina or claim North Carolina

as their home state; and hold a valid license shall be eligible for a voting membership.

3.3 In Good Standing. The phrase “in good standing” shall describe those members whose dues and assessments are current and who has no negative judgments against them as prescribed in the NCS ACOFP bylaws.

3.4 Dues.

3.4.1 Dues. Membership dues shall be established by the Board of Directors with concurrence of a majority of the membership present at the Annual Meeting. .

3.4.2 Dues payable. All dues are payable by December 31 for the next fiscal year. Annual dues will be billed jointly with ACOFP. Dues not paid by April 1 shall deem a member “not in good standing.” Any member who fails to pay the dues within three calendar months from the first billing date shall be considered delinquent and may be removed from the membership rolls.

3.4.3 Waiver of Dues and Assessments. A member may apply for waiver of dues and assessments for cause to the Committee on Membership who shall send its recommendations to the Board of Directors, which, upon majority vote, may waive part or all of the annual dues and assessments of a member.

3.5 Assessments. To meet emergencies, the Board of Directors may levy such assessments as may be necessary, provided that the total of such assessments in any one year shall not exceed the amount of the annual dues. Failure to pay such assessments shall incur the same penalty as failure to pay dues. Those dropped from membership for nonpayment of dues during the fiscal year in which an assessment is levied shall be required to pay the assessment prior to reapplying for membership.

3.6 Membership Application. All applications for membership or change of status, except Honorary or Life, shall be in writing to the Board of Trustees, on the standard membership application form, completed in full. Payment for the appropriate first year’s dues shall accompany the application. Dues may be prorated after the sixth month of the fiscal year.

3.6.1 Application Processing. Applications shall be reviewed by the Executive Director and if all requirements are met, forwarded to the Board of Directors for approval.

3.7 Revocation of Membership. Membership may be revoked after due notice to the member and a hearing before the Board of Directors. The Board shall have the right to revoke such membership by a two-thirds (2/3) vote of a quorum of the Board of Directors hearing such complaint.

3.7.1 Cause. Membership in this Association may be revoked for one or more of the following reasons:

- Noncompliance with the Constitution and bylaws of NCS ACOFP;
- Breach of the American Osteopathic Association Code of Ethics

Revocation of license to practice Osteopathic Medicine
Conviction of a felony
Egregious unprofessional conduct
Held not “in good standing.”

3.7.2 Right of Appeal. Any individual whose membership has been revoked by the Board of Directors for reasons other than nonpayment of dues shall have the right of appeal to the general membership at the next Annual Meeting. The general membership may, at its discretion, take such action as it deems appropriate. Reinstatement of membership to the NCS ACOFP shall be by an affirmative vote of two-thirds (2/3) of the total number of qualified members present at that Annual Meeting.

3.8 Voting. Each voting member, in good standing shall have one vote at any meeting of the members. A majority of the votes cast at a meeting at which a quorum is present or via electronic proxy, to include e-mail and facimilie, where a record can be kept on file as proof, shall constitute the action of the members.

3.9 Quorum. A quorum to conduct official business shall consist of a minimum of ten (10) active voting members in good standing.

3.10 Code of Ethics. The Code of Ethics of this chapter shall be the same as that of the American Osteopathic Association and the American College of Osteopathic Family Physicians, with additions or revisions as may be adopted by a two-thirds vote of the members present at a general membership meeting.

ARTICLE 4. DIRECTORS

4.1 Qualifications. The officers and trustees shall be elected from the ranks of Active or Life members of “good standing” of NCS ACOFP.

4.2 Composition. The Board of Directors shall consist of the Executive Committee (President, President Elect, Vice President, Secretary-Treasurer, Immediate Past President), and the Chairperson of the Department of Primary Care or Family Medicine in the Colleges of Osteopathic Medicine in the State of North Carolina, Membership chairperson, up to four (4) other members, including two (2) as Members at large, a resident member, and a student member. The Board of Directors shall be the policy-making body.

4.3 Officers. Elected officers shall be President, President-Elect, Vice President and Secretary-Treasurer. The President, President-Elect, Vice President, and Membership chairperson shall be elected for one (1) year terms and the Secretary Treasurer for a two (2) year term.

4.3.1 President. The President shall preside at all meetings of the Board of Directors,

exercise general charge and supervision of the affairs of the Association and perform such other duties as may be assigned by the Board of Directors.

4.3.2 President-Elect. The President-Elect shall assume the duties of the President when the President is absent or unavailable, be prepared to assume the Office of the President of the Association during the succeeding year, serve as the Family Practice Conference Program Vice Chair, and perform such other duties as may be assigned to him or her by the Board of Directors.

4.3.3 Vice President. The Vice President shall assume the duties of the President-Elect when the President-Elect is absent or unavailable, serve as the Convention Committee Chair, and perform such other duties as may be assigned to him or her by the Board of Directors.

4.3.4 Secretary/Treasurer. The Secretary/Treasurer shall assume the duties of the Vice President when the Vice President is absent or unavailable, serve as the Chair of the Finance and Public Affairs and Communications Committees, and perform such other duties as may be assigned to him or her by the Board of Directors.

4.3.5 Membership Chair. The membership chair shall serve on the board in a non-voting, advisory role. The membership chairperson is responsible for the identification and selection of new members. The membership chairperson leads the official membership committee for the organization and develops, maintains, and leads change related to the administration of membership-specific policies and bylaws .

4.3.6 Resident Member. The resident member shall be nominated by the resident membership and appointed by the President. They shall serve as the liaison for resident members. Serves as vice chair of the conference committee and serves on the membership committee

4.3.7 Student Member. The student member shall be nominated by the student membership and appointed by the President. The Student member shall serve as the liaison for student members. Serves on the membership committee

4.4 Executive Director.

4.4.1 Serve on Board of Directors. The Executive Director shall serve as the executive officer of the Association and shall administer the affairs of the Association in accordance to established administrative practices under the president and the Board. He/she shall be an ex-officio member of the Board, executive committee and all standing committees.

4.4.2 Compensation and Review. The Executive Director may be a compensated position and will be selected by and reviewed by the Board of Directors or Executive Committee.

4.4.3 Administration. The Executive Director shall be allowed the necessary budget for stenographic and office staff, postage, office supplies, traveling expenses and other expenses incident to official duties. The Executive Director shall be responsible for administration of all Association staff.

4.4.4 Reports. It shall be the responsibility of the Executive Director to see that proper reports to the Internal Revenue Service, the North Carolina Corporation commission, and any other duly qualified agency, are prepared under the supervision of a firm of certified public accountants and forwarded to the proper body. The expense of such reports shall be defrayed by this Association

4.5 Members at Large. Two Members at Large shall be elected to the Board of Directors each year. These directors will be elected to two year terms. Additional directors, one resident member and one student member will be appointed to the Board of Directors by the President.

4.6 Quorum. A majority of those presently elected or appointed to the Board of Directors shall constitute a quorum at any duly called meeting.

4.7 Meeting Requirements. The Board of Directors shall meet at least three (3) times annually. One meeting shall be held in conjunction with the annual convention of the NCS ACOFP.

4.7.1 Special Meetings. Special meetings of the Board of Directors may be called (1) by the President, by giving each Board member fifteen (15) days written notice. (2) Upon written request to the President by any three (3) members of the Board of Directors. The President shall call such special meetings within thirty (30) days of the request.

4.7.2 Informal Action by Directors/ Meetings by Conference Telephone.

4.7.2.1 Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the directors consent in writing through fax, mail, or by electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

4.7.2.2 Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

4.8 Election. Officers are to be elected annually by a majority the members present at the Association Annual Meeting. Term of office will begin following election.

4.9 Removal from Office. Any Director may be removed from office by the affirmative vote of two-thirds of all the Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance or misfeasance, for conduct detrimental to the interests of the Association, for lack of sympathy with its objectives, for refusal to render reasonable assistance in carrying out its purposes, failure to attend two meetings of the Board without valid excuse or for revocation of license as an Osteopathic Physician and Surgeon by the state licensing board.

4.9.1 Written Notice. No such officer or representative of the Association shall be so removed unless he or she shall have been served by the Executive Director with a written notice of the time and place of the meeting at which his or her removal will be considered by the Board, and furnished an opportunity to be heard, in person, or by a representative, or both, to answer the charges so made at such meeting.

4.9.2 Method of Written Notice. Such notice and copy of the charge or charges shall be served upon such officer or representative by mailing the same in both regular mail and certified mail with return receipt requested, addressed to his or her last known mailing address as shown by the records of the Association, no less than thirty (30) days prior to the day of said meeting.

4.10 Resignation. Any Director may resign at any time by giving written notice of resignation to the Board of Directors.

4.11 Vacancies. Should any vacancy in the Board of Directors occur the vacancy may be filled for the unexpired portion of the term by the current Directors, even if they constitute less than a quorum, by affirmative vote of the majority. Any Director so elected by the Board of Directors shall hold office until the next annual meeting of the Association and until the election and qualification of their respective successor.

4.12 Contracts and Services. The Directors of the Association may enter into contracts for purposes beneficial to the Association and its goals. A quorum is required per section 4.6

4.13 Compensation. Directors shall not receive any stated salary for their services. However, by resolution of the Board, a fixed reasonable sum for expenses may be allowed for attendance at each regular or special meeting of the Board.

4.14 Liability. The Association, all officers, members of the Board of Directors, and employees of the Association shall be provided with errors and omissions insurance coverage while engaged in their performance of Association duties. The Executive Director and all appropriate employees will be bonded for financial security. Liability insurance will be obtained for the Association at the discretion of the Board of Directors.

ARTICLE 5. COMMITTEES

5.1 Executive Committee. Shall consist of the President, President-Elect, Vice President, Immediate Past President, and the Secretary/Treasurer.

5.1.2 Executive Committee Duties. The Executive Committee may transact the business of the Board of Directors, between meetings of the Board as such Board authority is defined in these bylaws.

5.1.3 Responsibility. The Executive Committee shall be responsible to the Board of Directors and that their actions are reported to the Board of Directors.

5.2 Standing Committees. All chairs of the Standing Committees shall be designated as written in the Bylaws or by special appointment by the President. All such appointments shall be subject to the approval of the Board of Directors. Standing Committees and their general purview are listed below:

Education Committee:

General Chair: Chairperson of the Department of Primary Care or Family Medicine in the Colleges of Osteopathic Medicine in the State of North Carolina.

Vice Chair: President-Elect

Purview: CME Activities, Resident Liaison, Student ACOFP Chapter Liaison, ACOFP Fellowship

Convention Committee:

Chair: Vice President

Vice Chair: Resident member

Purview: Annual Convention

Membership Committee

Chair: Membership chairperson

Purview: Membership, Leadership Development, Hospital Liaison

Public Affairs and Communications

Chair: Secretary

Purview: Minutes, Communications (Newsletter, Social Media, Website)

Advocacy Committee

Chair: Appointed by President

Purview: Legislative Liaison

Finance Committee

Chair: Treasurer

Purview: Budget, Audit, Finance Reporting to Board and Members. See 5.4

Nominating Committee

Chair: Immediate Past President

Members include: One other past president, President Elect and one member at large

5.3 Ad Hoc Committees. The President may appoint ad hoc or special committees as needed.

5.4 Finance Committee. The Finance Committee shall prepare the budget in consultation with the President with the assistance of the Executive Director and presented to the Board of Directors at the last meeting of the Directors before the end of the fiscal year for approval. Budget shall be reported upon and reviewed regularly.

5.4.1 Audit. The Board of Directors will adopt an audit policy; select such auditors or accountants as necessary to carry out the policy. The Finance Committee will review and present the review and/or audit to the Board of Directors in accordance to that policy.

5.4.32 Emergency Funds. The Board of Directors, by a two-thirds (2/3) vote of the members present and voting, may make emergency appropriations for items not included in the approved budget.

5.4.3 Financial Affairs. Approval by quorum is required prior to expenditures > \$500.00 and will require 2 signatures by appropriate authorized officers.

ARTICLE 6. AGENTS AND REPRESENTATIVES

To the extent permitted by law and these bylaws, the Board of Directors may appoint agents and representatives of the Association, with such powers to perform acts or duties on behalf of the Association

ARTICLE 7. CONTRACTS

The Board of Directors, except when prohibited, may authorize any Officer or agent to enter into any contract on behalf of the Association. Unless so authorized by the Board of Directors, no Officer, agent or employees shall have any power or authority to bind the Association or render it liable for any purpose or to any amount.

ARTICLE 8. FISCAL YEAR

The fiscal year of the Association shall be determined by the Executive Director of the Association.

ARTICLE 9.

PROHIBITION AGAINST SHARING IN ASSOCIATION EARNING

No Director, Officer, employee or person connected with the Association or any other private individual, shall receive at any time, any of the net earnings or any pecuniary profit from the operations of the Association except as allowed by Article 4, Section 12, and no such person or persons shall be entitled to share in the distribution of any of the Association assets upon the dissolution of the Association

ARTICLE 10. INVESTMENTS

The Association shall have the right to retain all or any part of any securities or property acquired by it and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors. However, no action shall be taken by or on behalf of the Association if such action is a prohibited transaction or would result in the denial of the tax exemption under the applicable provisions of the Internal Revenue Code or its Regulations as they now exist or as they may hereafter be amended.

ARTICLE 11. AMENDMENTS

These Bylaws may be amended by this Association at any Annual Meeting, by a two-thirds vote of the accredited voting members in attendance at such meeting, provided that any proposed Amendment has been approved for publication by the Executive Committee of the Board of Directors and that the Secretary-Treasurer shall have published and mailed to each member of the Association not less than two (2) months nor more than four (4) months prior to the Annual Meeting at which they are to be acted upon. Any Amendment must be recorded with the American College of Osteopathic Family Physicians. Amendments become effective upon vote of the membership.

ARTICLE 12. EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no trustee, Officer, employee or representative of the Association shall take any action or carry on any activity by or on behalf of the Association not permitted under Section 501(c)(6) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE 13. RULES OF ORDER

Unless otherwise provided in the articles of incorporation and bylaws of this Association, the current edition of "Roberts' Rules of Order" shall govern the proceedings of all sessions of the Association.

ARTICLE 14. INDEMNIFICATION

The Association shall indemnify any and all persons who may serve or who have served at any time as trustees or officers, or who at the request of the Board of the Association may serve or at any time have served the Association at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense of settlement of any claim, action, suit or proceeding in which they or any of them are made parties, or a party, or which may be asserted against them or any of them by reason of being or having been trustees or officers or a trustee or officer of the Association, or of such other Association, except in relation to matters as to which any such trustee or officer or former trustee or officer or person shall be adjudged in any action suit or proceeding to be liable for his/her own negligence or misconduct in the performance of his/her duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, and vote of stockholders or otherwise.

ARTICLE 15. POLICIES

The Board of Directors will maintain and regularly review policies on Anti-Trust, Conflict of Interest, Audit, Record Retention and such others as deemed necessary by the Board, the Members and law.