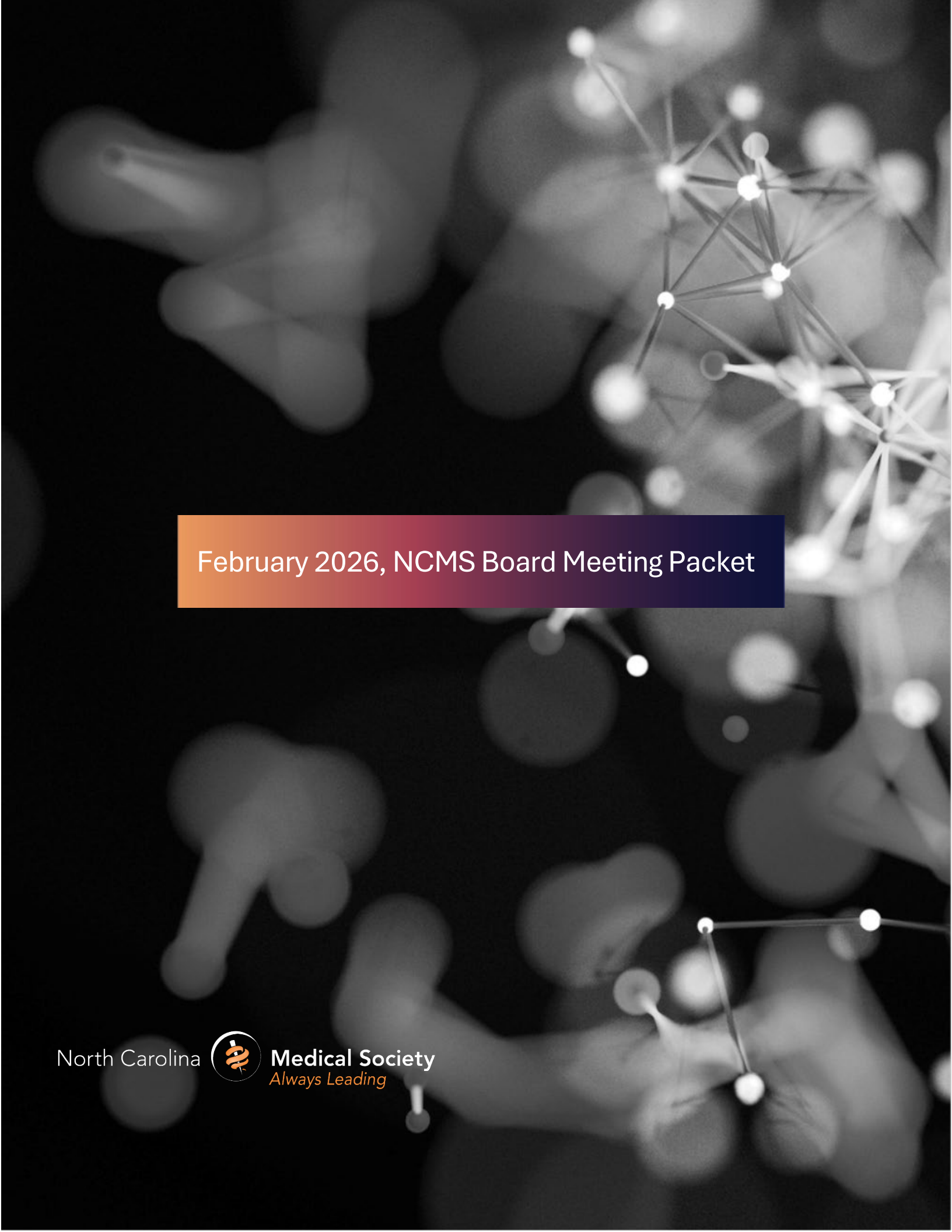

February 2026, NCMS Board Meeting Packet

North Carolina Medical Society
Always Leading

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NCMS BOD Meeting Agenda
February 18, 2026

Time	Description	Additional Attachments	Presenter	Action
6:00 PM	Welcome and Call to Order		Dr. Westcott	
6:01 PM	Approval of Minutes: December 2025	DRAFT Minutes		Approve Minutes
6:05 PM	Secretary Treasurer's Report	Report	Dr. Eskra	
6:20 PM	CEO Report		Steve Keene	
6:35 PM	Membership Update		Pam Highsmith	
6:45 PM	Communications Update		Toni Hill	
6:55 PM	May Meeting	Draft Agenda	Steve Keene	
7:05 PM	2026 Session: NC General Assembly		John Thompson	
7:20 PM	Hospice & Palliative Care Society	Proposal, Draft Bylaws, NCMS Bylaws & Draft Motion	Dr. Westcott	Motion
7:30 PM	Merging of Component Societies	Proposal, Draft Bylaws, NCMS Bylaws & Draft Motion		Motion
7:40 PM	COI & Confidentiality Forms	COI & Confidentiality Documents	Dr. Westcott	
7:50 PM	Executive Session		Ashley Rodriguez	
8:00 PM	Adjourn		Dr. Westcott	

DRAFT Meeting Minutes: December 2025

DRAFT

NCMS Board of Directors Meeting

NCMS Headquarters

December 13, 2025

9:00-12:30 PM

NCMS Board Members in Attendance:	NCMS and Guest(s) in Attendance:
Carl Westcott, MD President	Stephen Keene, CEO
Karen Smith, MD President-Elect	Ashley Rodriguez, Chief Legal Officer
Tracy Eskra, MD, Secretary-Treasurer	John Thompson, Chief Strategy Officer
John Meier, IV, MD Immediate Past President (Virtual)	Larry Crawford, Chief Financial Officer
Claude Jarrett, MD, Region 1	Erin Grover, Director, Leadership Operations
Charul Haugan, MD, Region 2	Kristi Thelen, UBS, Senior Vice President – Wealth Management
Katie Lowry, MD, Region 3 (Virtual)	
Labron Chambers, MD, At-large (Virtual)	
William "Bill" Ferrell, MD, At-large	
Ronnie Laney, Jr., MD, At-large	

NCMS Board Members Not in Attendance:	NCMS and Guest(s) Not in Attendance:
Martin Palmeri, MD, Region 4	
Jugta Kahai, MD, At-large	
Bryant Murphy, MD, At-large	

9:00 AM Call to Order

The meeting was called to order by Dr. Carl Westcott at approximately 9:00AM.

9:01 AM Approval of Minutes

MOTION carried unanimously that the minutes of the October 11, 2025 meeting of the Board of Directors be approved as presented.

9:02 AM UBS – Investments

Kristi Thelen from UBS reported a 10.57% year-to-date return, with a 7.7% forecast for 2026. The portfolio is diversified, with $9 million in assets. The 2026 budget projects a $750,000 deficit, despite a $261,000 surplus in investment earnings. The board approved the **MOTION** to change the Vanguard Dividend Appreciation Fund and Pacer Cash Cows Fund.

9:35 AM Treasurer's Report

Dr. Eskra presented the Treasurer's Report, which is attached as Exhibit A.

9:45 AM Physician Unions (Wilmington)

Conversation about physician unionization were raised, with a focus on maintaining professional autonomy and exploring alternative strategies to address industry challenges. Drs. Laney and Smith highlighted the frustration among physicians and the need for a

collective voice to address industry challenges. From this, two items were discussed: 1) each BOD member will bring 10 priorities/action items of the needs of their county and/or specialty society; 2) Executive Team to come up with topics to present virtually to all members of the SOCIETY in association with the NC Hospital Association.

10:45 AM 10 Minute Break

10:55 AM CEO Report

The CEO report highlighted financial challenges, including a $350,000 annual revenue gap, and proposed solutions. Mr. Keene outlined various revenue streams, including the network company, membership, and new initiatives like a captive insurance entity and a group purchasing arrangement. Mr. Keene also discussed the importance of engaging with specialty societies and other stakeholders. The discussion emphasized the importance of clear, timely communication and strong leadership operations, with a focus on deeper engagement with county and specialty societies. Mr. Keene underscored that advocacy should be embedded across all aspects of the organization's work. He also expressed optimism about the organization's financial stability and the outlook for the future. Participants discussed the importance of diversifying revenue streams to ensure long-term sustainability, including leveraging existing relationships with organizations such as the Old North State Medical Society. A **MOTION** was made by Dr. Smith that the four main challenges presented by Mr. Keene, especially revenue diversification, are the main priority so that the board can continue to work on those activities so that the board does not lose what is of value to the members. Motion was carried unanimously.

11:40 AM AMA Interim Meeting

Drs. Westcott and Smith summarized the AMA Interim Meeting, stating that the alternate resolution 310 was passed, which was amended and adopted and outlines that the AMA should recognize the harms that of the Flexner report and their role in that. Resolution 310 directs the AMA to collaborate with public and private partners to support developing opening and reopening medical schools that were historically closed because of their actions, and also focusing medical education into areas like HBCUs, tribal colleges, universities with minority serving philosophies and through feasible resources and community planning. This also prioritizes the AMA effort to strengthen Diversity and Equity and Inclusion. Dr. Westcott stated that the NCMS previous president, Dr. Art Apolinario did a good amount of work getting it passed. Resolution 601 was "referred for decision" during the Interim Meeting, meaning it would go to the Board of Trustees for approval. This resolution involves putting together a multidisciplinary Task Force to develop a legislative roadmap for equitable and sustainable health core and equitable and sustainable health care system. This would include physicians, trainees, allied health professionals, health system leaders, payers, economists, ethicists, patient advocates and other players across the landscape. This would be a roadmap for equitable access to high quality care, physician-led, physician-

centered, patient-centered care, fair, predictable payments, support and practice, evidence based innovation, a strong emphasis on prevention and public health and health equity. The Task Force will report back at next year's AMA Interim Meeting.

11:50 AM NLDC Scope of Work for 2026

Mr. Keene stated that Dr. Meier is now the chair of the NLDC and the NCMS staff are working on a scope of work that we will be able to present to him to start a discussion about getting the work underway within the first few weeks of the new year. He also mentioned that the staff are developing a standard procedure for this committee, because there were a few mistakes that were made last year during the disjointed transition. These missteps have been dealt with. The number of positions that need to be filled on the NLDC as well as other boards, councils, and commissions were presented to the Board as well as the mention of updating the bylaws of the NLDC for an extension of terms. A **MOTION** was made by Dr. Westcott that six (6) individuals currently on the NLDC be appointed as interim members during 2026. Motion passed unanimously.

11:55 AM Board Meeting Schedule for 2026

Mr. Keene presented the 2026 Board Meeting dates.

12:00 PM Executive Session

Board entered Executive Session.

12:30 PM ADJOURN

Executive session ended, and a **MOTION** to adjourn the meeting carried unanimously.

Respectfully Submitted,

Stephen W. Keene
CEO

Secretary Treasurer’s Report

MEMORANDUM TO: Dr. Carl Westcott, MD, President

FROM: Tracy Eskra, MD, MBA, Secretary-Treasurer

DATE: February 18, 2026

SUBJECT: Secretary-Treasurer's Report

At our Finance Committee meeting on January 26, 2025, the following Agenda items were discussed:

Agenda Items

1- **Presidential Stipend Survey- Attached**
2- **Review of November YTD November 2025 Financial Results- Attached**
3- **Cash Flow and need for Cash Drawdown in March 2026**

1-The amount of the Presidential Stipend, which is currently $50,000, was discussed along with the attached survey of several other State Medical Society Presidential Stipends.

After some discussion, the committee recommended that the stipend remain at $50,000 for 2026.

2- Highlights of the November 2025 Financial Statements:

- Membership dues are $1,812,551 and 86% of 2025 budget
- Other revenue lines are substantially on target at this point. Total revenue items are 93% of the 2025 budget.
- CCHN Revenue is $1,225,081 and 105% of budget.
- Curi and MEWA revenues are significantly less than budget.
- Investment Earnings at November 2025 is $810,507 and 162% of budget.
- Expense categories are at 116% of budget.
- Communications expenses are at $297,796 reflecting new communications consultants engaged in 2025 replacing communications department employees.
- Executive department expenses of $419,582 included employment fees for the new CEO , attorney fees for the DOL inquiry and attorney fees for the MEWA wind-down.
- **There is a Deficit of ($812,113) on November 30, 2025**
- **Net Assets on November 30, 2025, are $16.7 Mil, down from $17.5 Mil at 12/31/2024.**

Following an in-depth review and discussion of the Financial Statements, the Committee accepted them as information and recommended they be submitted to the Board.

3-Cash Drawdown in March 2026 and NCMS Management Services for NCMSF

Due to the Loss from Operations in 2025, it will be necessary to take a drawdown from investment earnings in April 2026; the expected amount was to have been approximately $700,000.

However, The NCMS Foundation received a $1,000,000 donation of Unrestricted cash from CCHN in December 2025. This cash infusion has made it possible for the Foundation to pay for Management Services previously provided in a Gifts in Kind manner; Gifts in Kind is an accounting term to describe services supplied by one entity to another that are not paid in cash.

In January 2026, NCMS billed the Foundation for $200,000 in services provided in 2025 and received payment. This cash payment will reduce the amount needed to be drawn down from reserves in April 2026.

I look forward to your questions.

North Carolina Medical Society

Balance Sheet

	YTD 11/30/2025	YTD 12/31/2024
Assets		
Petty Cash	$ 399	$ 399
Checking Account-Bank	1,575,685	2,193,704
Payroll Checking Account	35,979	542,813
Cash- UBS MM	1,060,506	1,770,959
Marketable Securities	7,929,304	6,943,324
Accounts Receivable	260,692	484,817
Notes Receivable	6,879,005	6,974,662
Right-of-Use Assets-Lease	3,957,187	3,957,187
MSSI Investment	1,000	1,000
Total Assets	$ 21,699,757	$ 22,868,865
Liabilities and Net Assets		
Liabilities		
Accounts Payable	$ 180,854	$ 272,348
Accrued Salaries/Benefits	497,308	197,308
Agency Obligations		76,341
Advance Pay Dues	397,440	886,599
Operating lease liability	3,977,761	3,977,761
Total Liabilities	$ 5,053,363	$ 5,410,357
Net Assets		
Reserve for Operations	$ 1,000,000	$ 1,000,000
Reserve for Capital Replacement	3,397,508	3,397,508
Net Worth Operating Fund	12,248,886	13,061,000
Total Net Assets	16,646,394	17,458,508
Total Liabilities and Net Assets	$ 21,699,757	$ 22,868,865

North Carolina Medical Society

Revenue-Expense Year 2025

	Year Forecast 12/31/2025	YTD 11/30/2025	2025 Budget	Actual % Budget	Year 2024 12/31/2024
Revenues					
State Society Dues	$1,815,000	$1,812,531	$2,100,000	86%	$2,114,820
Meetings & Confer.	$0	$0	$150,000	0%	$167,785
Education Services	$50,000	$49,450	$35,000	141%	$66,500
NCMSF Revenue	$400,000	$178,012	$65,000	274%	$105,195
Other Grants/ Income	$10,000	$8,925	$160,000	6%	$10,000
Curi Revenue	$75,000	$56,250	$164,000	34%	$75,000
MEWA Revenue	$400,000	$310,230	$550,000	56%	$428,995
Specialty Speciaties	$665,000	$650,500	$715,000	91%	$618,750
Value Program	$230,000	$222,070			
Service Fees	$1,350,000	$1,225,081	$1,170,000	105%	$1,529,447
Revenue from Bldg	$430,000	$396,981	$541,000	73%	$353,195
Investment Earnings	$875,000	$810,507	$500,000	162%	$735,405
Revenue- Bldg.Sale					$5,590,735
Total Revenues	**$6,300,000**	**$5,720,537**	**$6,150,000**	93%	**$11,795,827**
	Year Forecast 12/31/2025	**YTD 11/30/2025**	**2025 Budget**	**Actual % Budget**	**Year 2024 12/31/2024**
Expenses					
Salaries and Benefits	$3,875,000	$3,616,552	$3,235,000	112%	$3,615,022
Value Program	$145,000	$128,809	$0		$0
Specialty Societies	$637,500	$594,701	$565,000		$42,842
Operations	$420,000	$377,863	$460,500	82%	$497,637
Membership	$50,000	$45,480	$114,900	40%	$93,831
Leadership Support	$170,000	$156,521	$108,000	145%	$102,724
Executive Dept	$450,000	$419,582	$185,500	226%	$206,999
Annual Meeting	$45,000	$44,889	$100,000	45%	$241,359
Communications	$260,000	$297,796	$41,600	716%	$44,491
CME Accreditation	$37,500	$32,740	$35,000	94%	$33,905
External	$475,000	$456,999	$345,500	132%	$307,501
Rent Expense Building	$435,000	$360,718	$459,000	79%	$330,640
Total Expenses	**$7,000,000**	**$6,532,650**	**$5,650,000**	116%	**$5,516,951**
SURPLUS/ DEFICIT)	**-$700,000**	**-$812,113**	**$500,000**		**$6,278,876**

Income Statement: Specialties & Value Team

Revenue-Expense Year 2025

	Society Management		Value Team	
	YTD Actual	Budget	YTD Actual	Budget
	11/30/2025	12/31/2025	11/30/2025	12/31/2025
Revenues				
Hdqtrs Office Services	$650,500	$715,000		
Other Revenue	$0		$222,070	$0
Total Revenues	$650,500	$715,000	$222,070	$0
Expenses				
Salaries and Benefits	$486,050	$565,000	$45,476	$0
Other Expenses				
Event Planner-Consultant	$ 4,000			
Consultant	$ 48,000		$ 83,333	
Finance/ Billing est.	$ 9,000			
Rent	$ 12,000			
Audit	$ 2,500			
RE	$ 30,000			
Insurance	$ 3,151			
Total Other Expenses	$ 108,651	$ -	$ 83,333	$ -
Total Expenses	$ 594,701	$ 565,000	$ 128,809	$ -
Net Income (Loss)	$ 55,799	$ 150,000	$ 93,261	$ -

NCMS

Expense Category Changes Against 2025

Budget YTD November 2025

	Salaries	Specialties	Value Team	Operations	Communications	Membership	Leadership	Executive	External	Rent Bldg	Others	Total
Budget 2025	$3,235,000	$565,000	$ -	$460,500	$ 41,600	$ 114,900	$108,000	$185,500	$345,500	$459,000	$135,000	$5,650,000
RIF Savings	$ (425,000)											$ (425,000)
Severance	$ 606,000											$ 606,000
New CEO	$ 200,000											$ 200,000
Salaries			$ 53,653									$ 53,653
Consultants			$ 75,156		$ 184,000				$116,000			$ 375,156
DOL Attorney								$ 26,000				$ 26,000
Recruiter CEO								$154,000				$ 154,000
MEWA Attorney								$ 65,000				$ 65,000
Other	$ 552	$ 29,701			$ 72,196		$ (1,479)	$ (10,918)	$ (4,501)	$ (98,282)	$ (57,371)	$ (70,102)
IT Cost Reduction				$ (82,637)		$ (69,420)						$ (152,057)
Pres-Stipend-2024							$ 50,000					$ 50,000
Diff from Budget	$ 381,552	$ 29,701	$ 128,809	$ (82,637)	$ 256,196	$ (69,420)	$ 48,521	$234,082	$111,499	$ (98,282)	$ (57,371)	$ 882,650
Actual YTD Nov 2025	$3,616,552	$594,701	$ 128,809	$377,863	$ 297,796	$ 45,480	$156,521	$419,582	$456,999	$360,718	$ 77,629	$6,532,650
Budget 2026	$2,500,000	$738,000	$ 500,000	$430,135	$ -	$ 286,915	$128,000	$350,000	$494,500	$472,000	$100,450	$6,000,000

2025-2026 Budget Changes												
	Salaries	Specialties	Value Team	Operations	Communications	Membership	Leadership	Executive	External	Rent Bldg	Others	Total
Budget 2025	$ 3,235,000	$ 565,000	$ -	$ 460,500	$ 41,600	$ 114,900	$ 108,000	$ 185,500	$ 345,500	$ 459,000	$ 135,000	$ 5,650,000
New Personnel		$ 107,000	$ 425,000									$ 532,000
Salaries-RIF-2025	$ (735,000)											$ (735,000)
Consultant						$ 187,315		$ 100,000	$ 132,000			$ 419,315
MEWA Attorney								$ 100,000				$ 100,000
Other		$ 66,000	$ 75,000	$ (30,365)	$ (41,600)	$ (15,300)	$ 20,000	$ (35,500)	$ 17,000	$ 13,000	$ (34,550)	$ 33,685
Change	$ (735,000)	$ 173,000	$ 500,000	$ (30,365)	$ (41,600)	$ 172,015	$ 20,000	$ 164,500	$ 149,000	$ 13,000	$ (34,550)	$ 350,000
Budget 2026	$ 2,500,000	$ 738,000	$ 500,000	$ 430,135	$ -	$ 286,915	$ 128,000	$ 350,000	$ 494,500	$ 472,000	$ 100,450	$ 6,000,000

11/6/2025	Presidential Stipend Comparison		
	President	President- Elect	Chair
NC	$ 50,000	$ -	$ -
GA	$ 36,000	$ 4,500	$ -
LA	$ 50,000	$ -	$ -
VA	$ 50,000	$ -	$ -
PA	$ 60,000	$ 25,000	$ 80,000

Membership Update

Membership

By the Numbers

	2025 Year-End Total Members	2025 Actual as of 1/10/2025	2026 Actual as of 2/10/2026
New/Join	270	175	124
Rejoined	166	109	58
Renew	4421	2562	2024
Total Paid	**4857**	**2846**	**2206**
Life	1868	1868	1885
Total Membership	**8190**	**4714**	**4091**

- 2641 lapsed members as of 2/10/2026
- 61 out of 107 practices that pay membership dues as a group have paid 2026 dues
- 2026 Membership Goals:
- $1.5 million in membership revenue
- Maintain 4800 paying members – with changes to the NCMS health plan, it is difficult to predict how many practices will drop NCMS membership

Reasons for Optimism in 2026

- A leadership team (including NCMS BOD) that is committed to delivering valuable products and services for the healthcare community. The Membership & Communications team views our role as bringing the NCMS brand and suite of products and services, membership being one of those services, to as many new potential customers as possible while maintaining current members.
- New and enhanced products and services to address physician and PA needs (i.e. improved employee benefits; VBC resources; staff devoted to payer relations) greatly improve opportunities to retain and grow membership.
- Well-reasoned communications strategy, one additional communications-focused staff member, and enhanced communications platforms greatly increase opportunities for membership retention and growth.
- Lauch of new membership database platform that will provide improved invoicing, more self-service options to drive better data and greater member engagement, better reporting, and new on-line community engagement options.

Membership Strategies

- Leverage new offerings to gain access to practices NCMS has had difficulty accessing in the past.
- Leverage new communications platforms to intentionally move potential members/customers through a journey that concludes with greater engagement and/or payment for membership or another product/service.

- Continue the Reactive campaign for renewing members and Every Physician Counts campaign for new members.
- Fifteen (15) Community Connect events to engage current members and get to know potential new members
- Intentional inclusion of NCMS BOD in meetings with potential practices and in proposal development.
- Refinement of tailored messaging for academic medical centers, health systems, and independent practices with dedicated slide decks, talking points, and one-page leave behinds.
- Develop a more formal avenue for peer-to-peer recruitment and member engagement, i.e. “NCMS Champions” program.
- Intentional email series for new members to introduce them to NCMS and ensure that they engage early in their NCMS journey to boost retention.
- Launch on-line affinity communities once new membership database platform is launched.
- Individual meetings with practices and health systems.

Promising Developments

- Continued meetings with UNC Health
- Proposal submitted to Unified Women’s Healthcare for 264 potential new members. Submitted in collaboration with NCOGS.
- Partnership with Coastal Physicians Alliance is gaining traction.

Communications Update

Communications Transformation

2025: Summary

In early 2025, NCMS communications required foundational rebuilding — as a paid communications audit revealed that work was needed to have brand clarity, digital infrastructure, platform strategy, and measurable performance analytics. Beginning in March 2025, NCMS engaged Angel Oak Creative and Decisive Point to support this effort. In July 2025, Toni Hill assumed leadership of Communications and NCMS communication vendors, operating as a team of one guiding this transformation..

Before increasing output, we first clarified who we are and what we offer. Without clarity of voice and value, additional communication would only create noise. 2025 focused on defining our story and building the infrastructure to tell it effectively.

Within a short timeframe, NCMS established a modern communications foundation, including:

- A consistent brand voice and visual identity
- Clearer messaging around member value and advocacy impact
- A strategic social media audit and growth plan — resulting in measurable growth across key platforms
- Rebranding and repackaging Morning Rounds into Weekly Dose to streamline email communications, reduce siloed departmental messaging, and honor member feedback
- Migration to a new email platform, improving deliverability to 99%+ and restoring inbox credibility
- Formalized renewal and retention campaigns using segmented email strategies (independent physicians vs. system-employed physicians), generating stronger member insight.
- Data-driven learning — including that over 90% of Weekly Dose readers view emails on desktop, directly influencing design strategy
- Introduction of advocacy-focused video content
- Launch of statewide digital advertising and creation of a proprietary audience of 74,000+ individuals

2025 was a rebuilding and infrastructure year.

2026: Execution, Diversification & Visibility

Historically, NCMS has relied heavily on email. While effective, over-reliance risks fatigue and limits reach.

In 2026, we are intentionally diversifying our communications to align with how and where physicians consume information.

Current and ongoing initiatives include:

- Expanded video production (Legislative Candidate Videos and a Board/physician “Why NCMS” series)
- Growth of the Political Pulse podcast

- Increased short-form video across social media platforms
- Google advertising to capture high-intent searches related to physician advocacy and healthcare leadership
- Continued statewide digital advertising
- Development of complementary print collateral

Mid-year 2026, NCMS will also implement a new database system enabling:

- Member self-service functionality
- Secure, paywall-protected resources and benefits
- Discussion boards and peer-to-peer engagement
- Improved segmentation and analytics

This modernizes both the member experience and our communications precision.

Internal Capacity & Cost Efficiency

To support sustained growth and faster execution, NCMS has hired a Communications Assistant.

This strengthens internal production capacity, improves institutional continuity, and reduces reliance on external partner execution.

As a result, external partner costs in 2026 are projected to be less than half of 2025 levels, with outside firms now focused primarily on strategic growth initiatives rather than daily operations.

This represents a shift from outsourced execution to internally driven momentum.

2026 Strategic Objective

The goal for 2026 is clear:

Communications impact should be visible — not something that requires explanation.

- Members should see it.
- Non-members should encounter it.
- The brand should feel cohesive.
- Advocacy should feel tangible.
- New NCMS offers should be evident.

We have moved from rebuilding the foundation to scaling with intention.

The following three sections provide a detailed overview of 2025 social media growth, Weekly Dose newsletter performance, and digital advertising results.

Section 1: Social Media Detail

In June 2025, we implemented a social media strategy and goal of increasing the NCMS social media following by 3% by EOY organically to raise awareness of NCMS and the work we are doing.

Platform	March 24, 2025	January 28, 2026	% Growth
Facebook	1,838	1,922	4.6%
Instagram	485	566	16.7%
X	3,856	3,802	-1.4%
LinkedIn	1,972	2,186	10.9%

X: We have not gained followers since March 2025, only lost. Many people are leaving X, bot accounts are getting shut down, etc. This decrease appears to be commonplace.

NCMS Social Media Analytics

Facebook (1/1/25 - 12/31/25)	
Views	125,855
Engagement	+11.4% from 2024
Top performing Facebook post	Views: 3,317
Audience Preference	Followers seem to favor content centered around advocacy and legislative updates

LinkedIn (Last 365 Days)	
Impressions	34,228
Engagement Rate	11.1%
Top performing LinkedIn post	Impressions: 1,028
Audience Preference	Followers seem to favor content centered around NCMS members (event recaps with photos)

Instagram (Last 90 Days)	
Views	5,529 (does not provide info for the last 365 days)
Top performing Instagram post of 2025	Views: 20,035
Audience Preference	Followers have favored content centered around youth – both residents and medical students attending White Coat Day

Section 1: Social Media Key Takeaways

The overall takeaway from our social media performance is that quality — not quantity — of posts drives engagement with our members. Posting more frequently for the sake of volume does not meaningfully increase followers or interactions. Instead, our data shows that members engage most consistently with content that clearly demonstrates NCMS's impact and relevance to their professional lives.

Across platforms, members respond most strongly to content that answers three core questions:

- What is NCMS doing at the General Assembly to advocate for physicians?
- How is NCMS supporting and preparing the next generation of physicians?
- What value do members gain from NCMS-hosted events?

This does not mean we should limit content to only these areas or post the same material across every platform. Rather, it underscores the importance of using each platform strategically — tailoring content to where members are most engaged and how they prefer to consume information — while maintaining a clear focus on impact, advocacy, and member value.

What This Means for 2026

Building on our 2025 growth and engagement data, we are shifting from establishing a social media presence to intentionally scaling what works to deepen member connection in 2026.

- **Prioritize impact-driven content over volume.**
  We will focus on high-quality posts that clearly demonstrate NCMS's advocacy efforts, member value, and organizational impact rather than posting simply to maintain frequency.

- **Expand video content to reach younger physicians.**
  Short-form video will increase across platforms to better engage medical students, residents, and early-career physicians — meeting them how they already consume content.

- **Increase member-centered visuals.**
  We will intentionally feature more photos and videos of NCMS members, particularly from events and programs, to strengthen peer-to-peer relevance and visibility.

- **Use each platform with purpose.**
  Content will be tailored based on how members engage — prioritizing visual and video-driven content on Instagram, and member-focused, advocacy-centered content on Facebook and LinkedIn.

- **Build on a defined and recognizable social media brand.**
  For the first time, NCMS has a consistent voice, look, and message across platforms. In 2026, we will refine and strengthen this brand presence to improve recognition, trust, and long-term engagement.

Board Social Media Engagement:

38% follow on Facebook, 31% on Instagram, and 38% on LinkedIn — highlighting a clear opportunity to increase board amplification of NCMS messaging.

NCMS Social Media Channels:

- LinkedIn: @NorthCarolinaMedicalSociety
- Facebook: North Carolina Medical Society
- Instagram: @ncmedsoc
- X (Twitter): @NCMedSoc

Section 2: Weekly Dose Newsletter Detail

September 2025 – February 2026

Strategic Transition

In September, NCMS transitioned from the daily Morning Rounds email to a weekly publication, Weekly Dose.

This was not simply a frequency change. It was a deliberate strategic communications shift supported by a full migration to a new email platform.

The purpose of this transition was to:

- Move from volume-based communication to value-based communication
- Improve deliverability and inbox placement
- Create space to tell the NCMS story clearly and consistently
- Establish a true member benefit that also extends to the broader healthcare community

The daily format made it difficult to consistently deliver meaningful, high-value content and limited our ability to provide context around policy movement and healthcare trends. Weekly Dose was designed to offer deeper insight, clearer narrative, and stronger visibility into the work and progress of NCMS.

Weekly Dose serves:

Anyone in North Carolina's healthcare community who values a trusted perspective, practical insight, and timely updates on the policies and forces shaping care across our state.

It is both a member benefit and a broader awareness tool that reinforces NCMS's role as a trusted voice in state healthcare policy.

Infrastructure Upgrade

Simultaneously, NCMS implemented an entirely new email platform.

This required:

- Rebuilding templates
- Establishing proper authentication protocols
- Cleaning and stabilizing the distribution list
- Learning and deploying a new system

Prior to this transition, many emails were landing in spam and performance metrics were limited.

Since implementation:

- Deliverability improved from 90.8% (first send) to 99–99.9%
- Bounce rates dropped from 9.2% to ~0.1–0.2%

- Engagement metrics are now fully visible and actionable

This infrastructure investment significantly improved inbox placement, design quality, and communications effectiveness.

Performance Overview

Deliverability: Consistently 99%+ since October, indicating strong sender reputation and list health.

Open Rates: Generally, 40–43%, with normal seasonal variation. This reflects sustained relevance and audience trust.

Click Rates: Click activity was highest in October (5–7%) and moderated in later months.

Importantly, Weekly Dose was intentionally structured so that core NCMS content lives fully within the email. Physicians can receive the most valuable information without needing to click away.

Clicks are primarily used for:

- External resources
- Deeper dives
- Optional engagement

Lower click rates therefore reflect editorial structure — not disengagement.

Audience Stability

- Extremely low unsubscribe rates (0–4 per send)
- Stable subscriber base
- Continued retention

If the content were not valued, attrition would increase. It has not.

Overall Assessment

- A shift from daily volume to weekly value
- A move toward strategic storytelling
- A measurable improvement in email infrastructure and deliverability
- A stronger communications platform for both members and the broader healthcare community
- Strong inbox credibility
- Healthy and stable engagement
- Successful execution of a significant communications and technology transition

Weekly Dose is performing in alignment with its intended purpose: delivering trusted, relevant insight directly to North Carolina's healthcare community in a clear and accessible format.

View enlarged metrics report HERE.

Date	Subscribers	Delivered	Opened	Clicked	Unsubscribed	Not Opened	Not Clicked	Mobile Device	Not Mobile Device	Bounced
9/30/25	5,651	5130 (90.8%)	2,314 (45.1%)	79 (3.4%)	15	2,816 (49.8%)	2,235 (96.6%)	93 (4.0%)	2,221 (96.0%)	521 (9.2%)
10/7/2025	4,903	4,812 (98.1%)	2,063 (42.9%)	127 (6.2%)	4	2,749 (56.1%)	1,936 (93.8%)	102 (4.9%)	1,961 (95.1%)	91 (1.9%)
10/14/2025	4,904	4,807 (98%)	2,061 (43%)	117 (5.7%)	2	2,746 (56.0%)	1,944 (94.3%)	82 (4%)	1,979 (96.0%)	97 (2.0%)
10/21/2025	4,909	4,833 (98.5%)	2,024 (41.9%)	155 (7.7%)	4	2,809 (57.2%)	1,869 (92.3%)	97 (4.89%)	1,927 (95.2%)	76 (1.5%)
10/28/2025	4,849	4,829 (99.6%)	2,084 (43.2%)	130 (6.2%)	3	2,745 (56.6%)	1,954 (93.8%)	96 (4.6%)	1,988 (95.4%)	20 (0.4%)
11/4/2025	4,811	4,783 (99.4%)	2,017 (42.2%)	125 (6.2%)	1	2,766 (57.5%)	1,892 (93.8%)	93 (4.6%)	1,924 (95.4%)	28 (0.6%)
11/11/2025	4,816	4,788 (99.4%)	2,031 (42.4%)	128 (6.3%)	4	2,757(57.2%)	1,903 (93.7%)	92 (4.5%)	1,939 (95.5%)	28 (0.6%)
11/18/2025	4,803	4,780 (99.5%)	1993 (41.7%)	91 (4.6%)	4	2,787 (58.0%)	1,902 (95.4%)	86 (4.3%)	1,907 (95.7%)	23 (0.5%)
11/25/2025	4,808	4,785 (99.5%)	1,948 (40.7%)	42 (2.2%)	1	2,837 (59.0%)	1,906 (97.8%)	84 (4.3%)	1,864 (95.7%)	23 (0.5%)
12/2/2025	4,816	4,802 (99.7%)	1,984 (41.3%)	24 (1.2%)	0	2818 (58.5%)	1,960 (98.8%)	77 (3.9%)	1,907 (96.1%)	14 (0.3%)
12/9/2025	4,822	4813 (99.8%)	1,998 (41.5%)	54 (2.7%)	0	2,816 (58.4%)	1,944 (97.3%)	99 (5.0%)	1,899 (95.0%)	8 (0.2%)
12/16/2025	4,816	4806 (99.8%)	1,877 (39.1%)	37 (2.0%)	2	2,929 (60.8%)	1,840 (98.0%)	88 (4.7%)	1,789 (95.3%)	10 (0.2%)
12/23/2025	4,824	4,817 (99.9%)	2,099 (43.6%)	61 (2.9%)	2	2,718 (56.3%)	2,038 (97.1%)	125 (6.0%)	1,974 (94.0%)	7 (0.1%)
1/6/2026	4,850	4845 (99.9%)	2,069 (42.7%)	18 (0.9%)	2	2,776 (57.2%)	2,051 (99.1%)	101 (4.9%)	1,968 (95.1%)	5 (0.1%)
1/13/2026	4,863	4,857 (99.9%)	1,782 (36.7%)	74 (4.2%)	1	3,075 (63.2%)	1,708 (95.8%)	85 (4.8%)	1,697 (95.2%)	6 (0.1%)
1/20/2026	4,866	4,856 (99.8%)	1,701 (35%)	31 (1.8%)	2	3,155 (64.8%)	1,670 (98.2%)	90 (5.3%)	1,611 (94.7%)	10 (0.2%)
1/27/2026	4,866	4,854 (99.8%)	2,013 (41.5%)	71 (3.5%)	0	2,841 (58.4%)	1,942 (96.5%)	95 (4.7%)	1,918 (95.3%)	12 (0.2%)
2/3/2026	4,874	4,862 (99.8%)	2,010 (41.3%)	48 (2.4%)	0	2,852 (58.5%)	1,962 (97.6%)	102 (5.1%)	1,908 (94.9%)	12 (0.2%)

Section 3: Digital Advertising Detail

Feathr Platform | June 5 – December 31, 2025

What Feathr Advertising Is

In 2025, NCMS launched digital advertising through the Feathr platform to expand statewide visibility and reach physicians and PAs beyond our current membership base.

Feathr is a digital advertising platform that allows NCMS to deliver highly targeted ads to physicians, PAs, and healthcare stakeholders across North Carolina.

Unlike broad digital advertising, Feathr:

- Targets specific professional audiences
- Captures users as trackable cookies after engagement
- Builds a proprietary digital audience that NCMS can nurture and retarget over time
- Allows us to move individuals from awareness → consideration → membership/purchase

This is not simply ad placement. It is long-term audience development.

Strategic Objective

Historically, we have only had direct access to individuals who actively interact with us. Advertising allows us to reach physicians across North Carolina — not just those already in our database. Beyond word of mouth, this is the most effective and cost-effective way to ensure our message reaches the full healthcare community.

This initiative supports long-term, sustainable membership growth and broader brand visibility.

Where Feathr Ads Appear

Feathr delivers targeted programmatic display ads across a broad digital network, including:

- News and media websites
- Professional and industry publications
- Healthcare-related websites
- Blogs and content platforms
- Mobile apps

Ads may also appear within social platforms through programmatic placements, but Feathr primarily operates through display advertising across the wider web — not just within Facebook or Instagram accounts.

This allows NCMS to reach physicians and healthcare stakeholders wherever they are consuming digital content.

Year One: Pilot & Foundation-Building

As a first-year Feathr customer, 2025 was intentionally structured as a pilot and infrastructure-building year.

The focus was to:

- Build and qualify a digital healthcare audience
- Increase awareness and familiarity statewide
- Establish sustained exposure before expecting stronger conversion returns

Digital advertising requires repeated exposure. Based on Feathr benchmarks and broader industry trends, year two is typically where organizations see stronger growth as trust and familiarity compound.

2025 Results

Ad Spend: $7,541

Revenue Attributed: $5,332

Memberships Purchased: 18

Click-Through Rate: 0.24%

Net New Digital Audience Built: 74,759 individuals

What This Means

- 74,759 new individuals are now reachable within NCMS's digital ecosystem.
- These audiences can be nurtured and retargeted over time.
- 18 conversions (memberships) in a pilot year demonstrate early traction.
- Conversions increased in Q4, signaling growing readiness after sustained exposure.

Year-one performance should be evaluated in the context of building a digital pipeline from the ground up — not as a one-cycle revenue campaign.

In addition to Feathr's programmatic advertising and ongoing Instagram and Facebook promotion, NCMS is implementing Google advertising in 2026 to ensure we appear in key search results when physicians are actively seeking information.

Together:

- Feathr builds broad awareness and retargetable audiences
- Social media reinforces engagement and familiarity
- Google advertising captures high-intent search traffic

This coordinated strategy expands statewide reach and strengthens long-term membership growth.

May Meeting

Draft May Meeting Agenda

This will be a collaborative, in-person meeting in Beaufort bringing together medical society leaders and partners for shared learning, discussion, and time to connect around key priorities and practical initiatives.

Day	Times	Function	Notes
Thursday 5/14	6:00 - 8:00	Social/Networking Event	At Beaufort hotel outside on their Veranda; drinks & apps provided
Friday 5/15	8:00 - 9:00	Breakfast Buffet	President(s) to speak; AV needed
	9:00 - 10:30	Breakout Sessions	**3 breakout rooms with AV:** 1. Provider Led Entity Medicaid: Speaker: TBD 2. Collaborative Multi-States Initiatives; Analytics Capabilities: Speaker: TBD 3. TBD: Dr. Mike Utecht (CCHN): CITE Pilot in NC? Membership Opportunities?
	10:30 - 11:00	Break	*Snacks/Drinks to be included*
	11:00 - 12:30	Breakout Session	**3 breakout rooms with AV:** 1. Specialty Society 2026 Priorities 2. County Society 2026 Priorities 3. Challenges and Opportunities for Medical Society Management *(invite only; off agenda)*
	12:30 - 1:30	Buffet Lunch	
	1:30 - 2:45	Session	Insurance Agency Initiative (Medical Society of Virgina)
	2:45 - 4:30	Session	Health Insurance Captive: Speaker: TBD
	4:30 - 5:30	Break	
	5:30 - 6:30	Cocktail Hour	On the Veranda
	6:30 - 8:30	Dinner	Presentation TBD
Saturday 5/16	8:00 - 9:00	Breakfast Presentation	CCH/CCHN: Super Combo; AV needed
	9:00 - 9:30	Session 1	2026 Elections: Speaker: John Thompson
	9:30 - 10:00	Session 2	2026 Legislative Priorities: Speaker: TBD
	10:00 - 11:30	Session 3	Legislative Panel: Tim Reeder, MD; Grant Campbell, MD; Facilitator: TBD
	11:30 – 12:30	Farewell Remarks	
	12:30	End of meeting	Grab & Go Lunches

Hospice & Palliative Care Society

Proposal to Establish a North Carolina Hospice & Palliative Medicine Society (NCHPMS)
A Specialty Society Managed by the North Carolina Medical Society

Introduction
Hospice and palliative medicine (HPM) is a rapidly growing and essential specialty within the North Carolina healthcare landscape, serving patients with serious illness, complex symptom burdens, and end-of-life needs. Physicians and physician assistants practicing in HPM face unique clinical, regulatory, educational, and advocacy challenges. Despite the specialty's importance, North Carolina currently lacks a unified state-level professional organization dedicated exclusively to supporting these clinicians.
To address this gap, I propose the creation of the North Carolina Hospice & Palliative Medicine Society (NCHPMS), to be managed by the North Carolina Medical Society (NCMS) under its established specialty society management structure.

Rationale for Establishing the NCHPMS

1. **Growing Specialty Need**
   Demand for hospice and palliative care continues to expand across healthcare settings- acute care, community-based palliative programs, long-term care, home health, and hospice agencies. Clinicians need cohesive statewide representation to support best practices and ensure adequate resources.
2. **Unique Clinical and Regulatory Challenges**
   Hospice and palliative care providers operate under complex state and federal regulations, value-based care models, and interdisciplinary frameworks. A specialty society would provide an organized voice to address these issues.
3. **Professional Development and Peer Support**
   With clinicians in diverse settings across the state, the specialty would benefit from formal networking, mentorship, and continuing medical education (CME) opportunities specific to HPM.
4. **Advocacy and Representation**
   As healthcare policy evolves—especially around controlled substances, care coordination, serious illness care models, and end-of-life services—the specialty requires coordinated advocacy. The NCMS is uniquely positioned to extend this support.
5. **Alignment with the NC Medical Society's Mission**
   NCMS already manages 11 specialty societies and has demonstrated success in providing governance, infrastructure, and support for specialty-specific initiatives. An HPM society complements NCMS's broader commitment to improving patient care, supporting clinicians, and strengthening physician leadership in North Carolina.

Proposed Mission Statement
The NCHPMS will advance the field of hospice and palliative medicine in North Carolina by supporting clinicians through education, advocacy, collaboration, and professional development, ultimately improving the quality of care for patients with serious illness and their families.

Goals and Objectives

1. **Advocacy & Legislative Engagement**

    - Partner with NCMS to monitor and influence legislation impacting hospice and palliative medicine.
    - Advocate for policies that support high-quality serious-illness care across the state.
2. **Education & CME Development**
    - Host an annual educational meeting or workshop focused on clinical innovations, regulatory updates, and best practices.
    - Develop statewide CME offerings in partnership with NCMS.
3. **Professional Networking & Collaboration**
    - Create opportunities for clinicians across practice settings to share experiences and solutions.
    - Build ties with national organizations (e.g., AAHPM, NHPCO) and local medical institutions.
4. **Workforce Support & Recruitment**
    - Support professional development for physicians, PAs, and trainees.
    - Promote pathways to strengthen the HPM workforce in North Carolina.
5. **Quality & Practice Improvement**
    - Encourage dissemination of quality measures, new models of care, and innovations in serious-illness management.

Membership

Membership will be open to:

- Physicians specializing or practicing in hospice and palliative medicine
- Physician assistants practicing in hospice and palliative medicine
- Fellows, residents, students, and other clinicians with an interest in the specialty (optional tiers)

Membership in NCHPMS will be independent from NCMS membership, consistent with existing specialty society structures.

NCMS Management Support

The NCMS currently provides management services to 11 specialty societies, including:

- Advocacy and legislative assistance
- Membership maintenance and recruitment
- Financial and file management
- Meeting and event coordination
- Communications and publication support
- Executive and clerical assistance

The NCHPMS would benefit immediately from this robust support system, allowing the society to launch with stability, professional infrastructure, and statewide reach.

Initial Activities (Year One)

1. Form a founding steering committee of HPM clinicians.
2. Draft bylaws and establish governance, including officers and committees.
3. Develop a membership recruitment plan and launch communications.
4. Organize an inaugural meeting or virtual conference.
5. Identify advocacy priorities for the first legislative cycle.
6. Begin strategic planning for long-term sustainability.

Long-Term Vision

The NCHPMS will become the primary statewide voice for hospice and palliative medicine, strengthening the specialty's influence in North Carolina and improving care for all patients

facing serious illness. Through continued collaboration with NCMS, the society will grow into a vibrant, member-driven organization with statewide impact.

Conclusion

The establishment of the North Carolina Hospice & Palliative Medicine Society represents a timely and strategic opportunity to support an essential and expanding field. With NCMS's proven specialty society management infrastructure, the NCHPMS will be well-positioned to serve clinicians, enhance professional standards, and contribute meaningfully to healthcare policy and patient care in North Carolina.

I respectfully submit this proposal for consideration and welcome the opportunity to collaborate further in bringing this vision to life.

Christine Khandelwal, DO, MHPE

North Carolina Hospice and Palliative Medicine Society
(Draft Constitution & Bylaws)

ARTICLE I – NAME

The name of this organization shall be the **North Carolina Hospice and Palliative Medicine Society** (hereinafter referred to as the "Society").

ARTICLE II – PURPOSE AND OBJECTIVES

Section 1. Purpose

The purpose of the Society shall be to advance the science and practice of hospice and palliative medicine in the State of North Carolina, advance the professional interests of its members, promote high-quality patient care, and support ethical medical practice.

Section 2. Objectives

The objectives of the Society may include, but are not limited to:

- Professional education and continuing medical education (CME)
- Advocacy and public policy engagement
- Practice management and administrative support
- Promotion of quality, safety, and value-based care
- Research, data, and quality improvement initiatives
- Professional collaboration and networking

Section 3. Nonprofit Status

The Society shall operate on a nonprofit basis consistent with applicable federal and state laws.

ARTICLE III – MEMBERSHIP

Section 1. Classes of Membership

The Society shall consist of the following classes of membership:

- Active Members
- Affiliate Members
- Associate Members
- Resident/Fellow Members
- Emeritus/Retired Members
- Honorary Members

Section 2. Eligibility

1. **Active Members**
   Active Members shall be physicians (MD/DO) and physician assistants/associates (PA) duly licensed to practice medicine in the State of North Carolina who are engaged in the practice or science of hospice and palliative medicine, including teaching, research, or community program development, and who practice in the State of North Carolina.
2. **Affiliate Members**
   Affiliate Members shall be non-physician healthcare professionals, including nurse practitioners, licensed in North Carolina and engaged in hospice and palliative medicine patient care.
3. **Associate Members**
   Associate Members shall be post-doctoral individuals in allied fields who have a special interest in hospice and palliative medicine. These members may include physicians or individuals holding doctoral degrees and shall practice in the State of North Carolina.
4. **Resident/Fellow Members**
   Resident/Fellow Members shall be physicians in active graduate medical training in hospice and palliative medicine who reside in the State of North Carolina. Upon completion of training, they shall be eligible for elevation to Active Member status.

5. **Emeritus Members**
   Emeritus Members shall be individuals who were previously Active or Associate Members and who elect this status following retirement.
6. **Honorary Members**
   Honorary Members shall be individuals, including undergraduate learners, who have a special interest in hospice and palliative medicine or who have made unusually significant contributions to the field or to the purposes of the Society. Honorary Members shall be elected following written nomination and approval by the Executive Committee.

Section 3. Rights and Privileges
Only Active Members shall have voting rights at meetings of the Society and shall be eligible to hold elected or appointed office. All members may participate in committees and activities as determined by the Board or Executive Committee.

Section 4. Dues and Assessments
Annual dues and any special assessments shall be determined by the Executive Committee or Board of Directors.

Section 5. Resignation and Termination
Any member may resign at any time by submitting written notice to the Secretary of the Society. Membership may be suspended or terminated for cause, including nonpayment of dues, in accordance with procedures established by the Executive Committee.

Section 6. Reinstatement
A member whose membership has lapsed or been terminated for nonpayment of dues may be reinstated upon written request, payment of all outstanding indebtedness, and approval of the Executive Committee.

ARTICLE IV – MEETINGS OF MEMBERS
Section 1. Quarterly Meetings
An annual meeting of the Society shall be held for the purpose of receiving administrative reports, transacting business, formulating resolutions, and electing officers as necessary.

Section 2. Special Meetings
Special meetings may be called by the President and the Executive Committee.

Section 3. Notice of Meetings
Notice of meetings shall be provided to members in a manner and timeframe determined by the Executive Committee.

Section 4. Quorum
A quorum for the transaction of business at any meeting shall consist of a majority of Active Members present.

Section 5. Voting
Each Active Member present shall be entitled to one vote on matters brought before the Society.

ARTICLE V – OFFICERS
Section 1. Officers
The officers of the Society shall include:
- President
- President-Elect
- Immediate Past President
- Secretary/Treasurer
- Advanced Practice Provider (APP) Representative

The offices of Secretary and Treasurer may be held by the same individual. The President, President-Elect, Secretary/Treasurer shall be physicians or physician assistants.

Section 2. Duties of Officers

- **President**: Serves as the chief executive officer and presides at all meetings of the Society and its committees.
- **President-Elect**: Performs the duties of the President in the President's absence or disability and shall automatically assume the office of President upon completion of the President's term.
- **Immediate Past President**: Performs duties as assigned by the President and serves in an advisory capacity.
- **Secretary**: Maintains records of the Society and conducts necessary communications.
- **Treasurer**: Maintains financial records, manages Society funds, collects dues, and disburses funds as authorized.
- **APP Representative**: Represents issues relevant to physician assistants and advanced practice nurse practitioners in hospice and palliative medicine.

Section 3. Terms and Election

Officers shall serve two-year terms or until resignation or disability. Nominations may be made from the floor or by a duly constituted committee. Only Active Members may hold office.

ARTICLE VI – BOARD OF DIRECTORS / EXECUTIVE COMMITTEE

Section 1. Executive Committee

The Executive Committee shall consist of the President, President-Elect, Immediate Past President, Secretary, Treasurer, and the APP Representative.

Section 2. Authority and Responsibilities

The Executive Committee shall guide the affairs of the Society. Its actions shall be reviewed at the annual meeting of the Society.

Section 3. Vacancies

Vacancies in any office other than President shall be filled by the Executive Committee. If the office of President becomes vacant, the President-Elect shall assume the office for the remainder of the unexpired term and the succeeding term.

ARTICLE VII – COMMITTEES

Section 1. Standing and Special Committees

The President and Executive Committee may establish standing or ad hoc committees as needed, including but not limited to nominations, ethics, organizational liaisons, and legislative issues.

Section 2. Committee Authority

Committees shall operate under the authority delegated by the Executive Committee and shall report as required.

ARTICLE VIII – FINANCE AND ADMINISTRATION

Section 1. Funds and Expenditures

Dues, fees, and assessments shall be expended by the Executive Committee according to the needs of the Society.

Section 2. Financial Oversight

The Treasurer shall disburse funds at the direction of the President and Executive Committee and maintain accurate financial records.

ARTICLE IX – AMENDMENTS

Section 1. Amendment Process

Proposed amendments to these bylaws shall be submitted in writing to the membership at least thirty (30) days prior to the annual meeting.

Section 2. Approval

Amendments shall be adopted by a plurality vote of the members present at the annual meeting.

ARTICLE X – DISSOLUTION

Upon dissolution of the Society, any remaining assets shall be transferred to a successor organization consistent with applicable statutes and the purposes of the Society.

List of Members:

Michael Barnett
Chris Jones
Arif Kamal
Ann Yeager
Ben Thompson
Randy Schisler
Bridget Hiller
Carl Gray
Deric Weiss
Paul Zimmerman
Alyssa Tilly
Kyle Lavin
Jared Lowe
Dr Kelly Erola
Dr Rebecca Lee
Dr Melissa Braunsteiner
Caroline Wallace
Nathan Craig
Molly Langford
Kelly Erola
Laura Hanson
Sean Gaffney
Katherine Aragon
Dwight Blair
Angela Lewis
Maria Sturchler
Anna Blanton
Alex Zirulnik
Ruth Thomson
Candace Kastner, PA

NCMS BYLAWS EXCERPT:

B-7.00 SPECIAL SECTIONS

B-7.10 Representation in The Society. Special sections qualifying under the Bylaws shall be eligible for recognition by The Society.

B-7.101 (Reserved for future use.).

B-7.102 Sections eligible. The following sections are recognized by The Society: International Medical Graduates, Medical Students, Physician Assistants, Resident/Fellow Physicians, and Young Physicians.

B-7.103 Procedures for creation of other eligible sections. Other sections may be created upon approval by the Board of Directors consistent with the following guidelines:

a. Sections must have a minimum of twenty-five (25) members who are active members of The Society.

b. After obtaining approval from the Board of Directors, a new section will be entitled to a two-year provisional recognition by The Society. The purpose of the provisional representation is to enable the Board of Directors to evaluate the quality of the program being represented by the section and to assess the section members' interest in the program and in the activities and mission of the North Carolina Medical Society. Upon completion of the provisional period, the new section shall be recognized by The Society unless the Board of Directors votes to rescind its approval of the section.

c. Sections holding provisional representation under these Bylaws shall have the right to:

(1) Send representatives to meetings of The Society;

(2) Submit policy questions to the Board of Directors;

(3) Have section representatives recognized to speak on matters before The Society;

(4) Submit reports to the Board of Directors on activities of the section; and

(5) Conduct any other actions required or necessary to carry on the business of the section.

B-7.20 Officers, Duties and Terms. The registered members present at the annual business meeting of each special section shall elect the following officers, each of whom shall be a member of The Society:

B-7.201 Chair. The Chair shall preside at all meetings of the section. Not later than sixty days before each annual meeting of The Society, the chair of each section shall send to The Society the official agenda for the section meeting for publication in the official program of the meeting.

B-7.202 Chair-Elect. The Chair-Elect shall succeed to the office of chair at the next succeeding annual meeting of the section. The Chair-Elect shall assist the officers in the discharge of their duties and shall preside in the absence of the Chair or at the request of the Chair.

B-7.203 Secretary. The Secretary shall maintain such records as are required or advisable for the conduct of the activities of the section.

B-7.204 (Reserved for future use.).

B-7.205 Terms. Each officer shall serve a one-year term.

B-7.30 Business Meeting. Each section shall hold an annual business meeting at which each registered member of the section who is present shall be eligible to vote.

B-7.301 Purposes of the meeting. The purposes of the meeting shall be:

a. To hear such reports as may be appropriate.

b. To elect the section officers for the following year.

c. To consider and vote upon matters which properly come before the meeting.

B-7.302 Quorum. The registered members present and voting shall constitute a quorum.

B-7.303 New sections, organizational meeting. At the organizational meeting of a new section, a Chair, Chair-Elect, and Secretary shall be elected.

B-7.40 Relationship between Special Sections and The Society. Nothing in these Bylaws shall be construed to suggest or indicate that The Society has endorsed any views, opinions, policies or actions of or by any special section

DRAFT MOTION: To give a two-year provisional recognition to the Hospice & Palliative Care Society.

Merging of Component Societies

A message from Dr. Dave Tayloe, Jr.:

"As we have struggled to maintain a county-level medical society, we have added 3 near-by counties and have adopted the attached new by-laws. Just making sure the NCMS is aware of what we are doing/trying to do to remain viable. Dave Tayloe, Jr."

CONSTITUTION

ARTICLE I - TITLE OF SOCIETY

The name of this organization shall be the **Wayne-Lenoir-Greene-Duplin Counties Medical Society.** The word, "Society," in this Constitution and Bylaws shall mean the Wayne-Lenoir-Greene-Duplin Counties Medical Society The words "State Society" shall mean the North Carolina Medical Society.

ARTICLE II - PURPOSE

The purpose of this Society is to bring into one federated organization the physicians of Wayne, Lenoir, Greene, and Duplin Counties so that they may make effective the opinions of the profession in all scientific, legislative, public health, and socio-economic matters; to join with other county medical societies to form the North Carolina Medical Society; and through the State Society, to form the American Medical Association (AMA).

ARTICLE III - MEMBERSHIP

Section 1. Eligibility

Every physician (MD,DO), nurse practitioner (FNP, PNP), physician assistant (PA), or certified registered nurse anesthetist (CRNA) residing or practicing in the counties of Wayne, Lenoir, Greene, and Duplin Counties, who is licensed to practice one of the medical specialties mentioned in the previous sentence, by the appropriate North Carolina State Board, shall be eligible for membership.

ARTICLE IV - OFFICERS

The officers of the Society shall be the President, the Vice-President, and the Secretary - Treasurer. Their qualifications, methods of election, duties and terms of office shall be provided in the Bylaws.

ARTICLE V - EXECUTIVE COMMITTEE

The President and Vice-President shall be the voting members of the Executive Committee and shall be elected as provided in the Bylaws. Non-voting members may also be appointed, if provided in the Bylaws. The Secretary-Treasurer can be a voting member of the Executive Committee, or a non-voting administrator who is not a member of the Society.

The Executive Committee of the Society shall have and may exercise the powers and authorities pertaining to such committee. It shall act for The Society in the interval between meetings of the Society, except as otherwise specified in this Constitution and Bylaws. The Committee shall have supervision over all standing and special committees, and all appointive officers, agents, employees, and others from whom it may require reports at least annually.

ARTICLE VI - DISTRICT ORGANIZATION

The Society is part of the State Society's Fourth District. Each State Society District shall elect a Councilor, a Vice-Councilor, and a member of the Nominating Committee for the State Society in accordance with the terms and conditions of its Bylaws and the State Society's Bylaws.

ARTICLE VII - MEETINGS

Section 1. The Society shall hold an annual meeting during which general and/or scientific sessions may be held, election of officers will occur, and other items of business shall be conducted.

Section 2. The time, place, and manner of holding the annual meeting shall be provided for in the Bylaws.

Section 3. The Society shall participate in the annual district meetings in accordance with the State Society's Constitution and Bylaws, which are hereby incorporated by reference.

Section 4. The Society may hold special meetings in accordance with the procedures identified in the Bylaws. The meeting may be called by consensus of the Executive Committee.

ARTICLE VIII - STANDING COMMITTEES

Standing Committees shall be set forth in the Bylaws, and its members shall be appointed by the President unless otherwise noted in the Bylaws.

ARTICLE IX - FUNDS AND EXPENSES

Funds for meeting the expenses of The Society shall be raised by annual dues and special contributions, as approved and accepted by the Executive Committee. Funds may be appropriated by vote of the Society, in accordance with the Bylaws, for purposes that will promote the welfare of the Society, the State Society, the AMA, the profession and the public. No member solely by virtue of membership in the Society shall be entitled to financial profit from any activity of the Society.

ARTICLE X - MISCELLANEOUS

Section 1. Charter

The Society shall apply to the Executive Council of the State Society for a charter at the meeting at which this Constitution and Bylaws are adopted, or as soon thereafter as practicable, and the charter shall be kept by the Secretary. (NOTE: All present County Societies hold a charter from the State Society.)

Section 2. Incorporation

The Society shall have authority to incorporate in accordance with the laws of North Carolina.

ARTICLE XI - AMENDMENTS

The Society may amend this Constitution by a two-thirds vote of the members present at any regular or called meeting provided that such amendments are not in conflict with the Constitution, Bylaws, and regulations of the State Society; provided also that such amendments shall have been presented and accepted for consideration by a majority vote in open session at a previous meeting and shall have been sent to each member at least five days in advance of the meeting at which final action is to be taken.

DRAFT BYLAWS
CHAPTER I – MEMBERSHIP

Section 1. Eligibility

To be eligible for, or to continue in, any of the classes of membership, a person must:

(1) be **a physician, nurse practitioner, physician assistant, or certified registered nurse anesthetist** licensed to practice medicine by the appropriate Board of the State of North Carolina, with the exception of Life, Physicians-in-Training, and Student members; a nurse practitioner certified by the NC Boards of Nursing and Medicine**;** a physician assistant certified by the NC Medical Board; or a Certified Registered Nurse Anesthetist certified by the NC Board of Nursing.
(2) not support, practice, or claim to practice, any sectarian medicine as defined by the Council on Ethical & Judicial Affairs of the American Medical Association.
(3) abide by the Principles of Medical Ethics of the American Medical Association.
(4) be of good moral character.

Section 2. Classes and Qualifications

a. Active Members
Active Members of the **Wayne-Lenoir-Greene-Duplin Counties** Medical Society shall be legally qualified practitioners of medicine who reside or practice within **Wayne, Lenoir, Greene, and Duplin** Counties.

b. Life Members
Life Members shall consist of those current members of the Society who shall have retired from the profession of medicine and reached their 65th birthday by January 1 of the current year and have been dues-paying members of the Society for 30 years; or if they have reached the age of 70 by January 1 of the current year and have been dues-paying members for 20 years providing that they have been members for the most recent five (5) consecutive years or exempted by the Society. They shall be exempt from all dues and assessments and shall be entitled to all the privileges enjoyed by active members. If members eligible for life membership elect to continue paying dues and assessments, they shall continue as active members.

c. Early Retirement Members
Physicians who have been active members of the Society for at least twenty years and who are fully retired from the profession of medicine may belong to this membership category. They shall

pay dues at 50% of the regular dues rate for Active Members and shall have all the rights and privileges of Active membership.

d. Semi-Retired Members

Current physician members of the Society who have been dues-paying members of the Society for at least 30 years, who are at least 60 years of age, and who continue to be active in the profession of medicine but are working less than 20 hours per week may qualify for semi-retired member status. They shall pay dues equal to 66% of active dues until they become eligible for Life Membership. They shall have the same rights and privileges as Active Members.

i. Disability/Exempt Members

Current members of the Society who are retired from the profession because of disability shall be exempt from all dues and assessments and shall have the rights and privileges of active members except the right to vote and hold office.

j. Resident/Fellow Members

Physicians who are in training in hospitals in the United States which are accredited by the Joint Commission on Accreditation of Healthcare organizations for residency training, or physicians licensed to practice in North Carolina may be admitted to this class of membership for the period of time in which they are engaged in training. They shall have the same rights and privileges as active members.

k. Student Members

Any student who is enrolled as a candidate for the degree of Doctor of Medicine in a North Carolina medical school in this county may be admitted to this class of membership. These members shall enjoy all the rights and privileges of active members except the right to vote for members of Boards or Commissions who are appointed or elected by the State Society according to state law.

Section 3. Application for Membership

A candidate for membership shall make application in writing on the form furnished by the Society and shall supply additional information and endorsements as requested by the Society and its appropriate committees.

The application will be reviewed by the Executive Committee. A two-thirds majority of votes cast shall be necessary to accept a candidate for membership in the Society. This application form shall be submitted to the State Society with county society endorsement for processing.

Application for membership from a rejected candidate shall not be considered again until six months following the rejection. The application, in any event, shall be returned to the Secretary who shall file it for further reference.

Section 4. Physicians in Adjoining Counties

A physician whose office is in an adjoining county, near the county line, or who has a substantial number of patients in this county, may become a member of the Society in the same manner as any other applicant.

Section 5. Transfer from Another County Society

A physician applying for membership as a transferee from any other component society shall submit an application as does a new member and shall accompany his or her application with a transfer form. The Executive Committee shall consider such application as it does that of a new applicant and report to The Society recommending that the applicant be accepted or rejected. Annual dues shall be prorated, making proper allowance for dues previously paid by the transferee during the fiscal year.

Section 6. Withdrawal or Transferal of Membership from the Society

A member in good standing wishing to withdraw or transfer may request that a transfer form or letter be issued by the President or the Secretary stating the member's term of membership, membership status, and dues paid.

Section 7. Rights Of Members

All members in good standing shall be equally privileged to attend all regular meetings of the Society and to exercise any privilege provided by the Constitution and Bylaws or any right as specified in STURGIS STANDARD CODE OF PARLIAMENTARY PROCEEDINGS, latest edition. Members under suspension or expulsion shall not be eligible to vote, hold office, or take part in any scientific or business proceeding of The Society.

Section 7. Rules of Conduct and Disciplinary Action

1. Rules of Conduct

A member who has been convicted of a felony, has violated the medical practice act, or who violated any provision of this Constitution and Bylaws, or principles of medical ethics of the American Medical Association, the State Society, or the accepted medical ethics of the Wayne-Lenoir-Greene-Duplin Counties Medical Society may be censured, reprimanded suspended, or expelled. Before formal action is taken by the Executive Committee, a specially-appointed Mediation Committee may be convened to attempt a resolution. If efforts at resolving the problem fail and the Executive Committee decides that a formal hearing is warranted, the procedures in this Section are activated.

2. Disciplinary Process

a. Charges: Charges made against a member must be made in writing and delivered, along with preliminary proof, to the Secretary or the President who shall immediately furnish a copy to the accused and to the Chairperson of the Board of Censors.

b. Investigation: The Executive Committee shall investigate the charges promptly. If a member of the Executive Committee is in economic competition with the accused, then the Committee member shall neither investigate the charges nor participate in the hearing. The President or Vice-President shall appoint another member to serve. If the Executive Committee decides that a hearing is warranted based upon its investigation, then the Executive Committee shall set a date for a hearing and notify the Secretary, the President, the accused, and the accuser(s).

c. Notification: The Secretary shall send the accused member a registered letter, at least fifteen days before the date of the hearing, containing a copy of the charges, the time and place of hearing, a statement of the member's right to be present at the hearing to defend himself/herself, to be represented by an attorney, to present evidence on the member's behalf, to cross examine witnesses and to receive a copy of any transcripts the member's cost.

d. Hearing: In conducting the hearing, the Executive Committee shall preserve decorum and fair play, restrict evidence and testimony to the written charges, and assure that the member is given a reasonable opportunity to refute the charges and present relevant evidence.

e. Decision: The Executive Committee shall within thirty (30) days make written findings of fact, recommending an action (or no action). A copy of the findings of fact shall be sent to the accused member and to the Secretary. However, the decision shall not be final for ten days until the accused has ample opportunity to respond to the written findings.

f. Penalty: If the accused member is found by the Executive Committee to be guilty of the charges, the Executive Committee shall report this finding to the membership and shall recommend a penalty. The final decision shall be decided by a majority vote of members present at the meeting. Where the Executive Committee establishes or has reason to suspect that a member has violated any provision of the Medical Practice Act, it shall contact the Board of Medical Examiners of the State of North Carolina and request that the situation be investigated.

3. Rights of Appeal

Any physician aggrieved by the action of the Society shall have the right of appeal to the Councilor of this district. From his or her decision, either party may appeal to the Executive Council of the State Society.

4. Reporting

After a final decision has been rendered, if all appeal rights have been exhausted, and if the decision to suspend or expel the member is based upon a professional review action, the Society or the State Society will report such action to the State Board of Medical Examiners.

5. Reapplication after Expulsion

A member expelled from the Society for any cause shall be eligible for membership after one year from the date of expulsion, but on the same terms and in like manner as original applicants.

6. Reinstatement after Suspension

Members who have been suspended shall automatically be reinstated as members in good standing when their period of suspension has expired and on payment of the current dues.

CHAPTER II - POWERS AND DUTIES

Section 1. Purpose

The 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 better serve patients and promote public health, to advance the standards of medical practice, and to ensure observance of the ideals and ethics of the medical profession.

Section 2. Powers

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

The Society shall by its organization as a group, and through the functioning of its various committees, exercise such jurisdiction over its own members to insure their diligent and worthy pursuit of the practice of medicine and shall endeavor to influence the citizenship of the county in all medical and health related affairs, to the end that the community may enjoy the high caliber of medical service to which it is entitled.

Section 3. Community Responsibilities

The Society shall endeavor to develop understanding between medicine and the public, and it shall be ever ready to explain medicine's position as it relates to ethics, science, or economics. The Society shall endeavor to educate its members to the belief that the physician should recognize a responsibility to participate in activities contributing to an improved community.

CHAPTER III - MEETINGS

Section 1. Regular Meetings: Regular meetings shall be held at the discretion of the Executive Committee.

OMIT: Section 2. Annual Meeting: One meeting each year shall be known as the Annual Meeting and shall be the time at which the officers and committees for the ensuing year shall be elected.

Section 3. Special Meetings: Special meetings may be called in accordance with Article VII of the Constitution. Such meetings may be called at the discretion of the Executive Committee. 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. Adequate notice of each special meeting shall be given to each active member of the Society by the Secretary at least twenty-four hours prior to the meeting.

Section 4. Meeting Site/Change in Meetings: Proper notice of all meeting sites and times shall be given to the membership. The Executive Committee shall have the authority to change the date and place of a regular meeting with proper notice to the membership.

CHAPTER IV - ELECTION OF OFFICERS

Section 1. General: The officers of The Society shall be elected during the Annual Meeting. The vote of the majority of the eligible voting members present shall be necessary for an election.

Section 2. President: The President is elected during the Annual Meeting each year and may serve as long as practical.

Section 3. Vice-President: The Vice President shall be elected during the Annual Meeting each year and may serve as long as practical. If he or she assumes the office of President because of a President's death, resignation, or removal from the county, the President-Elect may serve as President as long as practical.

Section 4. Secretary-Treasurer: The Secretary-Treasurer shall be elected during the Annual Meeting and may serve as long as practical.

CHAPTER V - DUTIES OF OFFICERS

Section 1. President: The President shall preside at the meetings of the Society and perform such other duties as are customary and parliamentary usage may require. The President shall be the head of the profession in the County. The President shall act for and on behalf of the Society whenever the business of the Society demands prompt action between regular meetings and when it is impractical or impossible to call a special meeting of the Executive Committee. The President shall appoint the standing committees and any ad hoc committees which are needed. The President shall be an ex-officio, non-voting member of each committee so that the President can be abreast of all Society business.

Section 2. Vice President: It shall be the duty of the Vice-President to confer with the President when called upon, assist the President in the performance of the President's duties, and shall preside in the President's absence. In the event of the President's death, resignation or removal from the county, the Vice-President shall succeed to the Presidency. The Vice-President shall then assess the operation and problems of the Society in order that a greater continuity of administration be established.

Section 3. Secretary-treasurer: The Secretary-Treasurer shall record the minutes of the meetings and receive and care for all current records and papers belonging to the Society and shall oversee the notification of the membership as to the time and place of each meeting and whenever possible state the program for the meeting. The Secretary shall oversee the preparation and maintenance of a list of members of the Society. The Society may utilize the assistance of Society employees(s) in performance of these duties.

The Secretary-Treasurer shall also receive all dues and money belonging to the Society and shall disburse all expenditures. Upon approval of the Executive Committee, the Secretary-Treasurer shall invest any surplus funds. The Secretary-Treasurer shall recommend to the Executive Committee when any changes in dues may become necessary and shall prepare a record of all financial proceedings of the Society and present them to the Executive Committee for auditing.

The Secretary-Treasurer shall be bonded, at the expense of the Society, in such an amount as will protect the Society from loss. The Secretary-Treasurer shall render the final reports at the Annual

Meeting. The Secretary-Treasurer will be audited as deemed necessary by the Executive Committee.

Section 5. Board Of Censors

The Executive Committee shall serve as the Board of Censors.

The Executive Committee/Board of Censors shall receive from the Secretary-Treasurer all applications for membership and shall examine the qualifications of the applicant. It shall recommend to The Society acceptance or rejection of each application received. It shall investigate charges preferred against a member following the procedure outlined in Chapter I, Section VIII of the Bylaws, and report its conclusions and recommendations to the Executive Committee. In case of a vacancy on the Executive Committee/Board of Censors, the President may appoint a member to fill the remainder of the unexpired term.

CHAPTER VI - COMMITTEES

Section 1. Executive Committee:

The Executive Committee shall consist of the officers of the Society.

The duties of the Executive Committee are as follows:

(1) To propose policies and to administer them when adopted.

(2) To consider long-range policies and objectives for The Society.

(3) To manage and control the business of the Society.

4) To review, endorse and present a budget to the membership at the Annual Meeting for the following year.

(5) To conduct emergency business arising between regular meetings.

(6) To review the applications of candidates for membership. The Executive Committee shall submit its recommendations to The Society at the next regular meeting.

(7) To be the final disciplinary authority of The Society.

The President shall set the time and place for the regular Executive Committee meetings. At least seven (7) days notice of such meeting shall be sent to all members of the Committee by the Secretary-Treasurer or President. Special meetings shall be called at the discretion of the President. A majority of the Executive Committee shall constitute a quorum.

Section 2. Delegates and Alternate Delegates to the North Carolina Medical Society

Delegates: The Delegates are the representatives of the Society to the State Society. The Chairperson of the Delegates shall be elected by the Executive Committee from the duly elected Delegates. The Chairperson will be the spokesperson of the Delegates in reporting to the Society.

Delegates and Alternate Delegates shall be elected for two years in accordance with the State Society Constitution and Bylaws. One-half of the allotted number of Delegates and Alternate Delegates shall be elected each year.

Delegates shall attend and faithfully represent the members of the Society and the profession of these counties in the House of Delegates of the State Society and shall make a report of the proceedings of that body to this Society at the earliest opportunity. Alternate Delegates shall faithfully attend all meetings of the House of Delegates of the State Society when their principals are unable to attend. Any Alternate Delegate may substitute for any principal delegate.

CHAPTER VII - MISCELLANEOUS

Section 1. Fiscal Year

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

Section 2. Dues

The annual dues shall be determined by the Executive Committee after open discussion during a regular meeting of the Society.

Section 3. Rules of Conduct

The principles set forth in the Declaration of Principles of Medical Ethics of the American Medical Association, the State Society, and the accepted ethics of the Medical Society shall govern the conduct of members in their relations to each other and to the public.

CHAPTER VIII - Order of Business

The Order of Business shall be according to parliamentary procedure as contained in Sturgis Code of Parliamentary Procedure, latest edition. The Executive Committee or the President may, without objection of the membership, alter the order of business to facilitate the efficient conduct of meetings and programs.

CHAPTER IX - AMENDMENTS

These Bylaws may be amended at any regular or called meeting by a two-thirds vote of the members present, provided that the proposed change in the Bylaws was brought before the previous or special meeting of the Society, approved by a majority of the members present, and tabled until the next meeting.

If we don't keep language about annual meeting in this section, then we will need to change language regarding election of officers.

Do we elect a member to do this role in connection with Karla Rose?

NCMS BYLAWS EXCERPT:

B-10.00 COMPONENT SOCIETIES

B-10.10 Formation.

B-10.11 Procedure for Issuing a Charter.

B-10.111 Initial requirements. To be eligible for affiliation in any way with The Society, societies must adopt principles of organization not in conflict with the Constitution and Bylaws of The Society. Societies so organized may apply for a charter from The Society.

B-10.112 Board of Directors action required. Applications for a charter must be made to The Society's Board of Directors. A charter may be issued only upon approval of the Board of Directors. The charter must be signed by the President and Secretary-Treasurer of The Society.

B-10.113 Limitation on number of charters issued. Only one medical society can be chartered in any county, except by petition to the Board of Directors, which shall be decided by the Board of Directors.

B-10.12 Effect of receipt of a charter. When chartered, societies shall be known as "component societies".

B-10.13 Multi-County Societies.

B-10.131 Creation and organization. The Board of Directors may organize the physicians of two or more counties into a component society to be designated by hyphenating the names of the two or more counties. Such hyphenated societies shall be chartered and entitled to all the privileges and representation that are provided for other component societies.

10.133 Withdrawal from multi-county societies. Upon written petition from two-thirds of the physician members in a county for permission to withdraw from the multi-county society and organize their own society, the Board of Directors shall consider the best interests of all parties and shall act upon petition.

B-10.14 Transfers of component societies from one Medical Society Region to another. Any component society wishing to transfer from one region to another may send its request to the Board of Directors of The Society for action.

B-10.20 Component societies; purpose and responsibilities.

B-10.21 Purpose. Each component society shall have general direction of the affairs of the medical profession in the area in which it is located. Its influence shall be exerted constantly for bettering the scientific and moral condition of every physician in that area.

B-10.22 Meetings. Frequent meetings shall be encouraged, and the most attractive programs possible shall be arranged.

B-10.23 Component society Constitution and Bylaws copy required. Each component society shall file and maintain a current copy of its Constitution and Bylaws with The Society.

B-10.30 Membership.

B-10.31 Qualifications. Those eligible for membership in The Society may apply for membership in the component society most convenient to attend. Each component society shall judge the qualifications of its members.

B-10.32 Simultaneous membership in more than one component society. With the consent of all the involved component societies, a member of one component society may also be admitted to membership in another component society. Such members will not be required to pay additional dues to The Society, but for purposes of delegate representation, these members will be counted in the membership of the component society designated by the member.

B-10.33 Actions to refuse or revoke membership.

B-10.331 Board of Censors. Each component society shall establish a Board of Censors or similar committee for the purpose of supervising the ethical deportment of its membership, making periodic recommendations for the improvement of professional conduct, and receiving and investigating written, signed complaints against any member by any person, lay or professional. The Committee should conduct investigations upon its own motion on any matter which involves the deportment or conduct of any of the members of its society and which comes to its attention in any form.

B-10.332 Right of Appeal. Physicians aggrieved by the action of a component society in refusing them membership, or in suspending or expelling them, shall have the right of appeal to the Board of Directors as provided in Section B-5.50 of these Bylaws.

B-10.34 Transfer of membership. When a component society member in good standing moves to another county in the State, the component society in the jurisdiction to which the member has moved shall consider the member's application for admission as an active member of the new component society. Upon admission of the member to the new component society, the member's name, upon request, shall be transferred without cost to the roster of the new component society.

B-10.40 Required Meetings.

B-10.41 Annual Meeting

> **B-10.411 Time.** Each component society shall hold its annual meeting on or before December 1 of each year.

B-10.412 Agenda. At the annual meeting the officers for the upcoming year shall be elected, reports of officers heard, and such other business transacted as properly may come before an annual meeting.

B-10.413 Installation of Officers. Component societies must install their officers not later than the January 1 which follows the date of their election.

B-10.50 Required reports to The Society. The secretary of each component medical society shall transmit the following reports to of The Society:

B-10.501 List of Newly Elected Officers. Within one week following the component society's annual meeting, a roster of the newly elected officers.

B-10.502 Current Roster of Members. Not later than March 31 of each year, a current roster of members of the component society.

B-10.503 Additional Reports. Such other information and reports as may be required by The Society.

B-10.60 Revocation of charter.

B-10.61 Grounds. The Board of Directors may revoke the charter of any component society for taking any action which conflicts with the letter or spirit of the Constitution and Bylaws of The Society or of the component society.

B-10.62 Procedure. A proposed charter revocation must be undertaken by introduction of a specific resolution citing the cause for the revocation. The passage of such a resolution requires a two-thirds majority roll-call vote of the Board of Directors. If the charter is revoked, it shall be the duty of the Executive Vice President/Chief Executive Officer or his or her designee to reclaim it.

B-10.63 Effect of revocation on individual members. Until another component society is organized in the same area or the former component society is reorganized and approved by the Board of Directors, the members of the former society shall cease to be members of a recognized component medical society and be deemed direct members of The Society.

DRAFT MOTION That the Board of Directors authorize the physicians of Wayne, Lenior, Greene, and Duplin Counties to form a new Component Society to be designated as the Wayne-Lenoir-Greene-Duplin Counties Medical Society.

COI & Confidentiality Forms

North Carolina Medical Society

Conflict of Interest Policy

Purpose

As the leading physician organization in North Carolina, the North Carolina Medical Society (Society) holds a unique position as the representative of patients and physicians on issues that affect the health of all North Carolina citizens. In formulating its policies, the Society seeks the involvement of trusted, knowledgeable individuals, and encourages the expression of diverse views on important health issues facing North Carolina now and in the future.

Officers, directors and senior staff of the Society bring to the Society expertise drawn from their diverse knowledge and backgrounds. The Society recognizes that, at times, the diverse background and activities of its officers, directors and senior staff may conflict with the interests and activities of the Society. These individuals hold a special position of responsibility to the Society and are obliged to act in the best interest of the Society and to place the achievement of the Society's goals and mission above their other interests.

Although not elected, members of senior staff are also obliged to serve the best interests of the Society. It is important for the Board of Directors to be aware of any affiliations or activities which may raise conflicts, as senior staff is responsible for advising the Board of Directors and making recommendations on Society policies and activities. "Senior staff" includes the Executive Team, all attorneys, accountants, and Department Directors. Other individuals may be designated by the Board of Directors to be covered by this policy.

For purposes of this Policy, the term "Member" shall mean a member of a North Carolina Medical Society Board of Directors, committee, task force, or other decision-making group. Senior staff shall also abide by these guidelines to the extent they are applicable. The term "North Carolina Medical Society" or "Society" shall mean the North Carolina Medical Society and its subsidiaries and affiliates.

Material Financial Interests

Officers, directors and senior staff shall disclose their ownership of a material financial interest in any entity which furnishes goods or services, or is seeking to furnish goods or services, to the Society. The disclosure requirement of this section shall also apply to material financial interests owned by immediate family members of officers, directors and senior staff.

The Society recognizes that individuals have investments, through stock ownership, mutual funds, and similar vehicles, in companies that provide goods and services to businesses. Only those investments that constitute a significant financial investment raise a concern about a possible conflict of interest. The Society also recognizes that officers, directors and senior staff may be employed by, or have a consulting arrangement with, an organization that does business with the Society. A conflict of interest may arise if the officer, director or senior staff holds a key position in such company and is responsible for approving the provision of good or services to the Society. Accordingly, "ownership of a material financial interest" shall mean holding a financial ownership of 5% or more, or holding a position as proprietor, director, managing partner or key employee.

An officer, director, or senior staff person shall excuse himself or herself from discussion and vote on any issues relating to the provision of the goods and services by any company in which an officer, director or senior staff person or any immediate family member owns a material financial interest.

Participation in Other Organizations

Participation by officers, directors and senior staff in the activities of other organizations is beneficial to the Society, as these individuals gain important expertise and establish business relationships. To avoid conflicts of interest, officers, directors and senior staff shall disclose their participation in other organizations where a potential for conflicts exists. If the overall goals and objectives of the Society and the other organization do not conflict, participation is permitted. If a conflict exists, the officer, director or senior staff person shall choose between the conflicting organizations and shall resign from one of the positions.

Other Relationships

Situations may arise, from time to time, where an officer, director, or senior staff person is unable to separate his or her interest in another relationship from his or her obligation to objectively serve the interests of the Society. To ensure that the officer's, director's or senior staff person's obligations to the Society are met, disclosure of any interests arising from another relationship that may conflict or appear to conflict with the interests of the Society is required. However, it is important to keep in mind that officers, directors, and senior staff will sometimes have a personal interest in and opinion on the issues that come before the Board of Directors due to the broad range and nature of the Society's mission and activities.

In most instances, personal interests will not prevent officer, director, or senior staff person from rendering an objective opinion. In order to fulfill the responsibilities of the Society and to make appropriate and informed decisions, representation of different viewpoints is required, and an environment of full and open discussion must be maintained. It is necessary to ensure that the broadest range of views and expertise is available to the Society in its decision-making process. At times, the contributions of an individual with a personal interest are valuable precisely because of the knowledge or expertise obtained through the personal interest.

A requirement that an officer, director, or senior staff person be excused from discussions on any issue in which he or she has a personal interest would diminish the benefits the Society receives from full, informed debate. Accordingly, full participation by officers, director, and senior staff should be encouraged, and limitations shall be placed on their activities only in those cases where they cannot separate the outside interest from the interest of the Society and render a fair and independent decision. In those cases, the officer, director, or senior staff person should recuse themselves from discussion and vote on the issue. If an officer, director, or senior staff person does not appropriately recuse themselves, but the majority of the remaining directors believes that they should be recused from discussion and vote, the Chair shall require that person to recuse themselves from discussion and vote.

Gifts

To avoid any inference that a decision was unduly influenced, officers, directors, and senior staff, as well as members of their immediate family, may not offer, solicit or accept any gift, money, benefit, loan, or other payment of any kind from any entity with whom the Society does business, with whom the Society is seeking to do business, or from any entity seeking to do business with the Society. The term "entity" includes, but is not limited to, financial institutions, business and professional firms, and individuals providing goods or services.

This provision is not intended to prohibit the following gifts or benefits:

Acceptance or offering of nominal gifts, or social amenities and entertainment which are given in normal business practice, and which would not raise an inference of undue influence.

Acceptance or offering of gifts for a non-business reason, and which are motivated by a family relationship or personal friendship.

Benefits or discounts offered under any Society sponsored program.

Benefits or discounts which are offered as a professional courtesy to members of the medical profession, or to members of their immediate family, provided such benefits or discounts are not intended to influence a Society decision.

Books, journals, audio or videotapes, computer software, or other informational material provided to assist the officers, directors, and senior staff in performing their duties for the Society.

Honoraria

Any honoraria received by an officer, director, or senior staff for Society related engagements shall be remitted to the Society.

Illegal Payments

An officer, director, or senior staff shall not give any bribe, kickback, or any other illegal or improper payment of any kind to any person with whom the officer, director, or senior staff comes in contact during the course of carrying out their responsibilities for the Society.

Disclosure of Confidential or Proprietary Information

In the course of performing services to the Society, the officer, director, or senior staff will have access to information that is confidential or proprietary to the Society. This information includes, but is not limited to, financial information, business plans, policy proposals and recommendations, policy development plans, confidential membership plans, and other information which would impede implementation of Society activities if it were disclosed. An officer, director, or senior staff shall maintain the confidentiality of such information and shall not disclose confidential or proprietary information. An officer, director, or senior staff shall use his or her best efforts to prevent unauthorized disclosure of confidential or proprietary information.

Use of Position or Society's Name

An officer, director, or senior staff shall not use the Society's name, or their affiliation with the Society in a manner that would incorrectly imply a Society endorsement of a non-Society product or service, or that would imply Society support of a personal opinion or activity.

Activities Following Term

A former officer, director, or senior staff shall not use the Society name or their affiliation with the Society in any manner which would imply Society support or endorsement of policies or activities of another organization. A former officer, director, or senior staff shall not use the Society name or their affiliation with the Society for commercial gain. A former officer, director, or senior staff shall not disclose confidential or proprietary information. A former officer, director, or senior staff shall refrain from all conduct, verbal or otherwise, which publicly disparages or damages the reputation, goodwill, or standing in the community of the Society or officer, director or senior staff.

Interpretation

The Conflict of Interest Policy is intended to be an evolving policy, and questions of interpretation and application can be expected to arise. Conflict of Interest Principles have been developed to provide guidance in resolving conflicts.

Revised 1/2026

North Carolina Medical Society Conflict of Interest Disclosure Statement for Officers, Directors, Committee Members and Senior Staff

Please initial in the space at the end of Item A or initial and complete Item B, whichever is appropriate. Complete Item C, and sign and date the statement. Return it to the North Carolina Medical Society Executive Vice President, CEO.

A. I am not aware of any relationship or interest or situation involving me or my family which might result in, or give the appearance of being, a conflict of interest between such family member or me on one hand and the North Carolina Medical Society on the other.

_____*Initials*

B. The following are relationships, interests or situations involving me or a member of my family which I consider might result in or appear to be an actual, apparent or potential conflict of interest between such family members or myself on one hand and the North Carolina Medical Society on the other.

_____*Initials*

- For-profit corporate directorships, positions or employment:

- Nonprofit trusteeships or positions:

- Memberships in the following organizations:

- Contracts, business activities and investments with or in the following organizations:

- Other benefits, arrangements, relationships, activities, etc.:

C. My primary business or occupation at this time is:

This Conflict of Interest Disclosure Statement and information contained herein shall be confidential and shall be used by the North Carolina Medical Society only to the extent necessary to address actual, apparent, or potential conflicts of interest.

I have read and understand the North Carolina Medical Society conflict of interest policy and agree to be bound by it. I will promptly inform the Executive Vice President, CEO of the North Carolina Medical Society in writing of any material change that develops in the information requested or contained in the foregoing statement.

_____	_____	_____
Type or print name	Signature	Date

Committee(s):_____

North Carolina Medical Society (NCMS)

Confidentiality Policy for NCMS Board of Directors

The purpose of this Policy is to protect confidential information used by the NCMS by ensuring that Directors are aware of their duty to protect and hold in confidence any confidential information disclosed to them or obtained by them as a result of their affiliation with the NCMS Board of Directors.

It is the policy of the NCMS Board of Directors that Directors shall not disclose any confidential information. Further, Directors shall use confidential information solely for the performance of duties and responsibilities as a Director. If confidential information is disclosed by a Director, the President or Executive Vice President of the NCMS should be notified as soon as practical.

"Confidential Information" means all information identified by the NCMS as confidential.

This Policy applies to each Director of the NCMS. All Directors shall acknowledge their understanding of and consent to this Policy annually by signing this form. The duties described in this Policy survive the termination or expiration of a Director's service on the NCMS Board of Directors. Violation of this Policy may result in disciplinary action.

Acknowledged this _____day of _____, 20_____.

_____

Please print full name

_____

Signature