

RESTATED BYLAWS OF THE
THE NORTH CAROLINA MEDICAL SOCIETY FOUNDATION,
INC. A NONPROFIT CORPORATION

ARTICLE I

OFFICES

SECTION 1. Principal Office: The principal office of the corporation shall be located at 222 North Person Street, Raleigh, North Carolina, or at such other place as may be determined by the trustees.

SECTION 2. Registered Office: The registered office of the corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

SECTION 3. Other Offices: The corporation may have offices at such other places, either within or without the State of North Carolina, as the board of trustees may determine or as the affairs of the corporation may require.

SECTION 4. Registered Agent: The corporation shall continuously maintain a registered agent in the State of North Carolina whose office shall be located at the same place as the registered office of the corporation.

ARTICLE II

PURPOSES

SECTION 1. Purposes: The corporation is organized exclusively for charitable, educational, and scientific purposes, within the meaning of Section 501 (c)(3) of the United States federal Internal Revenue Code of 1986, as it may be amended from time to time, and the corresponding provisions of any future United States federal tax code (the "Code"), and to support the North Carolina Medical Society. The corporation shall engage in charitable, educational and scientific activities within the meaning of Section 170(c)(2) of the Code on behalf of the North Carolina Medical Society, that include furthering the improvement of the health and medical care of the people of North Carolina, extending medical knowledge, and advancing medical science.

SECTION 2. Policies: The corporation shall at all times be operated so as to remain qualified as a tax-exempt organization under Section 501(c)(3) of the Code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the corporation's exempt purposes set forth in its articles of incorporation. No substantial part of the corporation's activities shall involve the carrying on of propaganda, or

otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of any statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

The corporation shall not carry on any activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) a corporation, contributions to which are deductible under Sections 170(c), 2055 and 2522 of the Code. The corporation shall not engage in activities that are not in furtherance of the corporation's exempt purposes stated in its articles of incorporation. The corporation shall not act in any manner inconsistent with its status as a supporting organization (as described in Section 509(a)(3) of the Code) of the North Carolina Medical Society.

The corporation shall be operated, supervised, and controlled by the North Carolina Medical Society, and it is expressly prohibited from being controlled by any other entity.

The corporation shall not be controlled within the meaning of Section 509(a)(3)(C) of the Code, by disqualified persons within the meaning of Section 4946 of the Code, other than foundation managers and other than the North Carolina Medical Society.

ARTICLE III

BOARD OF TRUSTEES

SECTION 1. General Powers: The corporation shall be managed by a board of directors called the board of trustees. In addition to its other powers, the board of trustees shall have full power, except as prohibited by the terms of any instrument of gift, devise, bequest, or other transfer, at its sole discretion, to change the form of any investment and for that or other purposes of the corporation to dispose of any securities or other property held by the corporation.

SECTION 2. Limitation on Powers: Without the prior written approval of the North Carolina Medical Society, the trustees shall not: (i) authorize the dissolution or merger of the corporation or the sale, pledge or transfer of all or substantially all of the corporation's assets or (ii) amend the corporation's articles of incorporation or these bylaws.

SECTION 3. Number, Term and Qualifications: The board of trustees shall consist of not more than nineteen (19) and not fewer than fifteen (15) members. Within this range, the exact number of board members shall be determined by the board of trustees. Each trustee shall hold office until such trustee's successor is elected and qualified or until such trustee's death, resignation, retirement, removal, or disqualification. Members of the North Carolina Medical Society shall constitute a majority of the corporation's board of trustees. Members of the North Carolina Medical Society are those physicians, medical students, physician assistants and others who have been accepted for membership into the North Carolina Medical Society in accordance with its Constitution and Bylaws. Membership on the board of trustees shall not be denied to any individual because of race, color, religion, creed, ethnic affiliation, national origin, sex, sexual orientation, age or handicap.

SECTION 4. Designation and Appointment of Trustees: The president, the president-elect and the executive vice president/chief executive officer of the North Carolina Medical Society shall serve as trustees of the corporation, ex officio, with full voting rights. All other trustees of the corporation shall be elected by the board of directors of the North Carolina Medical Society; provided that (1) the ex officio trustees and those trustees elected by the North Carolina Medical Society shall not constitute a majority of the Corporation's trustees and (2) no person shall be elected as a trustee of the corporation if the appointment of such person would result in more than a minority of the corporation's trustees being disqualified persons (other than foundation managers) within the meaning of Section 4946 of the Code or otherwise cause the corporation to be controlled directly or indirectly, within the meaning of Section 509(a)(3) of the Code, by disqualified persons other than foundation managers or the North Carolina Medical Society. The corporation's board of trustees shall suggest candidates for election to the board of trustees to the board of directors of the North Carolina Medical Society.

SECTION 5. Resignation: A trustee may resign at any time by communicating his or her resignation to the board of trustees, its presiding officer, or to the corporation. A resignation is effective when it is communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.

SECTION 6. Removal: Any trustee appointed by the board of directors of the North Carolina Medical Society may be removed from office by the board of directors of the North Carolina Medical Society by giving written notice of removal to the trustee to be removed and to the corporation.

SECTION 7. Vacancies: Any vacancy among the members of the board of trustees appointed by the board of directors of the North Carolina Medical Society, including without limitation, any vacancy due to the death, resignation, retirement, removal or disqualification of a trustee during the trustee's term of office, or due to an increase in the number of authorized trustees, shall be filled by the appointment of an individual by the board of directors of the North Carolina Medical Society. A trustee appointed to fill a vacancy caused by death, resignation, retirement, removal or disqualification of a trustee shall serve for the unexpired term of the trustee's predecessor in office.

SECTION 8. Term of Office. Trustees appointed by the board of directors of the North Carolina Medical Society shall be eligible for appointment for a term of three (3) years. Such trustees may serve no more than two (2) consecutive three (3) year terms; provided, however, that any such trustee may be appointed for an additional term or terms after such trustee has not been a member of the board of trustees for at least one year. If any such trustee's three-year term is interrupted by service as an ex officio trustee as the president or president-elect of the North Carolina Medical Society, such trustee may resume his or her three-year term upon completion of his or her term as an ex officio trustee. The term of each trustee appointed by the board of directors of the North Carolina Medical Society shall expire at the conclusion of the annual meeting of the corporation's board of trustees in the year in which such term is scheduled to expire. The term of a trustee appointed to fill a vacancy shall expire at the end of the unexpired term that such trustee is filling. Despite the expiration of the term of a trustee appointed by the board of directors of the

North Carolina Medical Society, such trustee shall continue to serve until a successor shall be appointed or until there is a decrease in the number of trustees.

ARTICLE IV

MEETINGS OF TRUSTEES

SECTION 1. Annual and Regular Meetings: Regular meetings of the board of trustees shall be fixed by board resolution. One regular meeting shall be designated as the annual meeting of the board of trustees for the purpose of electing officers of the corporation and transacting of such other business as may be properly brought before the meeting. Notice of annual or regular meeting shall be given at least fifteen (15) days before the meeting by any usual means of communication.

SECTION 2. Special Meetings: Special meetings of the board of trustees may be called at any time with at least five (5) days notice by any usual means of communication by the president or by petition of a majority of the trustees then in office. Such meetings may be held within or without the State of North Carolina, as fixed by the person or persons calling the meeting.

SECTION 3. Waiver of Notice: Any trustee may waive notice of any meeting. Such waiver must be in writing, signed by the trustee entitled to the notice, and filed with the minutes or corporate records. The attendance by a trustee at a meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 4. Quorum: One-third of the trustees in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the board of trustees.

SECTION 5. Manner of Acting: The affirmative act of the majority of the trustees present at a meeting at which a quorum is present shall be an act of the board of trustees unless a different vote is required by the North Carolina Nonprofit Corporation Act, the corporation's articles of incorporation or these bylaws. Meetings may be held in person, by conference telephone call, by video conference, or by any other means that will permit all participants to hear each other simultaneously during the meeting.

SECTION 6. Action Without Meeting: Action which may be taken at a board of trustees meeting may be taken without a meeting if the action is taken by all members of the board of trustees. The action shall be evidenced by one or more written consents signed by each trustee before or after such action, describing the action taken, and included in the minutes or filed with the corporate records. Such action is effective when the last trustee signs the consent, unless the consent specifies a different effective date.

SECTION 7. Presumption of Assent: A trustee who is present at a meeting of the board of trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (1) the trustee objects at the beginning of the meeting, or promptly upon

his or her arrival, to holding the meeting or transacting business at the meeting; or (2) the trustee's dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) the trustee files a written notice of dissent or abstention with the presiding officer of the meeting before the adjournment of the meeting or with the corporation immediately after adjournment of the meeting. Such right of dissent or abstention shall not apply to a trustee who voted in favor of the action taken.

SECTION 8. Committees: The board of trustees shall create an executive committee, a finance and investment committee, a gifts and grants committee, a board development committee, an audit committee of the board and may create other committees of the board, each of which shall have at least two (2) members, all of whom shall be trustees. No more than a minority of the members of any such committee shall be disqualified persons (other than foundation managers) within the meaning of Section 4946 of the Code. The creation of a committee and the appointment of members to it must be approved by a majority of all the trustees in office when the action is taken. Each committee may, as specified by the board of trustees, exercise some or all of the authority of the board of trustees except that a committee may not: (i) authorize distributions; (ii) recommend or approve dissolution or merger of the corporation or the sale, pledge or transfer of all or substantially all of the corporation's assets; (iii) fill vacancies on any committees; or (iv) adopt, amend, or repeal the corporation's articles of incorporation or these bylaws.

The executive committee shall perform any administrative or other duties expressly authorized by the board of trustees and shall generally act for the board of trustees between meetings of the board of trustees. A majority of members of the executive committee shall be members of the North Carolina Medical Society.

ARTICLE V

OFFICERS

SECTION 1. Officers of the Corporation: The officers of the corporation shall be a president, president-elect, treasurer, chief executive officer and such other officers as the board of trustees may elect. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required. All officers shall be members of the corporation's board of trustees.

SECTION 2. Election and Term: The officers of the corporation shall be elected annually by the board of trustees for one (1) year or three (3) year terms, depending on office. Each officer shall hold office until the officer's successor is elected and qualified or until the officer's death, resignation, retirement, removal, or disqualification.

2.10 Terms and Tenure

2.101 Officers Serving One-Year Terms. The president and president-elect shall be elected for a term of one year.

2.102 Officers Serving Three-Year Terms. The treasurer shall be elected for a term of three years.

2.20 Term Limits

2.201 President-Elect. Upon completion of his or her one-year term as president-elect, the president-elect shall become president.

2.202 Treasurer. The treasurer shall not serve more than two consecutive three-year terms.

2.30 Assumption of Office

2.301 President. The president-elect shall accede to the office of president at adjournment of the annual meeting.

2.302 Other Officers. All other officers elected during the annual meeting shall assume their duties at adjournment of the annual meeting.

SECTION 3. Removal: Any officer may be removed by the board of trustees at any time, with or without cause, but such removal shall not affect the contract rights, if any, of the officer so removed.

SECTION 4. Resignation: An officer may resign at any time by communicating his resignation to the corporation, orally or in writing. A resignation is effective when it is communicated unless it specifies in writing a later effective date. If a resignation is made effective at a later date that is accepted by the corporation, the board of trustees may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date. An officer's resignation does not affect the corporation's contract rights, if any, with the officer.

SECTION 5. Immediate Past-President: The immediate past-president of the corporation shall serve as a voting member of the board of trustees, and shall serve as Chair of the board development committee.

SECTION 6. President: The president of the corporation shall serve as the official corporation representative. The president shall preside at all meetings of the corporation. The president of the corporation may appoint committees, task forces, advisory boards or work groups, not having the authority of the board of trustees in the management of the corporation. The duties and functions of such committees, task forces, advisory boards or work groups, shall be prescribed by the president. The president may appoint non-board of trustee members to these committees, task forces, advisory boards, or work groups.

SECTION 7. President-Elect: In the absence of the president, the president-elect shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the president. The president-elect shall perform such other duties as may be assigned by the president or the board of trustees.

SECTION 8. Treasurer: The treasurer shall: (a) have charge of and be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in accordance with the provisions of Section 4 of Article VII of these bylaws; (b) prepare, or cause to be prepared, a true and reasonably detailed statement of the corporation's assets and liabilities at the close of each fiscal year, to be filed at the corporation's registered office or principal place of business within four months after the end of such fiscal year and kept available there for at least ten years; and (c) in general perform all duties incident to the office of treasurer and such other duties as may be assigned by the president or by the board of trustees, or by these bylaws. Checks may be signed for the corporation by the treasurer or by agents authorized to do so by the board of trustees. The treasurer may delegate certain administrative functions if authorized by the board of trustees.

SECTION 9. Chief Executive Officer: The board of trustees shall employ a chief executive officer who shall be the general administrative officer and business manager of the corporation, and who may employ, supervise, and dismiss administrative and clerical staff in order to efficiently implement the decisions of the board of trustees and to conduct the business of the corporation. The chief executive officer shall serve under direct supervision of the president of the corporation.

ARTICLE VI INDEMNIFICATION

SECTION 1. Right to Indemnification: Any person who at any time serves or has served as a trustee or officer of the corporation, or at the request of the corporation is or was serving as an officer, director, agent, partner, trustee, administrator, or employee for any other foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, shall have the right to be indemnified by the corporation to the fullest extent permitted by law in the event he or she is made, or is threatened to be made, a party to any threatened, pending or completed civil, criminal, administrative, investigative or arbitral action, suit or proceeding and any appeal therein (and any inquiry or investigation that could lead to such action, suit or proceeding), whether or not brought by or on behalf of the corporation, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity. The corporation shall not, however, indemnify any person against liability or expenses the person may incur on account of his or her activities which were, at the time taken, known or believed by the person to be clearly in conflict with the best interests of the corporation, or if the person received an improper personal benefit. In addition, at any time when the corporation is a private foundation as defined in Section 509 of the Code, the Corporation shall not indemnify any person against liability or expenses the person may incur on account of his or her activities if such indemnification would be a taxable expenditure under Section 4945 of the Code or constitute an act of self-dealing under Section 4941 of the Code. The board of trustees may provide such lawful indemnification for the employees and agents of the corporation as it deems appropriate and as are consistent with the restrictions expressed in this Section 1.

The rights of those receiving indemnification hereunder shall, to the fullest extent from time to time permitted by law, cover (i) reasonable expenses, including without limitation all attorneys' fees actually and necessarily incurred by him or her in connection with any such action, suit or proceeding, (ii) all reasonable payments made by him or her in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty, or settlement for which he or she may have become liable in such action, suit or proceeding; and (iii) all reasonable expenses incurred in enforcing the indemnification rights provided herein.

Expenses incurred by anyone entitled to receive indemnification under this Section 1 in defending a proceeding may be paid by the corporation in advance of the final disposition of such proceeding as authorized by the board of trustees in the specific case or as authorized or required under any provisions in these bylaws or by any applicable resolution or contract upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation against such expenses.

SECTION 2. Payment of Indemnification: The board of trustees of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this Article VI, including without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her.

SECTION 3. Binding and Nonexclusive: Any person who at any time after the adoption of this Article VI serves or has served in any of the described capacities for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Any repeal or modification of these indemnification provisions shall not affect any rights or obligations existing at the time of such repeal or modification. The rights provided for herein shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this bylaw.

The rights granted herein shall not be limited by the provisions contained in Section 55A-8-51 of the North Carolina Nonprofit Corporation Act (or its successor).

ARTICLE VII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

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

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

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

SECTION 4. Deposits: All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such depositories as the board of trustees shall direct.

ARTICLE VIII

FINANCES

SECTION 1. Use of Income: All gifts to the corporation or other income not otherwise restricted by the donor shall go into the general fund of the corporation and shall be used exclusively for the corporation and its programs in accordance with the general purposes of the corporation.

The corporation may receive, manage, invest, and disburse restricted gifts only when such gifts are consistent with the purposes of the corporation. The phrase "consistent with the purposes of the corporation" shall describe gifts which may benefit (1) the corporation or the North Carolina Medical Society or (2) the programs of either organization or (3) any separate or independent organization which is supportive of or affiliated with the corporation or its programs and functions, provided such organization is (a) organized exclusively for charitable, scientific or educational purposes, and (b) qualified as an organization exempt from income tax under Section 501 (c) (3) of the Code. The determination of whether gifts are "consistent with the purposes of the corporation" will be made by the gifts and grants committee, pursuant to policies and procedures recommended by such committee and adopted by the board of trustees.

The board of trustees may provide procedures for the establishment of special or designated funds.

SECTION 2. Contributions and Disbursements: All contributions received by the corporation shall be deposited by the treasurer in special accounts in banks, trust companies, or other depositories the board of trustees may select. All disbursements shall be made under proper authority of the board of trustees. All contributions to and disbursements from the corporation shall be recorded by the treasurer and such records shall be subject to examination at any reasonable time, upon request, by any trustee.

SECTION 3. Audit: Each year the board of trustees shall select a firm of certified public accountants to audit the financial accounts of the corporation.

ARTICLE IX

GENERAL PROVISIONS

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

SECTION 2. Fiscal Year: The fiscal year of the corporation shall be the calendar year unless changed by the board of trustees.

SECTION .3. Amendments: These bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the trustees then holding office at any regular or special meeting of the board of trustees.

Revisions Approved by Board of Trustees June 14, 2011, Effective July 29, 2011.

Revisions Approved by NCMS Board June 30, 2011.

Revisions Approved by NCMS Board March 20, 2020