

**NORTH CAROLINA MEDICAL SOCIETY ALLIANCE
BYLAWS**

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19 **NORTH CAROLINA MEDICAL SOCIETY ALLIANCE**
20 **BYLAWS (Effective April 17, 2009)**

21
22
23 **ARTICLE I – NAME**
24

25 The name of the corporation shall be the North Carolina Medical Society Alliance.¹
26

27
28 **ARTICLE II – OBJECTIVES**
29

30 Subject to the limitation set forth in the Articles of Incorporation and Internal Revenue Code Section
31 501(c)(3) or any successor section, the objectives of the corporation shall include, but shall not be
32 limited to, the following:

- 33 • to improve the health and quality of life for the people of North Carolina;
- 34 • to assist component alliances with their programs and projects;
- 35 • to make grants for charitable or educational health-related projects and programs;
- 36 • to solicit and administer gifts and grants that promote good health and health education;
- 37 • to collaborate with the North Carolina Medical Society² in serving the health care needs of
38 the people of North Carolina.

39
40
41 **ARTICLE III - STRUCTURE**
42

43 **Section 1. National Affiliation**

44 The State Alliance shall be an affiliate of the American Medical Association Alliance³ and is
45 composed of component alliances.
46

47 **Section 2. Tax Status**

48 The State Alliance shall be a tax-exempt 501(c)(3) organization.
49

50 **Section 3. Component Alliances**

51 **A. Requirements**

52 A component alliance shall consist of three or more spouses of physicians or physicians-in-
53 training spouses who pay unified dues, who adopt bylaws approved by the Executive
54 Committee of the State Alliance, and who have regular meetings. Alliances shall be chartered
55 as components to constituent medical societies or in association with a training program or
56 medical school approved by an appropriate accrediting agency except where no constituent
57 medical societies, training programs or medical schools exist or the medical society is inactive.
58 Other groups of spouses of physicians or physicians-in-training may organize alliances not
59 based on a constituent medical society if approved by a two-thirds vote of the House of
60 Delegates.

61 **B. Tax Status**

62 Component alliances that qualify may obtain tax-exempt status as components of the State
63 Alliance.
64

65 **Section 4. Regions**

66 The state shall be divided into geographical regions as determined by the Board of Directors.

¹ hereinafter referred to as State Alliance

² hereinafter referred to as NCMS

³ hereinafter referred to as the National Alliance

67
68 **ARTICLE IV - MEMBERSHIP**
69

70 **Section 1. Definition**

71 Membership in the State Alliance shall include those persons who meet the qualifications as regular,
72 physician-in-training spouse, physician, physician-in-training, thirty-year, fifty-year, life, and
73 honorary members.
74

75 **Section 2. Classifications and Privileges**

76 A. Regular

- 77 1. A regular member is the spouse, widow, widower, or divorced spouse (provided the person
78 was a member in good standing of the State Alliance at the time of the divorce and has not
79 remarried outside the profession) of:
80 a. a physician eligible to be a member of the NCMS; or
81 b. a physician eligible to be a member of any other state's medical association or the
82 American Medical Association at the time of retirement or death.
83 2. A regular member shall pay dues, shall be represented in the House of Delegates, shall be
84 eligible to hold office on the state level, shall receive state publications, and shall be
85 entitled to other benefits of membership as determined by the Board of Directors.

86 B. Physician-in-Training Spouse

- 87 1. A physician-in-training spouse member is the spouse of a physician-in-training eligible to
88 be a member of the NCMS.
89 2. A physician-in-training spouse member shall pay dues and shall be entitled to all the
90 privileges of a regular member.

91 C. Physician and Physician-in-Training

- 92 1. A physician member and physician-in-training member shall be eligible to be members of
93 the NCMS.
94 2. A physician member and physician-in-training member shall pay dues, shall be represented
95 in the House of Delegates, shall receive state publications, and shall be entitled to other
96 benefits of membership as determined by the Board of Directors.

97 D. Thirty-Year and Fifty-Year Members

- 98 1. A thirty-year member and fifty-year member are regular members who have paid State
99 Alliance dues for thirty years or fifty years, consecutive or not. They shall receive special
100 recognition at the annual meeting.
101 2. A thirty-year member and fifty-year member shall pay dues and shall be entitled to all the
102 privileges of a regular member.

103 E. Life

- 104 1. A life member is a regular member who paid dues for thirty consecutive years prior to June
105 30, 1973.
106 2. Life members are entitled to all the privileges of a regular member and shall be exempt
107 from payment of state and national dues. The State Alliance shall pay national dues for
108 such members.

109 F. Honorary

- 110 1. An honorary member is a member or non-member who is elected to honorary membership
111 by a majority vote of the House of Delegates provided there is prior approval by the Board
112 of Directors. To be nominated for honorary membership, a person must have rendered long
113 and distinguished service in the work of the State Alliance. The Board of Directors or a
114 component alliance may submit nominations for honorary membership.
115 2. An honorary member shall be entitled to such privileges in the State Alliance as are
116 awarded in each case by the Board of Directors and shall be exempt from payment of state
117 dues. The State Alliance shall pay national dues for an honorary member when appropriate.
118 Any honorary member who is eligible to be a regular member shall be entitled to all the
119 privileges of a regular member.

120 3. An honorary member who is not also eligible to be a regular member shall not be eligible to
121 vote or hold office on the state level and shall be exempt from payment of state dues.

122 G. Friends and Family of the NCMS Alliance

123 1. A Friends and Family member of the NCMS Alliance may be nominated by the Board of
124 Directors of the county Alliance in which they live.

125 2. The NCMS Alliance Board of Directors may nominate a person as a Friends and Family
126 member of the NCMS Alliance.

127 3. A Friends and Family member of the NCMS Alliance shall not be eligible to vote, nor
128 represent the County at the House of Delegates, nor serve as an officer of the NCMS
129 Alliance, but shall be entitled to serve on committees and shall have all other rights and
130 responsibilities accorded to membership. A Friends and Family member shall pay regular
131 dues.

132 4. Nominations for a Friends and Family membership shall be submitted to the Resource
133 Development Committee. The Board of Directors of the NCMS Alliance shall determine
134 the eligibility of each person nominated for membership. A Friends and Family
135 membership of the NCMS Alliance shall expire at the end of the fiscal year and may be
136 renewed annually.

137
138 **Section 3. Dues**

139 The House of Delegates shall determine the annual membership dues. Dues must be paid in
140 accordance with instructions from the Treasurer.

141
142
143 **ARTICLE V – HOUSE OF DELEGATES**

144
145 **Section 1. Definition**

146 The House of Delegates shall be the legislative and business body of the State Alliance and shall
147 consist of the Board of Directors; past State Presidents; and delegates. To qualify as a delegate, a
148 person shall be a regular member of the State Alliance

149
150 **Section 2. Meeting**

151 The House of Delegates shall meet annually at such time and place as determined by the Executive
152 Committee.

153
154 **Section 3. Duties**

155 The House of Delegates shall receive reports, elect officers and directors for the corporation, elect the
156 Board Development Committee and approve the budget for the new fiscal year. All regular members
157 of the State Alliance may vote as part of the House of Delegates.

158
159 **Section 4. Voting**

160 A. Quorum

161 One-third of the registered voting delegates of the State Alliance shall constitute a quorum for
162 any House of Delegates meeting.

163 B. Proxy voting shall not be permitted.

164
165 **Section 5. Resolutions**

166 Resolutions pertaining to organizational and health-related issues may be brought before the House of
167 Delegates for action, provided that the resolutions are received in the State Alliance office sixty days
168 prior to the House of Delegates meeting in the year they are to be considered for action. The Board of
169 Directors, State Alliance standing committees, or component alliances may submit resolutions.

173 **ARTICLE VI - OFFICERS**

174
175 **Section 1. Elected Officers**

- 176 A. The officers of the State Alliance shall be President, President-elect, Immediate Past President,
177 Secretary, Treasurer, Vice-President for Resource Development and Vice-President for
178 Program Development.
179 B. No individual shall hold more than one office concurrently.
180

181 **Section 2. Assumption of Duties**

182 The officers shall assume the duties of their respective offices at the close of the annual meeting and
183 shall continue in office until their successors are duly elected and installed.
184

185 **Section 3. Terms of Office**

- 186 A. The President and President-elect shall be elected to serve in these offices for a term of one
187 year or until their successors are duly elected. The President-elect shall enter the class of
188 directors elected at the same annual meeting and assume the office of President the following
189 year.
190 B. The Secretary, Treasurer and Vice-Presidents are elected to serve for a term of one year or
191 until their successors are duly elected. They may be reelected for two additional consecutive
192 terms.
193

194 **Section 4. Eligibility For Office**

- 195 A. All officers shall be regular members of the State Alliance and members of the National
196 Alliance.
197 B. In order to be eligible for the office of President-elect, a member must have served at least one
198 year on the State Alliance Board of Directors and as a component alliance president, or served
199 at least two years on the State Alliance Board of Directors.
200 C. All other officers must have served as an officer for a component alliance, either in North
201 Carolina or another state, or have served on a State Alliance Committee.
202

203 **Section 5. Duties**

- 204 A. The President shall:
205 1. Serve as chief executive officer of the State Alliance.
206 2. Serve as chair of the Personnel Committee.
207 3. Preside at meetings of the Executive Committee, Board of Directors, Personnel
208 Committee, and House of Delegates.
209 4. Appoint individuals or committees for special activities as needed or as directed by the
210 Board of Directors or the House of Delegates.
211 5. Serve as an ex officio member of all committees except the Board Development
212 Committee.
213 6. Perform such other duties as defined in State Alliance bylaws and policies.
214 B. The President-elect shall:
215 1. Preside at all meetings in the absence of the President.
216 2. Serve as the chair of the Administrative Committee
217 3. Organize leadership development programs.
218 4. Serve as an ex officio member of all committees except the Board Development
219 Committee.
220 5. Perform such other duties as defined in State Alliance bylaws and policies.
221 C. The Immediate Past President shall:
222 1. Serve as a liaison with the Past Presidents.
223 2. Serve as chair of the Board Development Committee.
224 3. Perform such other duties as defined in State Alliance bylaws and policies.
225 D. The Secretary shall:

- 226 1. Maintain a record of the proceedings of all meetings of the House of Delegates, Board of
 227 Directors and Executive Committee.
 228 2. Serve as the chair of the Bylaws Committee.
 229 3. Perform such other duties as defined in State Alliance bylaws and policies.
 230 E. The Treasurer shall:
 231 1. Serve as the chief financial officer of the State Alliance.
 232 2. Serve as chair of the Finance Committee.
 233 3. Provide financial oversight of personnel employed by the State Alliance, in order to ensure
 234 full and accurate accounts of receipts, disbursements, and investments of the funds of the
 235 State Alliance.
 236 4. Prepare and present the annual budget and other financial reports to the Board of Directors
 237 and the House of Delegates.
 238 5. Ensure the submission of accounts to a certified public accountant as designated by the
 239 Board of Directors for an annual review or audit as defined in the State Alliance bylaws
 240 and policies.
 241 6. Perform such other duties as defined in State Alliance bylaws and policies.
 242 F. The Vice-President for Resource Development shall:
 243 1. Serve as chair of the Resource Development Committee.
 244 2. Oversee the development of resources and financial support.
 245 3. Appoint directors to implement specific projects targeting the development of resources in
 246 consultation with the President.
 247 4. Assist component Alliances with resource development projects.
 248 5. Perform such other duties as defined in State Alliance bylaws and policies.
 249 G. The Vice-President for Program Development:
 250 1. Serve as chair of the Program Development Committee.
 251 2. Oversee the development of programs such as health initiatives, legislative advocacy, and
 252 other programs that fulfill the mission of the State Alliance.
 253 3. Appoint directors to implement specific projects targeting the development of programs in
 254 consultation with the President.
 255 4. Assist component Alliances with program development projects.
 256 5. Perform such other duties as defined in State Alliance bylaws and policies.
 257 H. The Vice-President for Membership Development shall:
 258 1. Serve as chair of the Membership Development Committee.
 259 2. Oversee membership and communications.
 260 3. Appoint directors to implement specific projects targeting membership and communication
 261 in consultation with the President.
 262 4. Perform such other duties as defined in State Alliance bylaws and policies.
 263
 264
 265

266 **ARTICLE VII – NOMINATIONS, ELECTIONS, AND VACANCIES**

267
 268 **Section 1. Board Development Committee**

269 A. Composition

- 270 1. The Board Development Committee shall be composed of at least seven members,
 271 including two (2) current directors and four (4) current non-directors at the time of the
 272 election, and the Outgoing President, who shall serve as chair.

273 I. Term of Office

- 274 1. Members of the Board Development Committee shall serve from the close of the Annual
 275 Session at which they are elected to the close of the next Annual Session.

276 J. Election of Committee

- 277 1. State Alliance members shall nominate eligible individuals to serve on the Board
 278 Development Committee. After receiving the consent of the nominees, members shall

- 279 submit nominations in writing to the State Alliance office at least forty-five days prior to
280 the annual meeting.
- 281 2. Nominations shall be permitted from the floor of the House of Delegates provided there is
282 prior consent from any persons so nominated.
- 283 3. The Board Development Committee shall be elected at the annual meeting of the House of
284 Delegates by ballot and a plurality vote shall elect.
- 285 K. Responsibilities
- 286 1. The Board Development Committee shall nominate eligible candidates for officers and
287 directors.
- 288 2. The committee shall reach agreement before asking anyone to serve and shall obtain the
289 consent of all nominees before submitting their names as part of the slate. Agreement may
290 be reached by mail, telephone, or electronic means.

291
292 **Section 2. Election of Officers and Directors**

- 293 A. The chair of the Board Development Committee shall submit the slate of officer and director
294 nominees to the President and the President-elect as soon as it is completed and shall publish
295 the slate prior to the election.
- 296 B. Nomination of eligible members for officer and director positions shall be permitted from the
297 floor of the House of Delegates providing there is prior consent from any members so
298 nominated.
- 299 C. The election shall be held during the annual meeting of the House of Delegates by ballot and a
300 plurality vote shall elect.

301
302 **Section 3. Vacancies**

- 303 A. President
- 304 If the President is unable to serve, the President-elect shall become President immediately and
305 shall serve for the remainder of the term. If such time is less than nine months, the person shall
306 also serve as President for the term to which the person was duly elected. If the President-elect
307 succeeds to the office of President more than nine months before the beginning of the person's
308 normally elected term of office, the person shall serve this term only, and a new President and
309 President-elect shall be elected at the annual meeting.
- 310 L. Other Officers
- 311 1. If the office of President-elect becomes vacant, the Executive Committee shall fill the
312 office.
- 313 2. If there is a vacancy in the office of both President and President-elect, the Immediate Past
314 President shall act as President until the next annual meeting. The Board Development
315 Committee shall nominate, and the House of Delegates shall elect eligible members to
316 serve as President and President-elect in accordance with the bylaws.
- 317 3. The Executive Committee shall fill a vacancy occurring in any other office or a vacancy
318 due to the failure of the above process.

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320
321 **ARTICLE VIII - BOARD OF DIRECTORS**
322

323 **Section 1. Number, Tenure and Qualifications**

- 324 A. Number
- 325 The Board of Directors shall be divided into three staggered classes and consist of at least
326 fifteen (15) but no more than twenty-one (21) members including the elected officers.
- 327 B. Tenure

328 Directors elected to the board shall serve for a term of three (3) years, beginning with the
329 installation at the annual meeting¹. A Director may serve only two (2) consecutive terms, and
330 after one (1) year leave of absence, is eligible for election.

331 C. **Qualifications**

332 Candidates for the Board of Directors shall be members who offer talents, expertise and
333 abilities that represent the mission and objectives of the State Alliance.

334

335 **Section 2. General Powers**

336 The Board of Directors shall manage the property, affairs, and business of the corporation.

337

338 **Section 3. Duties**

339 A. The Board of Directors shall review the strategic plan annually and revise as necessary.

340 B. Board members are expected to attend all board, committee, and state meetings and submit
341 reports as requested by the President.

342 C. Board members shall serve on at least one standing committee.

343

344 **Section 4. Quorum**

345 A quorum shall be a simple majority of the members of the Board of Directors.

346

347 **Section 5. Meetings**

348 A. The Board of Directors shall meet quarterly at such time and place as determined by the
349 President.

350 B. Special meetings of the Board of Directors may be called by the President or at the request of
351 three or more members of the Board of Directors. The person(s) authorized to call special
352 meetings of the Board may fix any place within the State of North Carolina or electronic
353 means as the venue for such special meetings.

354

355 **Section 6. Notice of Meetings**

356 Notice of each regular meeting of the Board of Directors shall be given at least thirty days prior
357 thereto. Notice of any special meetings of the Board of Directors shall be given at least five days
358 prior thereto. All notices shall be delivered in accordance with the State Alliance bylaws.

359

360 **Section 7. Voting**

361 Except as otherwise expressly provided by statute, by Charter of the corporation, or by State Alliance
362 bylaws and policies, the action of a majority of the members of the Board of Directors present at a
363 meeting at which a quorum is present shall be the action of the Board of Directors. Proxy voting shall
364 not be permitted.

365

366 **Section 8. Resignation**

367 Any member of the Board of Directors may resign by giving notice thereof in writing to the President
368 or Secretary of the corporation. Such resignation shall take effect at the time specified by the
369 President or Secretary, unless it shall be necessary to accept such resignation by its terms before it
370 becomes effective, in which event the resignation shall take effect upon its acceptance by the Board
371 of Directors.

372

373 **Section 9. Removal**

374 Any member of the Board of Directors may be removed from office for just cause by a two-thirds
375 vote of the full Board of Directors. The member is entitled to a hearing at a meeting of the Board of
376 Directors to determine just cause.

377

378 **Section 10. Vacancies**

¹ For the initial election of Directors, the terms shall be staggered such that each class will either serve one (1), two (2) or three (3) years.

379 If a vacancy occurs in a director position, the Board of Directors, by majority vote shall elect an
380 eligible member of the State Alliance to serve the unexpired portion of the term.

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ARTICLE IX - EXECUTIVE COMMITTEE

385

Section 1. Composition

387 The Executive Committee shall consist of the President, President-elect, Secretary, Treasurer, and
388 Immediate Past President.

389

Section 2. Duties

391 The Executive Committee shall perform the duties of the Board of Directors between meetings of the
392 Board, make recommendations to the Board of Directors; act in the event of an emergency; and report
393 committee actions to the Board of Directors for ratification.

394

Section 3. Meetings

396 The Executive Committee shall meet upon call of the President or by written request of three
397 members of the Executive Committee.

398

Section 4. Quorum

400 A quorum shall be a simple majority of the members of the Executive Committee.

401

Section 5. Voting

403 A. The vote of the Executive Committee may be taken by mail, telephone, or electronic means.

404 B. Proxy voting shall not be permitted.

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ARTICLE X - COMMITTEES

408

Section 1. Establishment

410 A. Standing Committees

411 Standing committees may be established or abolished through an amendment to the bylaws as
412 needed to promote the work of the State Alliance and support the policies and activities of the
413 National Alliance. Unless specified by the bylaws, chairs of standing committees shall be
414 responsible for selecting their own committee members in consultation with the President
415 except as specified by the State Alliance bylaws and as appointed by the President. Standing
416 committee members shall include both non-directors and directors.

417 B. Subcommittees

418 Subcommittees to a standing committee may be established or abolished by the Board of
419 Directors as needed to promote the work of the State Alliance and support the policies and
420 activities of the National Alliance. Unless specified by the bylaws, chairs of subcommittees
421 shall be appointed by the standing committee chair in consultation with the President and
422 approved by the Board of Directors. Subcommittee chairs shall be responsible for selecting
423 their own committee members in consultation with the President except as specified by the
424 State Alliance bylaws and as appointed by the President. Subcommittee chairs and members
425 may be non-directors or directors.

426 C. Special Committees

427 Special committees may be established by the President or Board of Directors to address a
428 specific issue or project. Unless specified by the bylaws, chairs of special committees shall be
429 appointed by the President and approved by the Board of Directors. Special committee
430 members may be non-directors or directors and may be selected by the chair. A special
431 committee automatically ceases to exist when its task is completed.

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Section 2. Standing Committees

- A. Administrative Committee shall:
 - 1. Be composed of at least two (2) directors and the President-Elect, who shall serve as the chair.
 - 2. Work with the President, Vice President for Program Development and staff in planning and implementing State Alliance meetings.
 - 3. Work with staff on the operations and needs of the State Alliance office.
- B. Board Development Committee shall:
 - 1. Be composed of two (2) directors and (4) non-directors and the Immediate Past President, who shall serve as the chair.
 - 2. Oversee the nomination of eligible candidates for officer and director positions.
- C. Bylaws Committee shall:
 - 1. Be composed of the President-Elect, at least two (2) directors and the Secretary, who shall serve as the chair.
 - 2. Review and update the bylaws and present any changes to the Board of Directors and House of Delegates for approval.
- D. Executive Committee shall:
 - 1. Be composed of the President-Elect, Immediate Past President, Secretary, Treasurer and President, who shall serve as chair
 - 2. Publicize awards criteria, select awards recipients, and plan awards presentations.
 - 3. Review grant requests and make recommendations to the Board of Directors for awarding grants
 - 4. Authorize the disbursement of grants per State Alliance policies between meetings of the Board of Directors
 - 5. Set the philosophy and direction of official state publications
- E. Finance Committee shall:
 - 1. Be composed of the President; President-elect; Immediate Past President; Treasurer, who shall serve as chair; and two additional members of the State Alliance appointed by the President.
 - 2. Meet prior to each regular meeting of the Board of Directors to review the finances of the State Alliance and act in an advisory capacity to the Board of Directors in all transactions involving State Alliance funds, including oversight of investments.
 - 3. Approve expenditures of State Alliance funds related to proposed new projects
 - 4. Assist in the preparation of the budget.
- F. Personnel Committee shall:
 - 1. Be composed of the President-Elect, Immediate Past President and President, who shall serve as the chair.
 - 2. Make recommendations to the Board of Directors of the terms of employment and/or termination of personnel employed by the State Alliance.
 - 3. Coordinate the activities of all personnel employed by the State Alliance.
 - 4. Perform and/or review, at least annually, evaluations of personnel employed by the State Alliance.
 - 5. Provide written job descriptions of personnel employed by the State Alliance for approval by the Board of Directors.
- G. Program Development Committee shall:
 - 1. Be composed of at least 4 Directors and the Vice President for Program Development, who shall serve as chair.
 - 2. Research, develop, implement, and evaluate health projects and programs for the State Alliance.
 - 3. Be responsible for statewide educational symposia.
 - 4. Serve as a resource to component alliances for health project ideas and materials.

- 484 5. Educate the membership on legislative issues pertaining to community health, health care,
485 and the practice of medicine.
- 486 H. Resource Development Committee shall:
- 487 1. Be composed of at least 4 Directors and the Vice President for Resource Development,
488 who shall serve as chair.
- 489 2. Study funding sources, make recommendations to the Board of
- 490 3. Directors for funding opportunities, develop promotional materials suitable for soliciting
491 contributions, and develop and conduct appropriate fund-raising.
- 492 4. Work with the President and staff to publicize programs and projects of the State Alliance.
493
- 494 I. Membership Development Committee shall:
- 495 1. Be composed of at least 4 Directors and the Vice President for Membership Development,
496 who shall serve as chair.
- 497 2. Direct a membership campaign as part of the ongoing recruitment and retention of
498 members.
- 499 3. Work with the President and staff to encourage membership and projects of the State
500 Alliance.
501

502 **Section 3. Meetings**

503 Standing committees shall meet once quarterly or more frequently if necessary to carry out the
504 committee duties and responsibilities. Subcommittees shall meet as needed. Standing committees
505 and subcommittees shall meet at such time and place as determined by the chair.
506

507 **Section 4. Special Appointments and Liaison Positions**

508 The President, with the approval of the Board of Directors, may appoint representatives to other
509 organizations with which the State Alliance maintains a liaison.
510

511 **ARTICLE XI - PUBLICATIONS**

512 The State Alliance shall issue an official publication for the membership and other publications
513 authorized by the Board of Directors.
514

515 **ARTICLE XII – HEADQUARTERS**

516 **Section 1. Location**

517 The corporation shall have and continuously maintain a registered office and a registered agent whose
518 office is identical with such registered office and may have such other offices within the State of
519 North Carolina as determined by the Board of Directors.
520

521 **Section 2. Executive Director**

522 An Executive Director shall be engaged by the Board of Directors and shall:

- 523 A. Be responsible to the Board of Directors for adherence to established policies and directives.
524 B. Report to the Board of Directors to keep them informed on the conditions and operations of the
525 State Alliance.
526 C. Supervise additional personnel employed by the State Alliance.
527 D. Perform duties as outlined in a job description approved by the Board of Directors.
528

529 **ARTICLE XIII - CONTRACTS, DEPOSITS, AND FUNDS**

530 **Section 1. Contracts**
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537 Except as otherwise provided in State Alliance bylaws and policies, the Board of Directors may
538 authorize any officer or officers, agent, or agents to enter into any contract or to execute or deliver
539 any instruments on behalf of the State Alliance, and such authority may be general or confined to
540 specific instances.

541

542 **Section 2. Deposits**

543 All funds of the State Alliance shall be deposited to the credit of the State Alliance in such banks or
544 trust companies or with such bankers or other depositories as the Board of Directors may select or as
545 may be selected by any officer or officers, agent, or agents of the State Alliance to whom such power
546 may be given by the Board of Directors.

547

548 **Section 3. Checks and Drafts**

549 All notes, drafts, acceptances, checks and endorsements, or other evidences of indebtedness shall be
550 signed by the President, Treasurer, or Executive Director, or in such other manner as the Board of
551 Directors may determine.

552

553 **Section 4. Gifts**

554 The Board of Directors may accept on behalf of the State Alliance any contribution, gift, bequest, or
555 devise for the general purpose or for any special purpose of the State Alliance.

556

557 **Section 5. Funds**

- 558 A. The endowed funds of the State Alliance consist of the Health Education Opportunity Fund,
559 the Mental Health Research Endowment Fund, and the Anne Holmes Hubbard Memorial
560 Lectureship Endowment Fund.
- 561 B. Other named or restricted funds may be established as requested and desired with the approval
562 of the Board of Directors. A Memorandum of Understanding shall be provided to the
563 contributor at the time of establishment of a named fund or restricted fund in accordance with
564 State Alliance policies.
- 565 C. The Program Development Committee of the State Alliance, as well as component alliances,
566 may request grants for health projects from established funds. Charitable 501(c)(3)
567 organizations outside the State Alliance may also request funds for appropriate health projects.
568 Priority for grants shall be given to alliance projects.

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571

ARTICLE XIV - GENERAL PROVISIONS

572

573 **Section 1. Corporate Seal**

574 The corporate seal shall be in such form as shall be approved by the Board of Directors.

575

576 **Section 2. Fiscal Year**

577 The fiscal year of the State Alliance shall be established by the Board of Directors.

578

579 **Section 3. Notice**

580 Whenever notice is required to be given for any purpose under these bylaws, it shall be sufficient that
581 notice has been transmitted by any means, including, but not limited to electronic mail or facsimile
582 transmission. Unless otherwise stated, a recipient shall be deemed to have agreed to notice in any
583 manner for which the number or address for receiving such notice has been provided to the alliance
584 for receipt of messages or notices.

585

586 **Section 4. Waiver of Notice**

587 Whenever any notice whatever is required to be given under the provisions of the Non-Profit
588 Corporation Act of the State of North Carolina or under the provisions of the Articles of
589 Incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or

590 persons entitled to such notice, whether before or after the time stated therein, shall be deemed
591 equivalent to the giving of such notice.

592

593 **Section 5. Compensation**

594 No part of the net earnings of the organization shall inure to the benefit of its members, directors,
595 officers, or other persons except that the organization shall be authorized and empowered to pay
596 reasonable compensation for services rendered and to make payments and distributions in furtherance
597 of the tax-exempt purposes of the organization.

598

599 **Section 6. Amendment to bylaws**

600 These bylaws may be amended at any regular meeting of the House of Delegates by a majority vote,
601 provided the Board of Directors has previously approved the proposed changes and that (1) notice has
602 been given at a previous meeting, or (2) thirty days' notice has been given either in the State
603 Alliance's official publication or in written communication to the membership.

604

605 **Section 7. Parliamentary Authority**

606 The most current edition of Robert's Rules of Order-Newly Revised shall be the parliamentary
607 authority for the State Alliance.

608

609 **Section 8. Indemnification**

610 To the extent permitted by law, members of the Board of Directors and staff member(s) designated by
611 the Executive Committee shall be indemnified by the State Alliance against reasonable expenses,
612 including attorney's fees, settlement and judgment costs necessarily incurred by them in defense of
613 any action, suit or proceeding instituted against each member of the Board of Directors or designated
614 staff member(s) or to which they may be made a party defendant by reason of their being or having
615 been a member of the Board of Directors or designated staff member(s) of the State Alliance.

616

617 **Section 9. Disposition of Assets**

618 No person shall possess any property right in or to the property or assets of this organization. Upon
619 dissolution of the organization and after all obligations are satisfied, all assets shall be distributed
620 exclusively to charitable organizations or foundations currently supported by the State Alliance which
621 are exempt as organizations described in section 501(c)(3) of the Internal Revenue Code.