

REVISED and RESTATED BYLAWS
January 2017
Summary of Key Changes

2/12/2013 – Approval of the original Bylaws for WCMSCHF as a stand-alone Board (no longer combined with Wake County Medical Society)

1/25/2107 – Revised Bylaws presented to WCMSCHF Board for review, discussion, and approval

KEY CHANGES:

- Entire document was restructured and reformatted
- Standard Bylaws language was borrowed from Bylaws for CCNC, NCCCN and Urban Ministries
- Used language that was more current and streamlined throughout the document
- Consolidated sections: Reduced from 15 Articles to 11 Articles
- Article I – General: Updated address of corporation
- Article III - Purposes: Added “Purposes” (standard Bylaws section) and edited the language in our Articles of Incorporation to better fit our current vision and mission; also removed language limiting area of work as Wake County
- Article IV – Board of Directors:
 - Streamlined fifteen specific Board responsibilities to “The affairs of the Corporation shall be led and overseen by its Board of Directors (the “Board”), which may exercise all powers of the Corporation and do all lawful acts and things necessary or appropriate to carry out the purposes of the Corporation”
 - Removed exclusionary Director criteria; all important requirements addressed under Article XV, Conflict of Interest
 - Number of Directors (minimum 9 and maximum 11) remain the same
 - Terms remain the same -- three-year terms for Directors with maximum of three terms; however, the staggered terms implemented for the first time Board were removed
 - Change in language for Wake County Medical Society (WCMS) representatives as members of the WCMSCHF Board:
 - Previous Bylaws: “...the current or former WMCS President and the WCMS President-elect will serve...”
 - New Bylaws: “A majority of Directors shall be current or former members of the Wake County Medical Society (“WCMS”).”
 - Added Section 4.9 – Adjustment of Director Terms upon Adoption of Amended Bylaws
 - Standards of Conduct section removed; all necessary language in this regard is captured under Article X, Conflicts of Interest
- Article V – Meetings:
 - Section 5.1: Added reference to Annual Meeting
 - Sections 5.3 and 5.5: Changed methods of notice to exclude “telegrams” and include email or other electronic means
- Article VI – Officers:
 - Removed “one or more Vice Chairs, one or more Assistant Secretaries and one or more Assistant Treasurers”
 - Term of Office: Changed from two (2) one-year terms to one (1) two-year term; added option for Treasurer to be elected to a second two-year term (due to complexity of budget)

- Streamlined, updated and clarified duties for each office
 - Added Section 6.9 – Adjustment of Director Terms upon Adoption of Amended Bylaws
- Article VII – Committees:
 - Streamlined entire Article
 - Removed “Programs and Services Advisory Committee”
 - Added “Policy Committee”
 - Removed sections for: Committee Charters, Chairman, Quorum and Rules – not standard language for Committees under Bylaws (per templates used)
 - Changed the requirement of committees consisting of at least one Director to having a minimum of two Directors (per recommendation from our attorney)
- Article VIII – Contracts, Checks, Deposits, Loans and Funds:
 - Added “Loans” section (8.2)
 - Removed “Gifts”