

6/14/13

**BYLAWS OF  
NORTH CAROLINA SOCIETY OF GASTROENTEROLOGY**

**ARTICLE I  
Offices**

**Section 1: Principal Office.** The principal office and the registered office of the corporation shall be located at 1112 Harding Place, Charlotte, NC 28204

**Section 2: Other Offices.** The corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine.

**ARTICLE II  
Purpose**

**Section 1: General Powers; Purpose.** The corporation shall promote high standards of gastroenterological care and practice in the State of North Carolina and shall educate practitioners, trainees, and the public about gastroenterology and gastrointestinal disease.

**ARTICLE III  
Meetings of Directors**

**Section 1: Annual Meeting.** The annual meeting of the Board of Directors shall be held in February or March, on a date designated in the notice of the meeting or in a waiver of notice of the meeting signed by all the Directors then in office, for the purpose of electing Directors and officers of the corporation and for the transaction of such other business as may be properly brought before the meeting. If the annual meeting shall not be held in the month designated by these Bylaws, a substitute annual meeting may be called by or at the request of the Board of Directors and such meeting shall be designated and treated for all purposes as the annual meeting.

**Section 2: Additional Meetings.** The Board of Directors, at its option and if the affairs of the corporation warrant any such meeting, may meet on a date designated in the notice of the meeting or in a waiver of notice of the meeting signed by all the Directors then in office for the purpose of informing the Directors concerning the management of the corporation and of its assets and in order to conduct such other business as the Board deems it necessary or desirable to conduct.

**Section 3: Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors.

**Section 4: Place of Meetings.** The annual or any special meeting of the Board of Directors may be held at such place, either within or without the State of North Carolina, as shall be designated in the notice of the meeting or in a waiver of notice of the meeting signed by all the Directors then in office.

**Section 5: Notice of Meetings.** The Secretary shall give notice of each annual meeting and of each additional meeting of the Board of Directors by mailing such notice to each Director at least twenty days prior to the date of the meeting. The President or other persons calling a special meeting of the Board of Directors shall give notice thereof (or cause the Secretary to give notice)

by mailing such notice to each Director at least ten days before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a meeting of the Board of Directors. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

**Section 6: Quorum.** A majority of the Directors in office shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors.

**Section 7: Manner of Acting.** Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 8: Action without Meeting.** Any action which may be taken at a meeting of the Board of Directors, or of a committee of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or by all of the members of such committee, as the case may be, and filed with the minutes of the proceedings of the Board or committee, whether done before or after the action so taken.

#### **ARTICLE IV Officers and Directors**

**Section 1: Titles.** The officers of the corporation shall be a President, a President-Elect, and a Secretary/Treasurer. In addition there will be no less than 4 and no more than 9 (At-large Directors and the Immediate Past President). These individuals will serve as the Board. The Nominating Committee shall, when necessary, nominate one or more Directors upon majority vote of the Board of Directors to fill the vacancy under Section 1 of Article V.

**Section 2: Election and Term.** The Officers and Directors shall be nominated by the Nominating Committee at the annual meeting. Each At-large Director shall hold office for a three year term with (2) Directors replaced annually, unless otherwise recommended by the Nominating Committee. The following officers will serve a (2) year term (President, President-Elect, and Immediate Past President). The Secretary/Treasurer shall also serve a (2) year term.

**Section 3: Removal.** Any officer, Director, or agent appointed by the Board of Directors may be removed by the Board when in the judgment of the Board the best interests of this corporation will be served thereby.

**Section 4: Vacancies.** Vacancies among the officers of the corporation may be filled by vote of a majority of the whole Board at any annual or special meeting of the Board.

**Section 5: President.** The President shall act as Chairman of the Board. The President shall be the Chief Executive Officer of the corporation and, subject to the control of the Board of Directors, shall supervise and control the management of the corporation in accordance with these Bylaws. The President shall sign, with any other proper officer, instruments which may be lawfully executed on behalf of the corporation, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent. The President shall have a two year term. In general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 8: President-Elect.** The President-Elect shall have such powers and perform such duties as may be assigned to him by the Board of Directors. The President-Elect shall serve a two-year term and, on the third year, shall be the only nominee of the Nominating Committee for President.

**Section 9: Treasurer/Secretary.** The Treasurer/Secretary shall have custody of all funds and securities belonging to the corporation and shall receive, deposit or disburse the same under the direction of a Board of Directors; provided, that the Board may appoint a custodian or depository for any such funds or securities, and the Board may designate those persons upon whose signature or authority such funds may be disbursed or transferred.

The Treasurer/Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors. He shall give all notices required by law and these Bylaws. He shall have general charge of the corporate books and records. He shall sign such instruments as may require his signature and, in general, shall perform all duties incident to the Office of Secretary and such other duties as may be assigned to him from time to time by the President or by the Board of Directors.

#### **ARTICLE IV Committees**

**Section 1: Nominating Committee.** The Nominating Committee will consist of the President, President- Elect, and Immediate Past-President. The Nominating Committee shall prepare and submit a list that shall include nominees for each Office and Director. The Nominating Committee shall, when necessary, nominate one or more Directors upon majority vote of the Board of Directors to fill the vacancy.

**Section 2: Ad Hoc Committees.** An Ah Hoc committee maybe approved at the recommendation of the Board and under direction of the Nominating Committee

**Section 3: Vacancies.** Vacancies in the membership of a committee shall be filled by appointment.

**Section 4: Scientific Committee.** The Scientific Committee will consist of members of the Society appointed by the Board of Directors to assist in the planning of the Annual Meeting Continuing Medical Education curriculum.

#### **ARTICLE VI Indemnification of Officers and Directors**

**Section 1: Indemnification Provisions.** Any person who at any time serves or has served as a director or officer of the corporation (a "Claimant"), against whom a claim shall be made, in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether brought by or on behalf of the corporation, a third party or otherwise, including all appeals therefrom (a "Proceeding"), seeking to hold the Claimant liable for civil liability for monetary damages by reason of the fact that he is or was serving in such capacity (whether the basis of such Proceeding is alleged action in such official capacity or in any other capacity while serving in such official capacity), shall have a right, to the maximum extent permitted by applicable law subject to the terms of this Article VI, to be indemnified and held harmless by the corporation against all Liabilities and Litigation Expenses (as hereinafter defined); provided that such indemnification shall be limited to (a) that portion of any Liabilities or Litigation Expenses with respect to which the Claimant is not entitled to receive payment under any insurance policy or (b) any Liabilities or Litigation Expenses in relation to matters as to which he shall be adjudged in such Proceeding or otherwise determined by one of the means set forth in Section 5 of this Article VI to have (a) conducted himself in good faith, (b) reasonably believed (i) that his conduct was in the best interests of the corporation in the case of conduct in his official capacity and (ii) that his conduct was, at least, not opposed to the best interests of the corporation in all other cases, and (c) had no reason to believe, in the case of any criminal Proceeding, that his conduct was unlawful.

**Section 2: Definitions.** As used in this Article VI, (a) “Liabilities” shall include, without limitation, (i) payments in satisfaction of any judgment, money decree, excise tax, fine or penalty for which the Claimant had become liable in any Proceeding and (ii) payments in settlement of any such Proceeding subject, however, to Section 4 hereof; (b) “Litigation Expenses” shall include, without limitation, (i) reasonable costs and expenses and attorneys’ fees and expenses actually and necessarily incurred by the Claimant in connection with any Proceeding and (ii) reasonable costs and expenses and attorneys’ fees and expenses actually and necessarily incurred by the Claimant in connection with the enforcement of rights to the indemnification granted hereby or by applicable law, if such enforcement is substantially or wholly successful; and (c) “disinterested Directors” shall mean directors who are not a party to the Proceeding in question.

**Section 3: Litigation Expense Advances.**

(a) Any Litigation Expenses shall be advanced to any Claimant within thirty days of receipt by the Secretary of the corporation of the Claimant’s demand therefor, together with the Claimant’s undertaking to repay to the corporation such amount unless it is ultimately determined that the Claimant is entitled to be indemnified by the corporation against such expenses. The Secretary shall forward notice of such demand and undertaking immediately to all Directors of the corporation. Any disinterested Director may then, if desired, call a meeting of a committee which shall include all disinterested Directors. No such advance shall be made unless a majority of the disinterested Directors shall have determined that the Litigation Expenses are or have been incurred in relation to matters as to which the Claimant (a) conducted himself in good faith, (b) reasonably believed (i) that his conduct was in the best interests of the corporation in the case of conduct in his official capacity and (ii) that his conduct was, at least, not opposed to the best interests of the corporation in all other cases, and (c) had no reason to believe, in the case of any criminal Proceeding, that his conduct was unlawful.

(b) No such advance of any particular items of Litigation Expenses shall be made if a majority of the disinterested Directors affirmatively determines that such particular items are unreasonable. In any such case, such Directors must determine the amount by which such items of expense were unreasonable, and the corporation shall withhold advances of expenses only in such amount.

**Section 4: Settlements.** The corporation shall not be liable to indemnify the Claimant for any amounts paid in settlement of any Proceeding effected without the corporation’s written consent. The corporation will not unreasonably withhold its consent to any proposed settlement.

**Section 5: Approval of Indemnification Payments.** Except as may be determined in an action brought pursuant to Section 6 below, indemnification payments by the corporation for Liabilities and Litigation Expenses (or a termination of the undertaking required under Section 3 of this Article VI with respect to advanced expenses) may be made only following a determination that the Claimant, with respect to the matter or matters in question, (a) conducted himself in good faith, (b) reasonably believed (i) that his conduct was in the best interests of the corporation in the case of conduct in his official capacity and (ii) that his conduct was, at least, not opposed to the best interests of the corporation in all other cases, and (c) had no reason to believe, in the case of any criminal Proceeding, that his conduct was unlawful. If the Proceeding shall result in an adjudication that (d) the conduct of the Claimant was contrary to the standards hereinabove set forth, (e) the Director was liable to the corporation in connection with a Proceeding by or in the right of the corporation or (f) the Director was liable based upon the receipt of an improper personal benefit, such adjudication shall be conclusive. If there shall be no such adjudication, the determination shall be made (g) by a majority of the disinterested Directors (if there is a quorum of disinterested Directors), (h) if there is not a quorum of disinterested Directors, or if a majority of the disinterested Directors so directs, by special independent legal counsel in a written opinion or (i) in accordance with applicable law and any other reasonable procedures prescribed by the Board of Directors prior to the assertion of the claim for which indemnification is sought. The

reasonableness of amounts of settlements and Litigation Expenses may be approved by a majority of the disinterested Directors.

**Section 6: Right of Claimant to Bring Suit.** If a claim under Section 1 of this Article VI is not paid in full by the corporation within thirty days after a written claim has been received by the corporation, or a demand for advances is not paid within thirty days of receipt by the corporation thereof with an undertaking as described in Section 3 of this Article VI, the Claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim or demand and, if successful in whole or in part, the Claimant shall be entitled to be paid also the expense of prosecuting such claim or demand. It shall be a defense to any such action that the Claimant's Liabilities or Litigation Expenses were incurred on account of a matter or matters as to which the Claimant acted in a manner described in Section 1(b) of this Article VI, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its disinterested Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the Claimant is proper in the circumstances, nor an actual determination by the corporation (including its disinterested Director or independent legal counsel) that the Claimant had not met such applicable standard of conduct, shall be a defense to the action or create a presumption that Claimant has not met the applicable standard of conduct.

**Section 7: Consideration; Personal Representatives and Other Remedies.** Any person who during such time as this Article VI of the Bylaws is in effect serves or has served in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing so or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. The right of indemnification provided herein shall inure to the benefit of the estate or personal representatives of any person who qualifies or would qualify as a Claimant hereunder and such right shall not be exclusive of any other rights to which such person or legal representative may be entitled apart from this Article VI.

**Section 8: Severability.** If, for any reason whatsoever, any provision of this Article VI shall be held invalid, the remaining provisions hereof shall not be affected thereby and shall continue in full force and effect to the maximum extent permitted by applicable law.

**Section 9: Third Party Beneficiaries.** The rights, remedies, and claims given, conferred upon, and granted under or in respect to this Article VI shall be limited to those persons who at any time serve or have served as a director or officer of the corporation, and no provision of this Article VI shall be construed to give, confer upon or grant to any other person, trust, entity or any other third party hereto any right, remedy or claim under or in respect to this Article VI.

## **ARTICLE VII Membership**

**Section 1: Place of Meetings.** All meetings of the membership shall be held at a place within or without the State of North Carolina as designated by the Board of Directors.

**Section 2: Active Membership.** The prerequisites for active membership include (a) active medical or osteopathic licensure in the State of North Carolina, (b) good standing in the community and sound moral and ethical character, (c) active (i) board certification in gastroenterology, (ii) efforts to fulfill the criteria for eligibility for board certification in gastroenterology or (iii) practice in a gastroenterology-associated area. All applicants for membership shall complete and submit (y) a membership application, in the form prepared by the Membership Committee, and (z) two letters of recommendation from two physicians in active practice, well-known to the applicant, who can attest to the character, clinical or research skills, and dedication to the field of gastroenterology of the applicant.

**Section 3: Trainee Membership.** The prerequisites for trainee membership, which shall be limited to fellows or residents during the period of subspecialty training in gastroenterology, include (a) good standing in the community and sound moral and ethical character and (b) active subspecialty training in gastroenterology. All applicants for membership shall complete and submit (y) a membership application, in the form prepared by the Membership Committee, and (z) two letters of recommendation from two physicians in active practice, well-known to the applicant, who can attest to the character, clinical or research skills, and dedication to the field of gastroenterology of the applicant (one letter shall be from the director of the applicant's gastroenterology training program or the chief of service of the institution in which the candidate is active). Trainee members shall be entitled to entry to all corporation functions open to the general membership, and, in its discretion, the Board of Directors may reduce or waive any fees therefor.

**Section 4: Allied Health Care Membership.** The prerequisites for allied health care membership, which shall be limited to registered nurses, nurse practitioners, adult nurse practitioners, certified registered nurse practitioners, licensed practical nurses, and physician assistants, include (a) good standing in the community and sound moral and ethical character and (b) active employment and practice in gastroenterology. All applicants for membership shall complete and submit (y) a membership application, in the form prepared by the Membership Committee, and (z) the recommendation of the employer, who shall be an active member of the corporation, of the proposed member. Allied members shall be entitled to entry to all corporation functions open to the general membership, and, in its discretion, the Board of Directors may reduce or waive any fees therefor.

**Section 5: Organizational Membership.** The prerequisites for organizational membership include (a) active participation in research concerning gastroenterology or allied disciplines and (b) good standing and reputation in the community.

## **ARTICLE VIII General Provisions**

**Section 1: Seal.** The seal of the corporation shall contain the name of the corporation and shall be in the form appearing in the margin of this page.

**Section 2: Waiver of Notice.** Whenever any notice is required to be given to any Director or other person under the provisions of these Bylaws, the charter of the corporation, or by applicable law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

**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 such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 4: Bond.** The Board of Directors may by resolution require any or all officers, agents or employees of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board.

**Section 5: Fiscal Year.** The fiscal year of the corporation shall end on December 31 of each year.

**Section 6: Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 7: 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 the Board of Directors. Such authority may be general or confined to specific instances.

**Section 8: Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as may be selected by or under the authority of the Board of Directors.

**Section 9: Records and Reports.** All of the corporation's records shall be maintained in written form or in another form capable of conversion into written form within a reasonable time. The corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken on behalf of the corporation by a committee of the Board of Directors in place of the Board of Directors. The corporation shall maintain appropriate accounting records. The corporation shall keep a copy of the following records at its principal office: (a) the Articles of Incorporation and all amendments to them currently in effect, (b) these Bylaws and all amendments to them currently in effect, (iii) resolutions adopted by its Board of Directors relating to the number of directors, (iv) the annual financial statements prepared during the past three years, and (v) a list of the names and business addresses of its current directors and officers.

**Section 10: Amendments.** These Bylaws may only be amended or repealed by the affirmative vote of sixty-seven percent (67%) of the corporation's Board of Directors.

**Section 11: Designated Contributions.** The corporation may accept any contribution, gift, grant, bequest or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with the corporation's general tax-exempt purposes. Donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the tax-exempt purposes.

**Section 12: References to Internal Revenue Code.** All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

**Section 13: Principles of Construction.** Words in any gender shall be deemed to include the other gender; the singular shall be deemed to include the plural and vice versa; the words "pay" and "distribute" shall also mean assign, convey and deliver; and the table of contents, headings and underlined paragraph titles are for guidance only and shall have no significance in the interpretation of these bylaws.

**Section 14: Savings Clause.** Failure of literal or complete compliance with provisions of these bylaws with respect to dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of a majority of the members present at the meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the Board of Directors, committees, councils or task forces.

**Section 15: Robert's Rules of Order.** The annual meeting and other meetings of the Board of Directors, the Executive Committee, and the members shall be conducted in accordance with the latest authorized edition of Robert's Rules of Order. In the event of any inconsistency between the specific Robert's Rule and the laws of the State of North Carolina, the laws of the State of North Carolina shall govern.

**ARTICLE IX**  
**Membership; Suspensions, Fines and Terminations**

**Section 1: Membership Dues.** A member of the corporation who fails to pay any dues or fees due the corporation shall be provided notice of delinquency. If those fees are not paid within thirty (30) days after the date specified in the notice of delinquency, the delinquent member shall be suspended from membership in the corporation. Unless otherwise provided by the Board of Directors, the membership or affiliation of the member shall be terminated automatically if the member has failed to pay those dues or fees for a period of sixty (60) days after the date specified in the notice of delinquency. The Secretary shall notify the member of suspension and the date upon which membership will be terminated if the dues or fees remain unpaid.

**Section 2: Termination of Membership.** The Board of Directors, upon a two-thirds vote of those members present at a duly called meeting, may suspend, fine, or terminate (or any combination thereof) the membership of any member or any member of the Board of Directors of the corporation if the Hearing Committee of the corporation determines, in compliance with the applicable laws of the State of North Carolina, that (a) certain conduct of the member is adverse to the best interests of the corporation or (b) the member has not complied with the requirements of membership in the corporation. The Board may only act after a hearing, reasonable notice to the member of the time and place of the hearing, and providing the member with a reasonable opportunity to present evidence in support of its position.

*These Bylaws were amended by the affirmative vote of the Board of Directors of the corporation  
on this the   14th   day of   June  , 2012.*

\_\_\_\_\_ (Corporate Seal)

By: \_\_\_\_\_

Its: President