

NORTHEAST FLORIDA MEDICAL GROUP MANAGEMENT ASSOCIATION, INC

BYLAWS

ARTICLE I – NAMES AND OFFICES

1. Corporate Name. The name of this Association shall be Northeast Florida Medical Group Management Association, Inc.
2. The principal office for the Corporation shall be maintained at BDO, located at 501 Riverside Ave, Jacksonville, FL 32202. The mailing address is P.O. Box 551150, Jacksonville FL, 32255-1150 or other such location as decided upon by the Board of Directors.

ARTICLE II – PURPOSE

1. Mission: The mission of the Northeast Florida Medical Group Management Association, Inc. (hereinafter referred to as the Corporation) is to improve the effectiveness and skills of those individuals who lead Medical Group Practices in the Northeast Florida area. The Corporation will accomplish this by providing leadership, quality speakers, improved communication, networking opportunities and continued education for its membership.

Vision: The corporation will strive to facilitate the continued professionalism in the medical field, which will translate into quality care for patients and the efficient operation of the members' medical practices. We will offer a variety of ways to accomplish these goals and will organize regular meetings and special events to reach our membership.

Motto: To provide maximum value for our members in the form of education and networking opportunities on a continuous basis.

Values:

- **Excellence:** We provide quality speakers, respectable companies to render services in the form of affiliate members, a professional environment for monthly meetings, and a dedicated board of directors as well as committee members to give our members the best possible experience.
- **Communication:** We communicate frequently with our board members, active members, guest speakers and gracious sponsors to ensure the chapter is on the same page and this way we are able to move forward together and implement new ideas.
- **Comradery:** We are respectful and welcome every member, we learn from each other and our unique strengths, we provide support when members are in need of advice and we are a team that strives to make our chapter stronger in numbers.
- **Innovation:** We think of ways to always keep improving the organization and to always think of ways to add more value to our members.
- **Ethics:** We respect the integrity of our members, we resolve member problems and we create an environment of trust with our decisions.

2. Non-Profit Status and Dissolution. The Association is a nonprofit corporation organized under the laws of the State of Florida. The Association is organized exclusively for one or more of the purposes as specified in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and the regulations from time to time promulgated thereunder (the 'Code'), and shall to carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(6) of the Code or corresponding provision of any subsequent federal tax laws. No part of the net earnings of the Association shall inure to the benefit of any Member, trustee, director, officer of the Association, or any

private individual (except that reasonable compensation may be paid for services rendered to or for the Association).

In the event of any liquidation and dissolution of the Association, no member, director, officer of the Association or any private individual shall be entitled to share in the distribution of any of the corporate assets, and all the remaining assets and the Association shall, after payment and discharge of or provision for all corporate debts and obligations, be distributed to any organization then exempt under Section 501(c)(6) of the Code, or corresponding provisions of any subsequent federal tax laws, as the Board of Directors shall determine.

ARTICLE III – MEMBERSHIP

1. MEMBERSHIP APPLICATIONS Classification of Active, Affiliate, Student, Retired, Faculty and Life members in the Association shall be determined by the Association’s Board of Directors.

- a. All applications for membership, along with the appropriate fee, shall be presented to the Board of Directors or to the membership committee chairperson. After majority approval by the Board of Directors, an applicant shall be accepted as a member. All members shall be notified when their membership or renewals are processed.
- b. The Board of Directors will maintain a ratio of 2/3 Active Members and 1/3 Affiliate Members. The Board of Directors will also cap each category of Affiliate at four (4) members. The Board of Directors Reserves the right to add or delete Affiliate Member categories as needed.

2. MEMBERSHIP DUES. Annual dues shall be reviewed and recommended by the Board of Directors and approved by the Board annually.

- a. The membership year shall be from January 1 through December 31. Dues are annual and shall be payable on the first day of January in each calendar year. NFMGMA Inc. does not prorate dues with the exception of a membership that becomes effective after October 1st. In such cases, annual membership would be inclusive of the next year. When an Active or Affiliate member is in default of dues for a period of one (1) month from the beginning of the calendar year, the Board of Directors may terminate their respective membership. A prorated amount can be determined by the board of directors on a case per case basis.
- b. Dues are \$75.00 for Active Members, \$25.00 for Student Members, \$25.00 Retired Members, \$300 for Affiliate Members and \$75 for Faculty Members. The Affiliate dues allow one (1) person per company per meeting. It does not have to be the same person at each meeting. Affiliate members must attend at least 7 of the 11 monthly meetings in order for a renewal membership to be offered.
- c. Membership renewal letters shall be sent out to all members in late November/ early December by the Membership Chair.

3. RIGHTS AND PRIVILEGES OF MEMBER.. No applicant shall be denied Membership on the basis of race, color, creed, religion, gender, national origin, sexual orientation, disability or for any other reason which is in violation of any applicable federal and state laws.

4. MEMBERSHIP CLASSIFICATIONS

- a. There shall be six (6) classifications of membership.

1. **Active Member:** An individual who works on the administrative staff of a medical group or formally supports the management of a medical group. A medical group is defined as an organized group of at least one (1) licensed physician who is engaged in the practice of medicine as a legally recognized entity, involving business management, facilities, records and personnel.
2. **Student Member:** Any individual pursuing a Business, Accounting, Health Care Administration or Health Care Management degree and who is currently enrolled as a full/part time student.
3. **Affiliate Member:** An affiliate member is an individual or company who supplies products and/or services to medical group practices. This category includes but is not limited to practice management firms, consultants and vendors of products targeted to the healthcare industry that is a majority of the Affiliates' business.
4. **Life Member:** Any individual who as an active member, has participated in activities of the Association for at least (10) years, made significant contributions to MGMA, and who has been elevated to this status by a vote of the Board.
5. **Faculty Member:** Any individual who is in the education industry who actively teaches a class which helps the future generation of healthcare administrators.
6. **Retiree Member:** A retired member is an active member who has retired from full time administration/management of a medical practice engaged in the practice of medicine as a legal entity.

5. VOTING AND HOLDING OFFICE. Life, student, faculty, retiree and affiliate members shall have the same rights and privileges as active members except the right to vote and hold elective office. Only active members shall be entitled to vote and hold elective office.

6. MEMBERSHIP TERMINATION. Membership may be revoked by majority of the board of Directors for any of the following reasons:

1. Failure to uphold the purpose of the corporation.
2. Subverting the actions and/or purpose of the corporation.

7. MEMBERSHIP MEETINGS & GUESTS

- a. At the discretion of the Board, periodic membership meetings/events will be held for the purpose of education, networking and communication to provide its membership with the necessary tools to more effectively run their practices. Members will be notified prior to the meeting by phone, e-mail, fax or United States mail. The membership will be notified of any corporate business by the methods listed above.
- b. Active and Affiliate Members can bring 1 guest per meeting as they want to periodic membership meetings. Each Guest will be limited to one meeting before being required to submit an application for membership. If that membership is denied for any reason, the guest will have to wait until the next open enrollment period during the annual renewal period and can then resubmit their application.
- c. Affiliate guests can only attend a maximum of (1) meeting per year before being required to join.

ARTICLE IV – BOARD OF DIRECTORS

1. BOARD OF DIRECTORS – The Board of Directors are responsible for overall policy and direction of the Association, and by delegating duties for day-to day operations to committees.

- a. The affairs and business of the corporation shall be managed and its corporate powers exercised by a Board of at least five (5) Directors.
- b. The Board of Directors shall consist of the following members which must be active managers in the healthcare field (no affiliate members can hold an executive position on the executive board): President, 1st Vice President, 2nd Vice President, Secretary, Treasurer and immediate Past President.
- c. All Officers must fall under the active member classification of NFMGMA, Inc.
- d. If a Director’s employment status should change so that they no longer qualify as a member, they will be given 6 months to find employment. If they are not able to find applicable employment in that time frame they will be asked to resign and the Board reserves the right to name a replacement for the remainder of that Director’s term.
- e. The President and Vice President must fall under the active member classification of NFMGMA, Inc. and FMGMA, Inc.
- f. To remain in good standing, the Board members must attend a minimum of six (6) luncheons and eight (8) out of eleven (11) board meetings.

2. ELECTIONS AND TERM OF BOARD OF DIRECTORS

- a. At each November meeting, the membership shall approve the nominations of the Board of Directors. The current Board of Directors shall serve as the nominating committee. Other nominations shall be taken from the floor. In the event there is no November meeting, the membership will be notified of the Board of Directors’ nominations. The membership must vote and approve all nominations at the next scheduled general membership meeting of NFMGMA.
- b. At the time Officers are elected, they shall be elected to specific offices: President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer. The Immediate Past President shall continue to serve for an additional year without re-election
- c. The President, 1st Vice President, 2nd Vice President, Secretary, Treasurer and Immediate Past President shall serve a one-year term. A term is defined as a calendar year (January – December). Board of Directors shall be eligible for reelection for an unlimited number of terms.

3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS

- a. The number of Directors may be increased or decreased either by a majority vote of the members or Board of Directors. No decrease in the number of Directors shall shorten the term of any incumbent Director nor reduce the number below five (5).

4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES

- a. Newly created directorships resulting from an increase in the number of Directors and vacancies occurring in the Board may be filled by a vote of the majority of the Directors then in office. A Director elected to fill a vacancy shall be elected to hold office for the un-expired term of his/her predecessor.

5. RESIGNATION & REMOVAL OF DIRECTORS

- a. A Director may resign at any time by giving written notice to the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board. Acceptance of the resignation by the Board shall not be necessary to make it effective.
- b. Directors may be removed by a simple majority vote of the members or by action of the Board. Directors may be removed with or without cause.
- c. In the event of the death, resignation or removal of an officer, the Board at its discretion, may appoint a successor to fill the un-expired term.

6. QUORUM OF DIRECTORS

At least fifty percent of the Board of Directors shall constitute a quorum (simple majority) for the transaction of business. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may elect to adjourn the meeting until a quorum is obtained.

7. VOTING

Directors shall be entitled to one vote each. All elections and questions shall be decided by majority vote of the Directors, except as otherwise provided in these By-Laws. At least fifty percent of the Board of Directors members must be in attendance before business can be transacted or motions made or passed.

8. COMMITTEES

The Board may establish ad-hoc Committees to carry out necessary functions of the Corporation. The President shall have the power to create Committees and name members thereto.

9. COMPENSATION/REIMBURSEMENTS

No compensation shall be paid to Directors for their services. Some expenses incurred by Board Members for expenditures made on behalf of the corporation may be approved for payment by the Board and authorized on a case by case basis.

- a. Executive Board Members may be reimbursed for annual registration and attendance of annual State Conference if the following conditions are met and if approval by the board is granted. All receipts must be turned in to the treasurer for proper documentation and check reimbursement will be reimbursed up to a maximum annually of \$1500.

- b. Registration: executive board members shall register early to receive the lowest possible registration rate, if member registers after lowest deadline the difference will be members responsibility and will not be reimbursed for such amount.
- c. Hotel: executive board members must share rooms with at least 2 people per room. Total of 3 rooms for 3 nights maximum will be reimbursed. If any executive board member wishes not to share a room, that expense will not be reimbursed unless only that member is available to attend conference that given year.
- d. Transportation: executive board members must make every effort to carpool into as less cars as possible, maximum of up to 3 drivers will be reimbursed for mileage according to current IRS guidelines
- e. Food: Typically the following meals will be reimbursed due to remaining being covered by conference registration fee up to the following amount breakfast \$15 per person, lunch \$25 per person, dinner \$40 per person: dinner night before registration opens, breakfast and lunch day of conference, lunch final day of conference.

10. SPECIAL BOARD MEETINGS

Special Board meetings of the Corporation may be called by the Board of Directors. Membership shall be notified of Special Board meetings. Notice of such meetings shall state the date, time, place and purpose of the meeting, and by whom called.

11. ORDER OF BUSINESS

Order of business will be decided by the Board as dictated by the needs of the corporation. Additions and/or deletions to the order of business are at the discretion of the Board of Directors. Minutes of all Board meetings will be recorded and maintained by the Board’s Secretary.

ORDER OF BUSINESS

The order of business at all meetings shall be as follows:

- A. Roll call/Introductions
- B. Reading/review of the minutes of preceding meeting
- C. Reports of committees.
- D. Reports of Officers.
- E. Old and unfinished business
- F. New business
- G. Adjournment

Additions or deletions to the order of business are at the discretion of the Board of Directors

ARTICLE V – EXECUTIVE DIRECTORS’ JOB DESCRIPTIONS

1. PRESIDENT

- a. The President must fall in the active membership category of NFMGMA, Inc. and FMGMA, Inc.
- b. Basic function: The President is part of the Board of Directors and shall be the highest-ranking office of the corporation. The President shall exercise personal leadership in the motivation of the other Board members and the membership. The President will influence the establishment of goals and objectives for the corporation during their term. They will also act as a spokesperson and leader for the corporation, working in partnership with the other Board members.

- c. Duties, Responsibilities, and Authority: The President will conduct and lead the Board meetings and general member meetings.
- d. All Board members will be under the leadership of the President.
- e. Term: The President will serve a term of one year, if not re-elected, and will automatically progress to Immediate Past President.

3. FIRST VICE PRESIDENT

- a. The 1st Vice President must be an active member of NFMGMA, Inc. and FMGMA, Inc.
- b. Basic function: The 1st Vice President is part of the Board of Directors and is the second highest-ranking officer of the corporation. The 1st Vice President shall perform the duties and exercise the powers of the Presidency of the Board in the absence, incapacity, removal, resignation or expiration of the term of the President.
 - b. Duties, Responsibilities and Authority: Performs the duties of the President when necessary as described above.
 - c. Assist President in communication of information to State Chapter.
 - d. Works closely with the President to learn the duties of the President in preparation to assume the position.
 - e. Performs duties and assumes responsibilities as requested by the President of the Board.
 - f. Term: The 1st Vice President will serve a term of one year and then automatically progress to the office of President.

5. SECOND VICE PRESIDENT

- a. The 2nd Vice President must be an active member of NFMGMA, Inc.
- b. Basic function: The 2nd Vice President is part of the Board of Directors and is the third highest-ranking office of the corporation. The 2nd Vice President shall perform the duties and exercise the powers of the 1st Vice President of the Board in the absence, incapacity, removal, resignation or expiration of the term of the 1st Vice President
- c. Duties, Responsibilities, and Authority: Performs the duties of the 1st Vice President as described above. The 2nd Vice President will be the official welcoming member of the Board and will be responsible for sending out *Welcome Letters* to all new NFMGMA members. The 2nd Vice President works closely with the 1st Vice President to learn the duties of the 1st Vice President and President in preparation to assume these positions in the future.
- d. Performs duties and assumes responsibilities as requested by the 1st Vice President of the Board.
- e. Term: The 2nd Vice President will serve a term of one year and then automatically progress to the position of 1st Vice President.

6. SECRETARY

- a. Basic function: The Secretary of the Board is part of the Board of Directors and is the fourth highest-ranking member of the Board.
- b. Duties, Responsibilities, and Authority: Take minutes of all Board meetings and upload to master drive for documentation. These minutes are recorded and presented to all Board members.
- c. Send miscellaneous correspondence to members as directed by the Board. The Secretary shall maintain and be the custodian of the Bylaws and together with the President signs all updated bylaws.
- d. Term: The Secretary will serve a term of one year. There are no limits to the number of one year terms a Secretary may serve pending approval by a simple majority vote of the Membership.

7. TREASURER

- a. Basic function: The Treasurer is part of the Board of Directors and is the fifth highest ranking member of the Board. The Treasurer will provide financial oversight for NFMGMA checking, savings accounts, and record keeping.. This includes budgeting, financial planning, financial reporting; this also includes compliance with all governmental IRS statutes and regulation to tax status with federal government.
- b. Duties, Responsibilities, and Authority:
 - i. Has custody of the corporate funds, securities, and keeps full and accurate account of receipts and disbursement in the corporate ledgers, deposits all monies and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board.
 - ii. Funds of the corporation are to be disbursed as may be ordered or authorized by the Board and proper vouchers for such disbursements preserved
 - iii. collect corporation dues
 - iv. render to the President and Board at regular meetings of the Board, or whenever they request it, and account of all transactions
 - v. Render a full financial report of the financial condition of the corporation at the annual meeting or as requested by the Board.
 - vi. ensure the corporate liability insurance is current and in effect
 - vii. perform other such duties as required by these By-Laws or assigned by the Board or President
- c. Term – The Treasurer will serve a term of one-year. There are no limits to the number of one year terms a Treasurer may serve pending approval by a simple majority vote of the Membership.

ARTICLE VI – COMMITTEES

GENERAL – Each committee may consist up to 3 members with the President appointing a Chairperson. The Committee Chairpersons will bring committee nominations to the Board for their review and approval by simple majority vote. Each Committee Chair and Committee members will serve a one-year term. There are no limits to the number of one year terms a Committee Chair or Committee member may serve pending approval by a simple majority vote of the Board of Directors.

1. MEMBERSHIP COMMITTEE:

- a. Basic function: Coordinates all activities pertaining to membership.

b. Duties, Responsibilities and Authority:

- i. Coordinates and screens all new membership applications and presents them to the Board for approval. Collects new members' dues with applications and submits to Treasurer upon Board approval.
- ii. Collects the members' annual dues and updates each member's demographic information.
- iii. Keeps the membership roster current for distribution to the Board at the monthly meetings.
- iv. Takes RSVP's for periodic member meetings and special events. Submits count to facility and coordinates with Treasurer for facility payment.
- v. Checks in attendees at periodic member meetings, collects monies due, and ensures attendees have a name tag.
- vi. Recognizes all new members at periodic member meetings.
- vii. Responsible for an annual survey (September) to determine membership satisfaction and help shape the general direction for the association based on membership needs.

2. PROGRAMS COMMITTEE:

d. Basic Function: Arranges speakers for all periodic meetings based on MGMA core body of Knowledge

e. Duties, Responsibilities, and Authority:

- i. Plan and coordinate a speaker for each periodic meeting that is related to the healthcare management field. Reports information to Public Relations Committee.
- ii. Arrange a suitable venue for periodic meetings and special events taking care of reservations.
- iii. Plans all special events in their entirety. These events could be lunch and learns, evening dinner education seminars, all day healthcare seminars, etc. Budgets, places, speakers, publicity, etc. will be some of the items delegated in the planning.
- iv. Designing future meeting announcements and making available for distribution at the periodic member meetings.
- v. Maintains and updates website on a regular basis
- vi. Designing, mailing, faxing or emailing the monthly meeting announcement at least two weeks in advance
- vii. Present programming plans for upcoming year at (November) annual planning meeting of the Board.

SPONSORSHIP COMMITTEE– Coordinates all activities related to Sponsorship including to identify relationships between practice managers and vendors with increasing membership which will benefit vendors increasing their interest and participation.

Arranges a sponsor for each periodic member meeting and appreciation event and ensures the sponsor fee is received by the Treasurer.

4. ACADEMIC OUTREACH COMMITTEE

The primary function is to develop partnerships between NFMGMA, university programs, and medical practice management professionals to introduce and prepare students for careers in medical practice management. The committee will work with the Board of Directors to identify and develop formal links between student members and medical group management professionals to provide student members information about practice management as a career and to gain real world perspectives.

f. Duties, Responsibilities, and Authority:

- i. Present in written form new issues when necessary.
- ii. Make a short verbal presentation to members on pressing issues when necessary

5. MARKETING COMMITTEE

The primary function is to develop marketing efforts including but not limited to the following.

- Website updates
- Being historian during our monthly meetings and document with pictures
- Update pictures on website and social media sites
- Create new social venues to reach more members
- Create/edit flyers/marketing material for the chapter, meetings and events
- Spread the word about MGMA as much as possible digitally and physically to attract more member

6. STATE REPRESENTATIVE

g. Basic Function: Relate information between the local chapter and state organization

h. Duties, Responsibilities, and Authority:

- i. Present in written form new legislative issues when necessary.
- ii. Make a short verbal presentation to members on pressing legislative issues when necessary

EXECUTION OF INSTRUMENTS

All corporate instruments and documents shall be signed or countersigned, executed, verified and acknowledged by such officer or other person or persons as the Board may from time to time designate.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness 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 be determined from time to time by resolution of the Board.

ARTICLE VII – CONSTRUCTION

Whenever a conflict arises between the language of the By-Laws and the Certificates of Incorporation, the Certificates of Incorporation shall govern. Any reference herein to the male gender shall also be deemed to include the female gender. Nothing in these By-Laws shall be construed in any way as contrary to, or in conflict with the By-Laws of MGMA.

ARTICLE VIII - AMENDMENTS

Except as otherwise provided herein, the Articles of Incorporation and these By-Laws may be amended at any annual meeting of the members or Directors or at any special meeting thereof if notice of the proposed amendment to be made be contained in the notice of such special meeting by the affirmative vote of a simple majority of the full Board of Directors or members, as the case may be. For the purpose of this Article, the term "amendment" shall include the repeal of a provision.

ARTICLE IX – LIABILITIES OF OFFICERS

No officer of the NFMGMA or his/her heirs or executors or administrators shall be liable to NFMGMA for any loss or damage suffered by it on account of any action or omission by him/her as such officer, unless such officer shall with respect to such action or omission be or have been guilty of misconduct or gross negligence in the performance of his/her duties as such officer. NFMGMA shall keep current an *Errors and Omissions* insurance policy to indemnify its officers from personal liability in the service of their respective positions while serving on the Board of Directors or its Committees.

NFMGMA Bylaws have been updated and approved by the NFMGMA Board Members
on _____, 2018.

President: Print Name

Date

President: Signature

Vice President: Print Name

Date

Vice President: Signature

Secretary: Print Name

Date

Secretary: Signature

Board/Chair positions Print Name

Date

Board/Chair positions Print Name