

WASHINGTON STATE MEDICAL GROUP MANAGEMENT ASSOCIATION BYLAWS

ARTICLE I – NAME

The name of this organization shall be the Washington State Medical Group Management Association (the “Association”), a nonprofit 501(c)(6) entity incorporated under the laws of the State of Washington.

ARTICLE II – PURPOSE

The purpose of the Association is to enhance healthcare delivery and administration through a broad range of group practice leadership and professional development, education, information, communication, advocacy, and network activities.

ARTICLE III – MEMBERSHIP

Active Member: Active membership in the Association shall be restricted to a) an individual who is directly employed in management or administrative support services by an entity formally recognized to provide or facilitate the provision of healthcare services; b) an individual employed by a management organization, hospital/hospital system, practice management firm or other business entity responsible for managing any operational component(s) of an entity providing healthcare services. This includes consultants who are responsible for operations of one or more practices on an ongoing basis, or c) healthcare providers/clinicians who hold an active license in the state are also considered active members.

Additional Membership Categories: The Board may, at its discretion, create or eliminate additional membership categories as it determines necessary for the proper functioning of the Association, provided that it cannot create or eliminate a membership category that has voting rights without approval in advance of the Association’s members per Article IV below.

Membership Termination: Membership in any category may be terminated as follows:

Termination Due to Conduct: The Board of Trustees may expel, suspend, or censure a member upon a reasonable showing that a member has, by act or neglect willfully violated the Bylaws or Code of Ethics of the Association, or has brought discredit on the Association or another member or members of it by act or neglect reasonably inferable to the willful. The member against who action has been taken shall have the right to appeal the decision at a meeting of the Board of Trustees provided the request is made in writing to the President or the Association within 30 days of notice being served.

Termination Due to Lack of Payment: A member who has not paid any financial indebtedness to the Association, including dues, within sixty (60) days after written notification, may be dropped from membership without giving notice.

ARTICLE IV – MEETINGS OF MEMBERS AND VOTING

Operating Year: the Operating Year shall be defined as the approximate twelve (12) months between annual meetings.

Annual Business Meeting: The annual business meeting of the Association shall be held at such place and on such dates as may be determined by the Board of Trustees. The election of Trustees and Officers shall be held at this annual meeting.

Special Meetings: Special meetings of the Association may be called by the Board of Trustees at any time or shall be called by the President upon receipt of a written request by twenty-five percent of the voting members, within thirty days after the filing of such a request with the President. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

Notice of Meetings: Written notice of any business meeting of the Association shall be emailed or mailed to the last known address of each member not less than ten (10) nor more than sixty (60) days before the date of the meeting.

Conduction of Meetings: The President, or being absent the Vice-President, or being absent, the Secretary, or being absent, the Treasurer, or being absent, the Immediate Past-President shall call a meeting of the members to order and shall act as presiding Officer thereof.

Voting: Voting on Association matters shall occur at either the annual business meeting, special meetings, or electronically as determined by the Board. Each voting member shall have one vote. In electing Trustees, each voting member shall have one vote for each Trustee to be elected. A majority vote of those voting members shall govern.

Quorum: At any in-person meeting of the members, not less than 20 voting members of the Association must be present in order to constitute a quorum for any and all purposes, including the election of Trustees and Officers. For any electronic voting, at least 20 voting members must submit a vote by the deadline specified in the request for votes to achieve quorum. If quorum is not achieved, the President shall resubmit and/or reschedule the vote until such a time when quorum is achieved. When a quorum is present, any business may be transacted which might have been transacted at any meeting had the same been held upon which the same was originally appointed or called.

ARTICLE V – BOARD OF TRUSTEES

Scope and Authority: The Association shall elect a Board of Trustees (the “Board”) to conduct its regular business. The Board shall have supervision, control and direction of the affairs of the Association, its committees and publications; shall determine its policies or changes therein; shall actively prosecute these objectives, supervise the disbursement of its funds, and shall be responsible for the interpretation of these Bylaws. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

Trustees: The Association shall elect five (5) Trustees-at-Large (collectively, the “Trustees”). Trustees must be Active members of the Association but do not require membership in the national Medical Group Management Association. Trustees must be at least twenty-one (21) years of age to qualify for election.

Trustee Election: Trustees will be elected to three Operating Year terms, with open positions elected by a simple majority vote of the voting members at each annual meeting. Two positions shall be elected per

Operating Year for two years; the fifth Trustee shall be elected in the Operating Year coinciding with the Treasurer's election.

Mid-Term Vacancies: Vacancies among the Trustees will be filled by appointment of the President and confirmed by a simple majority vote of the remaining members of the Board.

Term Limits: Trustees shall serve a maximum of two (2) consecutive terms; upon completion of the second term, a Trustee must wait at least one (1) full election cycle before eligibility renews.

Nomination of New Trustees: The President shall appoint, with the approval of the Board, a Nominating Committee, which will consist of three (3) voting members, one of whom shall be the Immediate Past President of the Association. Prior to the annual meeting, the Nominating Committee shall present a slate of Trustees for the ensuing year to be voted on at the annual membership meeting and members shall be notified of the slate in email or writing at least fifteen (15) days before the meeting. Nominations for Trustees may be made at the annual meeting from the floor, and they shall be voted upon together with the recommendations of the Nominating Committee. In the event of a tie, the Trustees shall vote with a simple majority rule.

Quorum of the Board: At any meeting of the Board, the majority of voting members of the Board shall constitute a quorum for the transaction of the business of the Association, and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present and voting.

Meetings of the Board and Voting Procedure: The Board shall meet at least annually and at any other times as the Board shall prescribe. Meetings of the Board may be called by the President at any time and place inside or outside the State of Washington. Reasonable notice of all meetings shall be given to the Trustees; however, no notice shall be necessary if all Trustees are present at the meeting or sign the minutes of each meeting.

Compensation: The Trustees and Officers of the Association shall not receive any compensation for services but may be reimbursed for out-of-pocket expenses incurred in conducting Association business provided the Trustees approve; however, the Association may elect and pay for management services deemed appropriate by the Board.

Committees: Committees may be formed as desired by the Board to conduct the Association's business more efficiently. Each committee thus formed shall have a chairperson (the "Committee Chair") appointed by the President. The Committee Chair, in turn, will appointment committee members as needed to conduct the committee's business. The Committee Chair shall report on the progress of the committee's work at each meeting of the Board. At all times, the Board shall have final authority in matters of a committee's policies, services, programs and budget.

ARTICLE VI – OFFICERS

Officers: The Association shall elect Officers in addition to Trustees. The Officers of the Association shall be a President, a Vice-President, an Immediate Past President, a Secretary and a Treasurer (collectively, the "Officers").

Duties of Officers: The Officers shall have the following duties to the Association:

President: The President shall act as the Chair of the Board and will preside over all meetings of the Association. The President may, without direction from the Trustees, designate the time and place of any Board meeting and preside at said meeting.

Vice-President: The Vice-President shall perform the duties of President during his or her absence and will assist the President in the fulfillment of his or her executive duties as requested by the President.

Immediate Past President: The Immediate Past President shall sit as an *ex officio* advisory member of the Board without voting rights, except in the sole situation where a tie-breaking vote needs to be cast to resolve a motion before the Board.

Secretary: The Secretary shall cause minutes to be taken of all Association meetings and certify said minutes upon their approval by the Board.

Treasurer: The Treasurer shall supervise the financial affairs of the Association and perform such other duties as the Board may prescribe. The Treasurer will oversee and periodically review all aspects of the organization's finances and authorize funds received by the association in a bank approved by the Board and all disbursements of funds by the Association upon the direction of the Board.

Officer Election and Succession: All Officers, apart from the Treasurer, will advance from election as Secretary to the position of Vice-President, then President, then Immediate Past President over the following three Operating Years. Election of the Secretary shall be by a simple majority vote of the voting members, such election to be conducted at the annual meeting with presentation of the slate of Officers provided in the same matter by the Nomination Committee as noted above for Trustees. The Treasurer will serve a three (3) Operating Year term and will not advance through the remaining Officer positions; election of the Treasurer will occur in a like manner and be tied to the Operating Year where a single Trustee position is open for election. All Officers must qualify as Active members of the Association during their entire term of service and the President and Vice-President must retain membership in the national Medical Group Management Association.

Officer Vacancies: Vacancies among the Officers will be filled by appointment of the President (or Vice-President, in the President's absence) and confirmed by a simple majority vote of the Board.

Signature Authority: The President and Treasurer shall be granted signature authority for all bank accounts held by the Association. The President shall sign all deeds, mortgages and contracts on behalf of the Association but shall only have the authority to bind the Association to such documents when approved in advance by the Board. The President shall have the authority to perform such duties in the management of the property and the affairs of the Association as otherwise prescribed by the Board and as are typically performed by the President of an Association.

ARTICLE VII – MISCELLANEOUS PROVISIONS

Indemnification: Every Trustee and Officer shall be indemnified by the Association to the fullest extent allowed by state law, for all expenses and liabilities, including legal fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they become involved, by reason of being, or having been, a Trustee, Officer or employee of the Association, or any settlement or judgment thereof, whether the person is a Trustee, Officer or employee at the time such expenses are incurred, except in such case wherein the Trustee, Officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of

indemnification shall be in addition to, and not exclusive of, all other rights to which the indemnified may be entitled.

Establishment of Dues: The Board of Trustees shall fix the amount, if any, of the dues to be paid by any member or any applicant for membership. Dues shall be paid annually prior to membership expiration (365 days from the last dues payment).

Amendments: These bylaws may be altered or amended at any meeting of the members where there is a quorum, whether such meeting is a regular or specially called meeting, provided notice is given in writing to all members at least ten (10) days but not more than sixty (60) days before the meeting upon which the alteration or amendment is to be voted upon, and a copy of said alteration or amendment is emailed to all members. A simple majority vote of the voting members present may pass resolution to alter or amend the bylaws. Bylaws may be amended at any regularly called meeting of the members irrespective of the notice provision above provided the amendments are adopted unanimously by the members present. Bylaws amendments may also be submitted via email to the WSMGMA listserv, which will satisfy the notice requirement provided that the vote is called for after ten (10) days; amendments submitted in this fashion shall include a closing date by which all votes must be cast.