

Illinois Medical Group Management Association Bylaws

Amended November 2013 / Adopted by Membership December 2013

Article I - Name

The name of the association shall be the Illinois Medical Group Management Association ("Association").

Article II - Statement of Purpose

The purposes of this Association are:

- A. To hold or sponsor educational programs and to aid the membership in maintaining and improving the proficiency of medical group practice administration.
- B. To serve as a forum for the organized exchange of ideas and methods and for the orderly discussion and dissemination of information bearing on the problems deemed to affect the membership in the State of Illinois.
- C. To serve as a resource to interested parties who are involved in the field of medical group practice.

Article III - Membership

Section 1: Membership Classifications. There shall be four (4) classifications of membership in the Association.

- A. **Active Member:** Any 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. An individual seeking employment in medical practice management may request active membership status.
- B. **Affiliate Member:** Any individual employed by an organization that provides services as a vendor to medical group practices, or any individual who does not meet the requirements for active membership, but who subscribes to the purposes and activities of the Association.
- C. **Student Member:** Any individual pursuing a Business, Accounting, Health Care Administration or Health Care Management degree and who is currently enrolled as a full time student at a program within the boundaries of the State of Illinois.
- D. **Life Member:** Any individual who as an active member, has participated in the activities of the Association for at least ten (10) years, and who has been elevated to this status by a vote of the Board.

Section 2: Membership Applications. Classification as Active, Affiliate, Student, and Life members in the Association shall be determined by the Association's Executive Committee. No one may be denied membership because of race, sex, gender, color, religious affiliation or sexual orientation. The Association shall maintain a membership roster, which will identify such members' classification.

Section 3: Voting and Holding Elective Office. Life, student and affiliate members shall have the same rights and privileges as active members except the right to vote and to hold elective office. Only active members shall be entitled to vote and hold elective office.

Section 4: Membership Termination.

- A. Membership shall automatically terminate upon member's failure to pay dues in full within ninety (90) days of being billed.
- B. Membership in the Association shall be forfeited for gross misconduct by the vote of the Executive Committee.

- C. Any individual who has forfeited membership in the Association for any reason may be reinstated at the discretion of the Executive Committee.

Article IV - Board of Directors

Section 1: Board Role, Size, Compensation. The Board of Directors is responsible for overall policy and direction of the Association, and may delegate duties for day-to-day operations to Association staff and committees including, but not limited to, the Executive Committee. The Board of Directors shall have up to nine and not fewer than five members. The Board of Directors receives no compensation. Reimbursement for business expenses shall be made according to Association policy.

Section 2: Meetings. The Board of Directors shall meet at least quarterly, at an agreed upon time and place. At least one of the meetings shall be held in person.

Section 3: Board of Directors Elections. The Board of Directors shall be elected by a majority vote of the active members at the annual meeting or electronically, for a term of two years. The Executive Committee will nominate a slate of directors and will present the slate to membership thirty (30) days in advance of election for the membership's consideration for election to office. Elections shall begin no later than September 1st annually.

Section 4: Officers and Duties. There shall be five officers of the Board of Directors consisting of a President, Vice-President, Secretary, Treasurer and Past-President constituting the Executive Committee. Their duties are as follows:

The President shall convene regularly scheduled Board of Directors meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-President, Past-President.

The Vice-President will chair committees on special subjects as designated by the Board of Directors.

The Secretary is responsible for the minutes at all Board of Directors meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board of Directors member, and assuring that corporate records are maintained. These tasks may be delegated to Association staff with oversight from the Secretary.

The Treasurer shall make a report at each Board of Directors meeting. The treasurer shall be responsible for keeping correct and complete financial records, shall have custody of the Association's funds, and shall disperse same as needed upon approval of the President. He/she shall assist in the preparation of the budget, and make financial information available to Board of Directors members and Association members, upon request.

Past-President shall act in the role of Vice-President if he/she cannot perform his/her duties. These include both as replacement for an unavailable President and/or chair of any special committees designated by the Board of Directors.

Section 5: Officer Elections. The Board of Directors shall elect officers annually. Officers will be elected by a majority vote of the current directors. A director must have served on the Board of Directors for a minimum of one year to be elected as an officer. To be elected President, a director must have served a minimum of one year as an officer. Officers shall serve one year terms, and are eligible for re-election. No one person may hold the office of President for more than two terms (or two years). Immediately after

serving the term of President, the outgoing President will serve as Past-President. If that person is unable to serve, the incoming President shall appoint a former President to serve as Past-President.

Section 6: Terms. Directors shall assume their duties on October 1st following the election and shall serve two year terms, and are eligible for re-election. No director shall serve more than three consecutive terms, for a maximum of six years. Directors who serve three consecutive terms are eligible for re-election to the Board of Directors after four years away from a role on the Board of Directors.

Section 7: Removal of Director. The Board of Directors may remove any director for cause by an affirmative two-thirds (2/3) vote of the Board of Directors present at any regular or special meeting. If a person no longer meets the criteria to serve as an officer or member of the Board of Directors, such person shall tender their resignation to the Board of Directors and the Board shall have the option of either accepting the resignation or requesting the person to complete his or her term of office.

Section 8: Vacancies. Any vacant office for the unexpired term thereof shall be filled by a selection of the Officers.

Section 9: Quorum. At least fifty percent of the Board of Directors members must be in attendance before business can be transacted or motions made or passed.

Section 10: Conflict of Interest. Any member of the Board of Directors who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board of Directors, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board of Directors to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

Section 11: Committees. The Board of Directors shall have the authority to create committees to carry out some or all of the duties of the Board of Directors. The Board of Directors shall determine the size and composition of such committees as well as the authority, responsibility and duties of any such committee as fully described in Article IX hereof.

Article V - Dues/Accounting

Section 1: Membership Dues. The Board of Directors, through its Executive Committee, will determine the amount of membership dues to be paid annually by each member classification.

Section 2: Dues Invoices. Dues invoices for the next calendar year shall be sent to members on or before December 1 annually.

Section 3: Accounting Year. Accounting for the Association shall be on a cash basis with a calendar (1/1-12/31) fiscal year.

Article VI - Membership and Executive Committee Meetings

Section 1: Regular Meetings. Regular meetings of the membership shall be held at least annually each calendar year at such locations and such dates and times as determined by the Board of Directors, through its Executive Committee.

- A. The Executive Committee shall be responsible for the program content at each meeting.
- B. Registration fees for such meetings may be imposed in amounts as the Executive Committee deems advisable for the circumstances.

Section 2: Executive Committee Meetings. Meetings of the Executive Committee shall be held at the discretion of the officers, but no less than four times a year. At least one of the meetings shall be held in person.

Section 3: Special Meetings. Special meetings of the membership may be held at any time at the discretion of the Executive Committee or by the written request of three active members to the Secretary. Not less than two weeks notice shall be provided and notice shall include the purpose for which the special meeting has been called.

Section 4: Robert's Rules of Order. All meetings shall be conducted in accordance with Robert's Rules of Order Revised.

Article VII - Voting

Section 1: Active Members. The term "by a vote of the active members" means a simple majority of those active members present at the meeting at the time of the vote or a simple majority of active members voting electronically.

Section 2: Executive Committee. "Approval of the Executive Committee" means agreement by at least four of the five members thereof.

Section 3: Voting Limits: Voting at regular meetings, special meetings, or Board of Directors meetings of the Association shall be limited to one vote per active member present. A proxy vote from an active member or Board of Director shall be accepted if presented by the member in writing to the presiding officer prior to the business session from which the member will be absent, unless otherwise stated in the By-Laws.

Article VIII - Expenses

Members of the Board of Directors and those members appointed to committees shall be entitled to reimbursement for reasonable expenses incurred when attending to their duties, according to Association policy. Any expenses incurred by the President shall be approved by the Vice-President, or another member of the Executive Committee.

Article IX - Board Committees

Section 1: Committee Chairs. The President or the Board of Directors shall appoint committees and their chairs as deemed advisable from time to time to carry on the work of the Association.

Section 2: Executive Committee. The five officers of the Board of Directors shall serve as the members of the Executive Committee. The Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors, except for the power to amend the Articles of Incorporation and Bylaws,

Section 3: Finance Committee. The Treasurer of the Board of Directors is chair of the Finance Committee, and may appoint members thereto. The Finance Committee is responsible for developing and reviewing fiscal procedures and annual budget with Association staff and other Board members. The Board of Directors must approve the budget, and all expenditures must be within the budget. Any substantive change in the budget must be approved by the Board of Directors. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

Section 4: Membership Committee. The Membership Chair is responsible to work with the Association's Executive Director and Executive Committee on programs that support the growth and retention of membership for the organization.

Section 5: ACMPE Forum Representative. The ACMPE Forum Representative shall encourage members to earn professional development and certification through the ACMPE according to the job description outlined by the national MGMA.

Section 6: Legislative Liaison. The legislative liaison shall inform members of legislative activities affecting medical practices in the state of Illinois and encourage participation among members in such activities.

Section 7: Vendor Committee. The vendor committee serves as an advisory committee to the Board of Directors to strengthen the relationship of vendors that support the Association.

Article X - Dissolution

Any action to dissolve the Association must be approved by a two-thirds (2/3) vote of eligible Voting Members of the Association present at a meeting called to specifically consider such action, for which a written notice has been issued to all Members eligible to vote in accordance with the provisions of these bylaws. Proxy voting for dissolution is not accepted. In the event of the dissolution of the Association, any property remaining after the payment for dissolution of debts and liabilities for the Association shall be transferred to a corporation, fund or foundation organized and operated exclusively for charitable, scientific or educational purposes as defined in Section 501(c)3 of the Internal Revenue Code as amended. Selection of such organization shall be subject to the approval of a majority of the active members of the Association.

Article XI - Investments

The Association shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make, or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Association if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Article XII - Indemnification

The Board of Directors and the Executive Director of the Association shall be indemnified by the Association to the fullest extent allowed by State law against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceedings to which they may be made a party, or in which they become involved, by reason of being or having been director, officer or employee of the Association, or any settlement or judgment thereof, whether the person is a director, officer, or employee at the time such expenses are incurred, except in such case wherein the director, officer or employee is judged 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.

The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out

of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this section.

Article XIII - Amendments

These bylaws may be altered, amended or repealed in whole or in part by an affirmative vote of the active members of this Association present and voting at the regular meeting at which the amendment(s) is presented or by electronic voting. Changes to the bylaws must be submitted to the membership in writing at least thirty (30) days in advance of any vote thereon.

Amended November 1, 2013 / Approved by Membership December 20, 2013