



## BYLAWS

OF

# IOWA MEDICAL GROUP MANAGEMENT ASSOCIATION

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### ARTICLE I NAME

The name of this organization shall be "Iowa Medical Group Management Association" (IMGMA). Iowa MGMA is affiliated with the National MGMA.

### ARTICLE II PURPOSE

We will assist members to develop effective and efficient practices, thus enhancing the provision of quality health care service within Iowa.

The purpose of the Association shall be:

- To promote the professional growth, development, and visibility of medical group managers
- To provide a variety of targeted educational opportunities to members of the Association
- To provide opportunities for members to share and disseminate information of mutual interest
- To maintain an active liaison with other key public and private organizations that affect the management, funding and delivery of quality health care services.

### ARTICLE III MEMBERSHIP

With the exception of life and affiliated members, membership in IMGMA shall be limited to persons who are serving in or striving to serve in an administrative capacity within a formally organized and legally recognized medical practice.

#### SECTION A. MEMBERS

There shall be six (6) classifications of membership.

1. **ACTIVE MEMBER:** Any member who is employed by an entity providing or facilitating the provision of, health care delivery in a medical practice. The individual must be employed by a medical practice with at least one full time licensed physician.

An active member is entitled to vote, hold office, or serve on any committee.

2. **ALLIED MEMBER:** An allied member is an individual who is serving in an administrative capacity within a formally organized and legally recognized allied health practice. The term “allied health” provider shall be limited to practice of licensed social work, doctors of podiatry, physical therapy, optometry, psychology, massage therapy, or midlevel providers.

An allied member cannot vote, hold an office, or be chair of a committee or subcommittee, but may serve on committees.

3. **AFFILIATE MEMBER:** An affiliate member is an individual who does not qualify as an active or allied member but who supplies products or services to IMGMA members.

An affiliate member cannot vote, hold an office or be committee or subcommittee chairs, but may serve on committees.

4. **STUDENT MEMBER:** The student member is an individual who is actively working on a degree in healthcare administration, business administration, or related field or is post-graduation by no more than twelve (12) months. The student must not qualify in any other category of membership.

A student member cannot vote, hold an office, or be chair of a committee or subcommittee, but may serve on committees.

5. **INACTIVE MEMBER:** An inactive member is any member in good standing who is no longer active in medical group practice management but who wishes to maintain contact with the Association. An individual can be an inactive member for the balance of the current year plus one calendar year.

For the first six months after becoming inactive, that individual can continue to vote, hold office, or be chair of a committee, and may serve on committees. Following this six month period, an inactive member may only continue to serve on committees.

6. **LIFE MEMBER:** A life member is an IMGMA member who permanently retires or becomes disassociated from active medical group practice management and who has been an active or associated member for at least fifteen (15) years. Life members shall pay no dues or have no vote within the IMGMA, but shall be considered a guest in regard to the educational component of the registration fees of IMGMA at all state functions. A life member shall be responsible for payment of any social event fees applicable during attendance at IMGMA functions/meetings.

7. **FACULTY MEMBER:** A faculty member is an individual who is actively teaching business or healthcare administration in an accredited college or university. The faculty member must not qualify in any other category of membership. A faculty member cannot vote, hold an office, or be a chair of a committee or subcommittee, but may serve on committees.

## **SECTION B. TERMINATION or FORFEITURE OF MEMBERSHIP**

Membership in the Association shall be terminated for any of the following reasons:

1. Gross misconduct, if such a finding is made by the Board of Directors of the Association and the voting Directors so indicated by two-thirds (2/3) vote of the Directors present and voting; provided, however, that such finding is made after such member has been afforded an opportunity for a hearing according to rules prescribed by the Board of Directors.

2. Termination of membership shall be pursuant to a fair and reasonable procedure in accordance with the Revised Iowa Nonprofit Corporation Act.

Membership in the Association shall be forfeited for any of the following reasons:

1. Failure to pay renewal dues within 60 days from the individual's renewal date. Membership would be reinstated upon payment in full of renewal dues.

### **SECTION C. MEETINGS OF MEMBERS**

1. The annual business meeting of the membership of the Association shall be held in conjunction with the IMGMA fall educational conference. Notice of the meeting shall be made at least 10 days prior to the meeting by first class or registered mail or electronically transmitted to the member to the last known address of such member. All active members shall be entitled to vote. No proxy voting will be allowed. At the Annual Meeting all of the following shall occur:
  - a) The President and any delegated officers shall report on the activities and the financial condition of the association.
  - b) Members shall consider and vote on matters as outlined in the bylaws. Ten percent (10%) of the votes entitled to be cast must be represented at the meeting to constitute a quorum.
2. Special Meetings of the association shall be called by the President upon the written request of not less than 50 voting members. Notice of the meeting shall be made at least 10 days prior to the meeting by first class or registered mail or electronically transmitted to the member to the last known address of such member.

### **SECTION D. MEMBERSHIP DUES**

1. The Board of Directors shall have the authority to fix the amount of membership dues to be paid annually for all membership categories.
2. The Board of Directors shall have the authority to fix the amount of any additional fee to be paid on application for membership at an amount to be determined by the Board of Directors.
3. The Executive Director, or designee shall furnish a statement of annual dues to each member of the Association each year. Such statements shall list the annual dues payment as determined by the Board of Directors as authorized in paragraph 1 of this Section. Initial renewal statements will be electronically mailed to active members and will be due upon receipt. Statements will be mailed via U.S. Postal Service to members that do not have electronic mail accounts. Renewals are delinquent if not paid within thirty (30) days of date of statement. If dues for renewal are not received within sixty (60) days from the initial date the statement is sent, the member will be dropped from the active membership roster. Membership will be reinstated upon payment of dues.

## **ARTICLE IV DIRECTORS**

### **SECTION A. BOARD OF DIRECTORS**

#### **1. How Constituted**

- a) The business and affairs of the association shall be managed and conducted by a Board of Directors composed of twelve Directors; consisting of nine (9) Directors, the Immediate Past President, the President and the President-elect.

- b) In addition to the twelve Directors, if the IMGMA member that is the college forum representative to the American College of Medical Practice Executives (ACMPE) is not already a board member they will serve as an ex-officio Director of the IMGMA Board of Directors. Ex-officio members do not have voting rights.
- c) Each member of the Board of Directors shall take office at the annual meeting.
- d) Board members may serve two consecutive three year terms. Board members who have served on the board, and completed two terms in good standing, may be eligible to be re-elected to the board after one term (3 years) recess from the board.
- e) If an office of an elected director shall become vacant between Annual Meetings, such office may be filled temporarily by the Board. The new director shall be presented at the next Annual Meeting, for election for the remainder of the unexpired term.

## **2. Election of Directors**

At the annual business meeting of the membership, members present will receive the report of the nominating committee. Upon conclusion of the nominating report to the membership, a motion to accept the slate of officers shall then be requested from the president followed with a vote of the membership to accept the slate of officers.

## **3. Meetings of Directors**

At a minimum, the Board of Directors shall hold semiannual meetings; when possible, these meetings shall be in conjunction with the conference(s) of the Association. Special meetings of the board may be called at any time by the President or by a majority of the voting members of such Board of Directors. A majority of the voting members of such Board of Directors shall constitute a quorum for the purpose of conducting the business of the Association at any regular or special meeting of the Board of Directors.

Action by the board may be taken without a meeting, by electronic means if each director consents to the action.

Absence from more than two (2) consecutive meetings of the Board shall be considered a resignation unless excused by the President.

## **4. Duties of Directors**

- a) The Board of Directors shall have general management, control, direction, and possession of and control over all business affairs of the Association, its properties and its funds and shall have and enjoy all the powers necessary, essential, or incidental to the carrying out of the purposes for which the Association exists. These powers shall include, but are not limited to, the right to enter into any contract or to execute and deliver any instrument in the name of and on behalf of such Association. All checks, drafts, or other orders for the payment of money shall be signed by such officer or officers, or such individuals representing the Association as the Board of Directors may determine from time to time. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may designate and shall be invested in such securities as the Board of Directors may designate and shall be invested in such securities or in such manner as may be authorized by the Board of Directors from time to time.

- b) The Board of Directors shall have the responsibility for the selection and employment of an individual or firm who shall administer the executive office of the Association under the direction of the President and the Board of Directors. Such Administrator (Executive Director) shall have such powers and perform such duties as may be assigned or delegated by the Board of Directors from time to time including, but not limited to, the discharge of a portion of the duties and responsibilities of the secretary/treasurer. The Executive Director shall be directly responsible to the Board of Directors for the discharge of duties of office. The amount of compensation for carrying out the duties and responsibilities for this office shall be approved by the Board of Directors.

## **ARTICLE V OFFICERS**

### **SECTION A. DESCRIPTION**

The officers of the Association shall be the President, President-elect, secretary, treasurer, and Immediate Past President. The officers shall constitute the executive committee.

### **SECTION B. ELECTION AND TERM OF OFFICE**

The following officers shall be elected from the Board of Directors at the Annual Meeting by a majority of the voting members present and voting:

1. A President-Elect, who shall serve until the next Annual Meeting and then assume the office of President.
2. A treasurer who shall serve until the next Annual Meeting.
3. A secretary who shall serve until the next Annual Meeting.

If any office of an officer shall become vacant, the office may be filled by the Board of Directors for the remainder of the term.

Absent a finding of malfeasance or misconduct by the Board of Directors, the President-elect shall assume the office of President upon completion of the current President's term or in the event of his or her resignation or removal and the President shall assume the office of Immediate Past President.

### **SECTION C. DUTIES**

1. The President shall preside at meetings of the general membership of the Association and shall serve as Chairman of the Board of Directors. He or she shall set the rules of conduct of the meeting. He or she shall be empowered to sign, along with the secretary, treasurer, Executive Director or any other officer designated by the Board of Directors; any debts, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed and in general shall perform all duties incident to the office of President.
2. The president-elect shall, in the absence of the President or in the event of his or her inability or refusal to act, perform the duties of President. The President-elect shall serve as Chair of the Bylaws Review Committee.
3. The secretary shall cause to be kept the minutes of the meetings of the Board of Directors and of the general membership in an electronic format accessible to the board of directors in accordance with the retention policies. He or she shall perform all duties incidental to the office of the secretary.
4. The treasurer shall review the activities of the Executive Director regarding funds and securities of the Association, receipts for monies due and payable to the Association in such banks, trusts, companies, securities, and depositories as may be selected by the Board of Directors, and in general perform all the duties incidental to the office.

5. The Immediate Past President shall serve as Chair of the Nominating Committee and perform such duties and have such powers as may be assigned or delegated to him or her by the Board of Directors.

## **SECTION D. SALARIES AND EXPENSES**

Officers and committee members as such shall not receive any stated salaries for services provided to the Association; provided, however, that nothing herein shall preclude any officer from serving the Association in any other capacity and receiving compensation for services actually rendered. Officers and committee members shall be reimbursed for their necessary expenses while serving the Association in a capacity requiring them to be in attendance at meetings and events away from their normal places of business and habitat. Reimbursement shall be limited to such sums as may be authorized by the Board of Directors from time to time.

## **ARTICLE VI COMMITTEES**

### **SECTION A. DESCRIPTION**

The committees are to assist in carrying out the purpose of the Association. The executive committee, bylaws committee, and nominating committees shall be considered standing committees of the board. There shall be five organizational committees: Finance, Legislative, Insurance/Reimbursement, Membership, and Professional Development.

### **SECTION B. COMPOSITION OF COMMITTEES**

#### **1. Board Standing Committees**

- a) Executive: The Executive Committee shall consist of all officers of IMGMA (President, President-elect, secretary, treasurer, and Immediate Past President), with any three (3) of the officers present constituting an operating Executive Committee. This committee shall be responsible to act on behalf of the Board when in the judgment of the committee; necessity requires action, subject to any limitations imposed by the Board.
- b) Nominating: The Nominating Committee shall be appointed annually with the Chair being the Immediate Past President. The Committee shall be composed of at least five members and shall include the current Board President and at least one but not more than three Past Presidents, with the remaining committee members being Active Members at Large. No Active Member at Large is eligible to serve for more than two consecutive years.

The report of the Nominating Committee shall be submitted with the notice for the Annual Meeting. The report shall include nominations for the following offices:

- i) President-elect.
  - ii) Secretary
  - iii) Treasurer
  - iv) Director positions
  - v) Brief biographical material on each nominee.
- c) Bylaws Committee: The Bylaws Committee, chaired by the President-elect, shall meet as often as needed.

## 2. Organizational Committees

Committees are to be composed of a minimum of five (5) members of the Association, including a least one member of the Board of Directors. The Chairperson of each Committee shall be appointed or reappointed by the President each year. Committee chairs should serve a maximum of three years unless waived by the Board. The chairperson of the committees shall appoint or reappoint committee members each year. The criteria for appointment to committees by the chairpersons and nominations by the Nominating Committee shall be as follows:

- ✓ Members of the Association,
- ✓ Volunteers, as stated above, and
- ✓ Equal or near as equal representation as possible by clinic size, geographic region and type.

Committees will be required to carry over at least one (1) member from the previous year's committee for continuity. Any disputes or conflicts within the committee are to be resolved by the appointed committee chairman, officers and/or with ultimate unresolved differences to be decided by the Board of Directors. The following describes the functions and goals of each committee:

- a) **Legislative:** The Legislative Committee shall monitor and influence state and federal legislation which may impact the practice of medicine in Iowa and subsequently the members of IMGMA. It shall, according to policy approved by the IMGMA Board, recommend adoption to the Board specific policy provisions on particular legislative bills which do not conflict with the mission of IMGMA and promote action on these policies. The members of the IMGMA may approve specific policy provisions during any meeting of the membership.
- b) **Membership Committee:** The Membership Committee shall work to increase the visibility and position of the Association as the leader in health care management and promote the Association. The committee will recruit new members to the Association that satisfy IMGMA's criteria for membership as stated in Article III, Section A. The Membership Committee shall develop and maintain formal and informal channels of communication to the members of IMGMA. In conjunction with the Executive Director, the committee will collect and disseminate information in an accurate and timely manner about the direction, development, and activity of IMGMA. The committee will also collect and disseminate information regarding regulatory, legislative, economic, and demographic developments pertinent to IMGMA. The committee shall monitor member needs for membership, marketing, and communication issues and make recommendations to the Board of Directors.
- c) **Professional Development Committee:** The Professional Development Committee: shall promote professional development and educational opportunities pertaining to the field for the members of IMGMA by coordinating activities and programs and by providing quality speakers at the conference(s). The Professional Development Committee shall provide opportunities for members to share and disseminate information of mutual interest. In conjunction with the Executive Director, the committee shall be responsible for securing continuing education credits for educational programs, where possible.
- d) **Payer Relations:** The Payer Relations Committee shall provide liaison and appropriate advocacy action as approved by the Board with the third-party payers, and other entities whose policies or operations may have a financial impact on the delivery of health care by medical practices. The committee shall monitor member needs for information and education on reimbursement issues and make recommendations to the Board of Directors.
- e) **Finance Committee:** The finance committee shall provide oversight of the finances of the organization. The finance committee would conduct or initiate periodic reviews by a 3<sup>rd</sup> party to validate IMGMA financial processes and standings.

## **SECTION E. OTHER COMMITTEES**

The Board of Directors or officers shall appoint such other committees as it deems advisable from time to time to carry on the functional, maintenance, and developmental (through the use of "ad hoc" committees) work of the Association. Committees shall consist of one (1) or more active individual members in good standing. Their duties and powers shall be defined by the Board of Directors or officers and shall be consistent with the Articles of Incorporation and Bylaws of the Association.

## **ARTICLE VII AMENDMENTS TO THE BYLAWS**

These Bylaws may be amended by a majority vote of the Board of Directors and of the Active Members present at a regular meeting of the Association or at a special meeting called for the purpose at which a quorum is present. Any proposed amendments to the Bylaws shall be published at least ten (10) days prior to the regular annual meeting, or a special meeting.

## **ARTICLE VIII INDEMNIFICATION**

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he/she 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 Association, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by that individual in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe that his/her conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

If a director, officer, employee, or agent of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to above, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by that individual in connection therewith.

Any indemnification (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that the indemnification of such person is proper because that individual has met the applicable standard of conduct set forth above; such determination shall be made (1) by the Board by a majority vote of a quorum consisting of directors not parties to such action, suit or proceedings or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the members.

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in this Article upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified as authorized herein.

The indemnification provided herein shall not be exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Board shall have power to purchase and maintain insurance on behalf of any person who is or was serving on behalf of or at the request of the Association 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 hereof.

Adopted: September 2007

Revised: September 2017