

**BYLAWS
OF SOUTH FLORIDA CHAPTER
MEDICAL GROUP MANAGEMENT ASSOCIATION**

ARTICLE I

NAME

SECTION 1. The name of this organization shall be South Florida MGMA, Inc. (hereinafter "Association"), a nonprofit corporation, incorporated under the laws of the State of Florida.

SECTION 2. Offices of the Association shall be located at P.O. Box 741287 Boynton Beach, FL 33436 and/or in such other localities as may be determined by the Board of Directors.

ARTICLE II

PURPOSE

The purpose of this Association shall be to advance the profession of medical group practice management, the industry of ambulatory health care delivery carried on through various forms of medical group practice, to promote education, to provide a resource to all members, and to cooperate with other related health organizations to improve health delivery to the general public.

ARTICLE III

MEMBERSHIP

SECTION 1. Membership shall be available in the following categories:

Individual: An Individual member performs managerial duties involving multiple areas; or performs administrative tasks involving a single area; or provides patient care and also performs significant managerial or administrative tasks.

Associate: An Associate member is a person working for medical practice of fewer than three (3) physicians.

Allied: An Allied member is a person who is not eligible to be an Individual member, an Associate member or who resides outside the United States. An Allied member is a student, faculty member or a representative of a non-group practice organization who is otherwise involved in health care through professional societies and emerging health care systems.

Affiliate: An affiliate is an individual or company who provides services or resources to medical group practices.

- a) Affiliates shall not comprise greater than 20% of the total active membership of the association.
- b) All applications for membership by affiliates shall be presented to the Board of Directors comprised of no less than three. After majority approval by the Board of Directors an applicant shall be accepted to the membership.
- c) Affiliates shall be responsible for referring a minimum of three (3) new members to the association or sponsor one event at \$500.00 for each year that the affiliate is a member of the association.
- d) All affiliates shall be required to adhere to a professional demeanor and conduct. Should it be perceived by any member that the affiliate or their representative has acted disrespectfully, unprofessionally or in a harassing manner, a grievance may be filed with the Board of Directors. The Board of Directors comprised of no less than (3) Directors shall hear such grievance and decide whether conduct was below standards of professional conduct. Penalties for such unprofessional behavior shall include, but not be limited to, termination of membership, reprimand or warning.

- e) Affiliates shall be allowed to participate on the Board of the Association as Directors once the membership fee has been paid and the affiliate accepted into the Association.

Distinguished: A Distinguished member is an Individual member, Associate member, affiliate, or Allied member who has demonstrated outstanding service and commitment to the Association and to the medical group management profession while a member. The Board of Directors may institute procedures necessary to select and honor Distinguished members.

Life: Any person who has been an individual member for a total of ten (10) years and who is no longer associated with the health care field in an administrative, consultative, service or sales capacity is eligible for life membership. A Life member is entitled to Association membership services, as determined by the Board of Directors, and may vote and serve on committees.

SECTION 2. Application

All applications for membership, along with the appropriate fee, shall be presented to the Board of Directors or to the membership committee composed of not less than three (3) Directors. After majority approval by the Board of Directors or the membership committee, an applicant shall be accepted to membership. All members shall be notified when their membership or renewals are processed.

SECTION 3. Membership Duration

The membership year shall be on an anniversary date basis. Dues shall be payable on the anniversary date the member joined the association. When a member is in default of dues for a period of three (3) months from the due date of his or her dues, the Board of Directors may terminate his or her membership.

ARTICLE IV

ORGANIZATION STRUCTURE

SECTION 1. Organization: To achieve the objectives of the Association, the Board of directors may at its discretion establish organizational units such as committees, boards, councils or divisions to serve special interests of the Association. At a minimum it will include Membership, Symposium, Events and Education, Marketing & Communications, and Sponsorship units. Each unit will have a Chair that will sit on the Board of Directors. As Chair he (she) shall exercise authority over policies, members, services, programs, and budgets of the unit, unless otherwise stated in these Bylaws. The unit will also have a Chair Elect, that will not be granted a board vote but can participate at board activities.

SECTION 2. Medical Group Management Association. The Association shall be affiliated with Florida Medical Group Management Association ("State MGMA") by entering into an affiliation agreement with Florida and National MGMA, which agreement may be amended from time to time upon approval of the Association Board of Directors. See Appendix 1.

SECTION 3. Related Organizations: In order to further the objectives of the Association, the Board of Directors may establish relationships with other associations of similar purpose that are formed on a local, regional (sub-state or multi-state), or state basis. The Board of Directors shall establish such terms and conditions for relating to recognized societies and groups as it considers desirable. The Association shall consult with State and National MGMA if such organizations desire affiliation with State and National MGMA. In the event any existing metropolitan or other organization that is affiliated with National MGMA wishes to expand or change its jurisdiction, the Association shall consult with State or National MGMA on the advisability of such expansion or change.

ARTICLE V

DUES

SECTION 1. Establishment of Dues: Dues and admission fees, if any, for all classes of membership shall be established by the Board of Directors.

SECTION 2. Delinquency and Cancellation: Any member of the Association who shall be delinquent in dues for a period of sixty days from the time dues become due shall be notified of such delinquency and suspended from further membership. If payment of dues is not made within the next succeeding thirty days, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such suspension, at the request of the member, is waived by affirmative action of the Board of Directors.

ARTICLE VI

MEETINGS OF MEMBERS AND VOTING

SECTION 1. 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 Directors.

SECTION 2. Special Meetings: Special meetings of the Association may be called by the Board of Directors at any time, or shall be called by the Board Chair 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.

SECTION 3. Notice of Meetings: Written notice of any business meeting of the Association at which official Association business to the last known address of

each member not less than ten nor more than forty days before the date of the meeting.

SECTION 4. Voting: At all business meetings of the Association, each Individual, Associate, Allied and Life Member ("voting members") shall have one vote, and may take part and vote in person only. Unless otherwise specifically provided by these Bylaws, a majority vote of those voting members present and voting shall govern.

SECTION 5. Quorum of Members: At an annual business or special meetings of Members, a quorum shall consist of all voting members in attendance. All actions taken by such voting members shall be implemented by the Board of Directors.

ARTICLE VII

OFFICERS

The officers of the Association shall be President, President-Elect, Secretary, and Treasurer. All officers shall be elected by the voting members of the Association for a period of one year or until their successor will be elected or qualified. Terms of office will begin and end on the following dates: January 1st — December 31st. All officers must be members of the Association and must satisfy the following criteria: The President and President-Elect are required to be a member of the Association. The President of the Association is also required to be a member of the National level of the MGMA. Officers will work in the field of medical practice management, with the exception of one officer, who can be affiliated with a health care institution outside of medical practice management.

ARTICLE VIII

DUTIES OF OFFICERS

SECTION 1. President: The President shall be the chief officer and will preside at all meetings of the Association. The President will communicate to the

membership all matter affecting the Association between meetings and will perform such other duties as are necessarily incident to the office.

SECTION 2. President Elect: The President Elect shall perform all duties of the 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 or as assigned or delegated from time to time by the Board.

SECTION 3. . Secretary: The Secretary duties are as follows:

- a) To give notice of all meetings of the Association and to make provision for the keeping of a record of all proceedings.
- b) To conduct correspondence at the direction of the President.

SECTION 4. Treasurer: The Treasurer's duties are as follows:

- a) To send out notice of dues payable, collecting same and depositing in a bank approved by the Board of Directors.
- b) To make disbursements upon the direction of the Board of Directors.
- c) Keep all current financial statements of the Association

ARTICLE IX

BOARD OF DIRECTORS

SECTION 1. Authority and Responsibility: The governing body of this Association shall be the Board of Directors. The Board of Directors 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 President shall serve as the Board Chair. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

SECTION 2. Composition: Directors shall consist of the officers of the Association; Chairs of a committee board, council or division, the Immediate Past

President(s) of the Association, a Treasurer Elect, and one director at-large elected from the Association membership.

SECTION 3. Term of Office and Manner of Election: Directors shall serve for a term of one year or until they have been re-elected or their successors have been elected and assume office. The Immediate Past President shall serve a two year term.

SECTION 4. Nominations: The Nominating Committee, acting in accordance with Article X, Section I, shall present one nominee for each seat on the Board which is vacant or is about to expire.

SECTION 5. Quorum of the Board: At any meeting of the Board of Directors, a majority of the 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.

SECTION 6. Attendance and Participation: All board members are expected to attend regularly scheduled meetings and events. More than 4 unexcused absences by any member during a 12 month period may result in removal of the member by the Board. A member's absence is unexcused if the members fails to notify the President or Secretary of the Board in advance of a meeting that the member will not attend the meeting for good reason.

SECTION 7. Meetings of the Board and Voting Procedure: A regular meeting of the Board of Directors shall be held no less than two times each administrative year at such time and such place as the Board may prescribe. Notice of all such meetings shall be given to the Directors not less than thirty days before the meeting is held. Special meetings of the Board may be called by the Chairman of the Board or at the request of four Directors, by notice mailed delivered, or telefaxed to each member of the Board of Directors, not less than seventy-two hours before the

meeting is held. Special meetings may be held by telephone conference call and votes may be cast during such conference. Directors may also submit their votes by telefax message pursuant to procedures adopted by the Board. Voting rights of a Director shall not be delegated to another nor exercised by proxy.

SECTION 8. Vacancies and Removal: Any vacancy occurring on the Board of Directors between annual meetings shall be filled by the Board of Directors upon recommendation of the Nominating Committee. A Director so elected to fill a vacancy shall serve the unexpired term of his or her predecessor. The Board of Directors may remove any Director for cause by an affirmative two-thirds vote of the Board present at any regular or special meeting.

SECTION 9. Compensation: Directors and elected officers shall not receive any compensation for their services. The board president is required to be a member of the national MGMA. The association will pay dues for this requirement.

SECTION 10. Indemnification: Every director and officer 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 proceeding to which they may be made a party, or in which they become involved, by reason of being or having been a 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 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.

ARTICLE X SPECIAL AND STANDING COMMITTEES

SECTION 1. Nominating Committee: The Board Chair shall appoint, with the approval of the Board of Directors, a Nominating Committee which will consist of three voting members, one of whom shall be the Immediate Past President of the Association. At least one member of the Nominating Committee shall be reappointed to the following year's Nominating Committee to insure continuity. The Nominating Committee shall nominate a candidate to the Board whenever a vacancy occurs in the Board, with said candidate to be elected by a majority vote of the remaining members of the Board. The Nominating Committee shall nominate a candidate for each position of elected officers for the ensuing year and for the new Board of Directors and shall notify, in writing, the membership of its choice not less than sixty days before the annual business meeting. No member of the Nominating Committee is eligible to be nominated for any position. Thirty days shall be allowed for nominations from the membership. Except for the office of Board Chair, which is automatically filled in accordance with Article X, Section 1 of these Bylaws, any member nominated by petition of any of the voting membership shall be placed on the ballot. The ballot shall indicate those nominees recommended by the Nominating Committee and those recommended by petition. The Nominating Committee will conduct an election at the annual business meeting in which each voting member will have one vote to cast for each officer position and each directorship position to be elected. Candidates receiving the highest number of votes for each office shall be declared elected. Results of the election shall be announced no later than the conclusion of the business meeting. Members may not raise any matter for vote at an annual business meeting unless they have given specifics of the proposal to the Board Chair no less than thirty days prior to the meeting.

SECTION 2. Creation and Dissolution of Committees: The Board Chair shall monitor actions of the committees, boards, councils and divisions of the

Association and shall recommend to the Board of Directors on a regular basis, and subject to their approval, the creation, dissolution and consolidation of these bodies which would also result in the addition (or elimination) of a member to the Board of Directors.

SECTION 3. Other Appointments: The Board of Directors shall appoint Association members to work with State and the Association and other related health care organizations as appropriate.

ARTICLE XI

MISCELLANEOUS

SECTION 1. Fiscal Year: The fiscal year of the Association shall end on the 31st day of December of each year.

SECTION 2. Accounting: The accounts of the Association shall be compiled not less than annually by a Certified Public Accountant who shall be recommended by the President with the approval of the Board of Directors who shall provide a report to the Board.

SECTION 3. Vacancies. If a person no longer meets the criteria to serve as an officer or member of the Board of Directors of the Association, 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 their term of office.

SECTION 4. Assets:

- a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Statement of Purpose hereof. The property of this corporation is irrevocably dedicated to

the advance the profession of medical group practice management, the industry of ambulatory health care delivery carried on through various forms of medical group practice, to promote education, to provide a resource to all members, and to cooperate with other related health organizations to improve health delivery to the general public and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

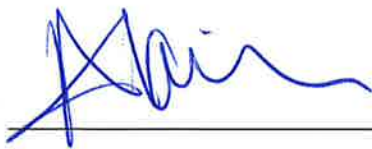
- b) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XII
AMENDMENTS

Amendments to the Bylaws may be made by a two-thirds vote of the Board of Directors. Notice of any amendments shall be given to the membership in the Association newsletter or via email notification.

As approved by the Board of Directors on January 1, 2015.

By: _____



Alain Fernandez, President