MEMGMA BY-LAWS

# ARTICLE I NAME

Section 1. Name

The name of this organization shall be the MEMGMA.

Section 2. Corporate Status

The MEMGMA is organized and formed as a professional association and business league within the meaning of Section 501(c) (6) of the Internal Revenue Code of 1986, as amended (“the Code”) to advance the profession of medical practice management, the industry of ambulatory health care delivery carried on through various forms of medical practice and to cooperate with other allied health organizations to improve healthcare delivery to the general public.

Section 3. Fiscal Year

The fiscal year of the MEMGMA shall begin on July 1 and shall conclude on June 30.

# ARTICLE II AFFILIATIONS

MEMGMA shall be affiliated with the Medical Group Management Association (hereinafter referred to as the “National MGMA”) by entering into an affiliation agreement with National MGMA. Upon approval by the Board of Directors (“Board”), a letter of affiliation shall be signed by the President of the MEMGMA.

# ARTICLE III PURPOSE

The purpose of the MEMGMA shall be to provide a forum for the exchange of ideas among business professionals and managers engaged in the business affairs of medical practice organizations and to serve as a mechanism whereby solutions to the problems of medical practice management may be developed through group effort and group concerted action. It shall also serve as a mechanism for increased awareness through education and the development of management information relating to medical practices.

Section 1. Categories of Members

# ARTICLE IV MEMBERSHIP

All individuals must be eligible to participate in one of the following categories of membership:

1. **Active Membership:** An Individual who is directly employed in management or administrative support services by an entity formally organized to provide or facilitate the provision of healthcare services. 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 operation of one or more practices on an ongoing basis. Healthcare providers/clinicians who hold an active license in the state are also considered active members. An Active Member is entitled to all MEMGMA services, including the right to vote on all matters presented to the members and to serve on the Board of Directors of the MEMGMA.
2. **Affiliate Membership:** An Affiliate Member is defined as a person who provides goods and/or services that enhance the Active Member’s ability to meet the health needs of his or her community, such as a vendor. An Affiliate Member is entitled to all MEMGMA services, including the right to vote on all matters presented to the members and to serve on the Board of Directors of the MEMGMA.
3. **Student Membership:** An individual who is pursuing a healthcare or business-related degree at an accredited institution of higher learning and does not qualify for any other member category. A Student Member is entitled to MEMGMA Membership Services, as determined by the Board of Directors, but shall not have the right to vote and is not eligible to serve on the Board of Directors of the MEMGMA.
4. **Distinguished Membership:** Any individual who has demonstrated outstanding service and commitment to the medical group management profession may be designated by the Board of Directors of the MEMGMA as a Distinguished Member. A Distinguished Member is entitled to MEMGMA Membership Services, as determined by the Board of Directors, including the right to vote, is not eligible to serve on the Board of Directors, but may serve as an advisory member to the Board of Directors of the MEMGMA at the invitation of the Board. A Distinguished Member shall be eligible for lifetime paid membership.

Section 2. Forfeiture of Membership

Upon a vote of three-fourths (3/4) of the voting members of the MEMGMA, a member may be expelled from the MEMGMA for any of the following reasons:

1. Violation of the Code of Ethics set forth in these by-laws.
2. Violation of any other provision of these by-laws or other rules and regulations of the MEMGMA that may be adopted from time to time.

Failure to pay annual dues or other assessments of the MEMGMA will automatically result in forfeiture of membership.

Section 3. Application for Membership

Each person desiring to become a member of the MEMGMA shall submit an application in the form prescribed by the Board of Directors. The Board of Directors shall have the right to accept or reject any application. However, no applicant shall be denied on the basis of race, color, religion, national origin, age, sex, sexual orientation or management philosophy.

Section 4. Code of Ethics

In accordance with the MEMGMA’s mission statement, the following Code of Ethics applies to all members of the MEMGMA:

1. Members shall conduct themselves in a professional manner, maintaining a high standard of professional integrity and ethics.
2. Members shall not misuse information disseminated in MEMGMA meetings, seminars, workshops, publications, web sites, or other MEMGMA functions. Misuse of information

includes representing MEMGMA information to other persons as having been authored by or originated from any person or organization other than the MEMGMA or National MGMA.

1. Members who also sell products or services shall not utilize information obtained at MEMGMA functions, such as meetings, workshops, or seminars for their personal financial gain, including solicitation of such products or services at any time during the conduct of MEMGMA functions.
2. Members shall not disparage the work or conduct of other members-but shall report unprofessional and/or unethical conduct to a member of the MEMGMA’s Board of Directors.

Section 5. Membership Fees

Annual dues shall be for the calendar year commencing each January 1st. The Board of Directors shall establish the amount of membership dues to be paid annually by each category of membership. The annual dues may be prorated for new members admitted to the MEMGMA during the year. No refund of dues will be given to a member if membership is terminated, forfeited or withdrawn for any reason.

Section 6. National MGMA Membership

Active membership in National MGMA shall be required of the President and President-Elect of the Board of Directors of the MEMGMA. Other Board members and other members of the MEMGMA are encouraged, but not required, to be members of National MGMA.

# ARTICLE V MEETINGS OF THE MEMBERS

Section 1. Annual Business Meeting

An Annual Business Meeting of the Members shall be held each year at such place on such dates and times as may be determined by the Board of Directors. Written notice of the Annual Business Meeting stating the place, date and time of the meeting shall be delivered by mail (postal or Email) or facsimile to the members at their last known address not less than thirty (30) days prior to the date of the meeting.

Section 2. Special Meetings

Special meetings of the MEMGMA may be called by the Board of Directors at any time, or shall be called by the President within thirty (30) days after the receipt of a written request, executed by ten percent (10%) of the members with voting privileges. The written request for the Special Meeting notice shall state the business to be transacted at said Special Meeting, and the business to be transacted shall be stated in the notice of the Special Meeting to the members. No other business other than that stated in the notice of the Special Meeting shall be considered at a Special Meeting.

Section 3. Notice of Special Meetings

Written notice of any Special Meeting of the members at which MEMGMA business is to be conducted will be sent by mail (postal or Email) or facsimile to the members at their last known address not less than ten (10) days prior to the date of the meeting.

If mailed, such notices will be deemed delivered when deposited in the United States mail in a sealed envelope so addressed with the postage thereon prepaid. If e-mailed, such notices will be deemed delivered when sent to the member’s last known e-mail address provided to the MEMGMA. Notice may be waived, in writing, by any member either before or after any meeting. Any member attending any

meeting shall be deemed to have waived notice of such meeting, unless his/her attendance at the meeting is for the express purpose of objecting to the transaction of any business because such meeting was not lawfully convened.

Section 4. Quorum

A quorum for the transaction of business at all meetings of the members shall be twelve (12) voting members or ten percent (10%) of the voting members, whichever is less. Voting at all meetings of the MEMGMA shall be limited to one vote per voting member of the MEMGMA. Proxy voting shall not be allowed.

Section 5. Voting

If a Quorum is not present at the Annual Business Meeting, the election of Officers shall be promptly conducted through an e-mailed ballot or on-line survey, as determined by the Board of Directors, pursuant to which each voting Member shall receive notice of his/her/its right to vote, and instructions as to the process for voting.

All meetings shall be conducted in accordance with Roberts Rules of Order, Revised.

# ARTICLE VI BOARD OF DIRECTORS

Section 1. Authority and Responsibility

The governing body of the MEMGMA shall be the Board of Directors. The Board of Directors is responsible for the supervision, control and direction of the affairs of the MEMGMA, its committees and publications, shall determine its policies or changes therein, its objectives, the disbursements of its funds and for the interpretation of these by-laws.

1. The Board of Directors may adopt such rules and regulations for the conduct of the business of the MEMGMA, as it deems advisable.
2. The Board of Directors is responsible for developing and maintaining a strategic plan.
3. The Board of Directors shall adopt an annual operating budget.
4. The Board of Directors shall review and approve on an annual basis the signatory authority of the Officers, including limits and authorizations of financial transactions by each Officer.

Section 2. Number

The number of members of the Board of Directors shall be a maximum of ten (10).

Section 3. Composition

Membership on the Board of Directors shall be comprised of the following:

1. The President, President-Elect, Secretary, and Treasurer shall be considered “Officers” of the Board of Directors and shall have voting rights.
2. In addition, the Immediate Past-President, ACMPE Forum Representative, Membership Chair, Education Chair, State-Appointed National Liaison, and Member At-Large shall be voting members of the Board of Directors. If more than one position is held by the same person, that person shall be authorized only one vote.

Section 4. Terms of Office and Manner of Election

1. The office of Treasurer shall be elected every other year by the members of the MEMGMA, for a term of two years, or until their successor has been elected or appointed pursuant to these by- laws. This position will be limited to two (2) consecutive two-year terms.
2. All other positions shall open to nomination each year and will be limited to four consecutive one-year terms.
3. The office of President-Elect shall automatically succeed to the office of President for a term of one year. Any individual nominated to the office of President-Elect shall be a current member of the Board of Directors.
4. Election of the Board of Directors will be held at the Annual Business Meeting or via absentee ballot pursuant to these by-laws.
5. The Board of Directors will assume responsibility of their elected office on June 1 of each year.
6. Election shall be by majority of the ballots cast by the voting members at the Annual Meeting or absentee ballot.
7. A secret ballot shall be taken if requested by three or more voting members.
8. Required attendance at eighty percent (80%) of scheduled board meetings annually is necessary to remain a member of the Board of Directors.

Section 5. Vacancies

Any vacancy occurring on the Board of Directors before a term is concluded shall be filled by election of the Board of Directors. A person so elected to fill a vacancy shall serve the unexpired term of the predecessor, and if applicable, shall succeed the predecessor in office. The Board cannot expand the size of the Board by appointment. Any addition to the Board, other than replacement during a vacancy, must be elected by the membership.

Section 6. Removal

The Board of Directors may remove any Board member for cause, as solely determined by action of the Board of Directors, by an affirmative two-thirds (2/3) vote of the total Board of Directors.

Section 7. Quorum

The attendance of at least fifty percent (50%) of the members of the Board of Directors with voting privileges shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and any business transacted shall be valid provided it is affirmatively passed upon by a majority of those present and voting.

Section 8. Meetings of the Board and Voting Procedure

1. **Regular Meetings**. The Board of Directors shall meet face-to-face at least two (2) times each year at such time and such place as the Board members may decide. Notice of all such meetings

shall be given to the Board members at least thirty (30) days prior to the date the meeting is to be held, either personally, via facsimile, via e-mail, or via US mail, postage prepaid. Board members may participate in any meeting of the Board via conference phone or similar device, provided that all persons participating in the meeting can hear each other. Any Board member participating by conference phone or similar device shall be considered participating in person at the meeting.

1. **Special Meetings.** Special meetings of the Board of Directors may be called by the President or upon the request of four (4) Board members by US mail, postage prepaid, or notice facsimiled or emailed to each member of the Board of Directors, not fewer than seventy-two (72) hours before the date and time the meeting is to be held. Special meetings may be held by telephone conference and votes may be cast by polling the Board members participating in such calls.
2. **Non-Delegation of Voting Rights.** The voting rights of a Board member shall not be delegated to another person nor exercised by proxy.
3. **Voting.** Each Director shall have one (1) vote.

Section 9. Compensation

Board members shall not receive compensation for their services. The Board of Directors may approve reimbursement to Board members for travel-related expenses or the normal expenses associated with the duties of the Board members. Normal expenses shall not include reimbursement or payment for time, only materials and services of third parties used in the conduct of the business of the MEMGMA.

Section 10. Nominations

The Nominating Committee shall be comprised of the following: the current President, President-Elect, and Immediate Past-President of the Board. The Immediate Past-President shall serve as Chair of the committee. If the Immediate Past-President position is vacated for any reason, the current President shall be appointed to serve as the Chair.

1. The Committee shall seek input from the individual members for the positions with consideration of the skill sets desired for the open Board seats.
2. The Committee shall submit the slate of candidates to the Board of Directors no less than forty- five (45) days prior to the scheduled election.
3. The Nominating Committee shall present to the Board of Directors at least one nominee for each position that is vacant or about to expire, unless the members have previously approved the reduction in the number of board members.

Section 11. Indemnification

Each member of the Board of Directors of the MEMGMA shall be indemnified by the MEMGMA to the fullest extent allowed by law against all expenses and liabilities, including legal 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 may be involved by reason of being or having been a Board member and/or Officer of the MEMGMA, or any settlement or judgment thereof, whether the person is Board member at the time such expenses are incurred, except in such case where the Board member shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation or, with respect to any criminal action or

proceeding, had reasonable cause to believe that his conduct was unlawful. The foregoing right of indemnification shall be in addition to and not exclusive of any or all other rights to which the indemnified individual may be entitled.

Section 12. Resignations

Any Board member may resign at any time by providing written notice to the President of the MEMGMA, except when the Officer resigning is the President, in which case the notice is to be delivered to the Board of Directors. The President or President-Elect will contact the resigning Board member to discuss the resignation. If deemed appropriate by the Board of Directors, the resigning Board member shall be given a specific amount of time to rescind the resignation without further action. If the Board member does not rescind within the specified time, or if the President or President-Elect does not deem it necessary to offer a time period to rescind the resignation, the resignation will take affect at the time specified in the resignation letter or at the end of the time period to rescind the resignation, whichever occurs later.

Section 13. Duties, Responsibilities and Authority

The Board of Directors has been empowered by its membership to guide and direct the MEMGMA through policy formation and to monitor the performance of the organization. Individuals elected to Board positions become stewards of the membership trust and have an obligation to act responsibly in carrying out the duties of the position to which they were elected. Duties, Responsibilities, and Authority include, but are not limited to:

1. Act in a fiduciary capacity for the MEMGMA;
2. Consider the impact of the decisions of the Board of Directors on the membership;
3. Communicate ideas constructively and in a professional manner;
4. Understand and be prepared to explain the rationale of any decision made by the Board of Directors;
5. Attend and fully participate in Board meetings and Board functions; and
6. Participate in monitoring the prevailing concerns of the membership and assure that any significant concerns or suggestions are brought to the attention of the President.

# ARTICLE VII

**OFFICERS AND OTHER BOARD MEMBER POSITIONS**

Section 1: President

The President shall preside at meetings of the Board of Directors and at meetings of membership of the MEMGMA. The President will cause to be communicated to the membership all matters affecting the MEMGMA between meetings and will perform such other duties as are assigned by the Board of Directors, or required pursuant to these by-laws, or as are customarily incident to the office of President. The President shall succeed the Immediate Past-President upon expiration of the President’s term of office.

Section 2: President-Elect

The President-Elect will perform the duties of the President during his or her absence and will assist the President in the fulfillment of such duties as are requested by the President. The President-Elect shall succeed to the President upon expiration of the President’s term of office. The President-Elect shall be the Chair of the Annual Meeting Committee.

Section 3: Treasurer

The duties of the Treasurer are those normally associated with the Treasurer of a corporation, including but not limited to the following:

1. To develop and maintain a budget for approval by the Board of Directors;
2. To collect and deposit dues payable by the membership, registration fees, sponsorship fees, and all other income in a bank account approved by the Board of Directors;
3. To make disbursements as directed by the Board of Directors; and
4. To provide the Board of Directors with a budget report referencing collections and disbursements at each meeting of the Board of Directors.

Section 4: Secretary

The duties of the Secretary are those normally associated with the Secretary of a corporation, including by not limited to the following:

1. To provide notification of all meetings of the MEMGMA to its members pursuant to these by- laws;
2. To maintain a record of all meetings of the Board of Directors and all meetings of the MEMGMA membership; and
3. To conduct correspondence at the direction of the President.

Section 5: Immediate Past-President

The Immediate Past-President will assist the President in the fulfillment of such duties as are requested by the President and will serve as the chairperson of the Nominating Committee for annual elections.

Section 6: Education Chair

The Education Chair shall be the contact person for planning and arranging all MEMGMA educational programs throughout the year, and for responding to member inquiries regarding educational programs.

Section 7: American College of Medical Practice Executives (ACMPE) Forum Representative The ACMPE Forum Representative shall act as a liaison between the ACMPE and the MEMGMA,

providing information and direction to those members of the MEMGMA wishing to advance their careers through opportunities provided by the ACMPE.

Section 8: State-Appointed National Liaison

The State-Appointed National Liaison shall be responsible for coordination and dissemination of information going to and coming from the National MGMA. The position is entitled to the be part of the National MGMA State Staff Community, to participate in the state staff open forum sessions at the MGMA State Leaders Conference, and to attend the Council of State Leaders meetings at the National MGMA Conference. He/She will work collaboratively with the Board of Directors to disseminate information about the organization, is the first point of contact for National MGMA and is responsible for pushing out all information from National MGMA.

Section 9: Membership Chair

The Membership Chair is responsible for recruitment and retention of all membership levels. The Membership Chair is responsible for sending out membership dues invoices annually and for keeping

and maintaining a current listing of all members of the MEMGMA. The Membership Chair is the first point of contact for Affiliate Members, and ensures Affiliate Members are provided opportunities for sponsoring events.

Section 10: Member At-Large

The Member At-Large represents the general membership on issues of interest or concern. The Member At-Large participates in projects that further the goals of the MEMGMA and identifies potential problems and opportunities.

Section 11. Removal

The Board of Directors may remove any Officer for cause, as solely determined by action of the Board of Directors, by an affirmative two-thirds (2/3) vote of the total Board of Directors.

# ARTICLE VIII BONDING OF OFFICERS

Every Board Member who shall handle funds or securities of the MEMGMA shall be covered at the expense of the MEMGMA by an adequate bond as determined by the Board of Directors. The Treasurer, in consultation with the Board of Directors, shall be responsible for the annual renewal of said bond.

# ARTICLE IX DISSOLUTION

Upon dissolution of the MEMGMA, whether voluntary or involuntary, the assets of the MEMGMA then remaining in the hands of the Board of Directors after all debts and obligations have been satisfied or provided for, shall be distributed, transferred conveyed, delivered and paid over in such amounts as the Board of Directors may determine, with the approval of a majority of the voting members of the MEMGMA present and voting at a duly held membership meeting, to one or more exclusively charitable, religious, scientific, literary, or educational organizations which would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulation hereunder, as they now exist or as they may hereafter be amended.

# ARTICLE X

**CONFLICT OF INTEREST TRANSACTION**

The MEMGMA shall not enter into a conflict of interest transaction; as such term is defined in the Maine Nonprofit Corporation Act, 13-B M.R.S.A. Sec. 718, except in accordance with the disclosure and approval provisions of such statute. No conflict of interest transaction shall be voidable or grounds for imposing liability on a director or Officer of the MEMGMA if the transaction was fair at the time it was entered into or is approved in accordance with 13-B M.R.S.A. Sec. 718.

# ARTICLE XI AMENDMENTS

Proposed amendments to the by-laws of the MEMGMA shall be presented in writing to the Secretary. The Board of Directors shall appoint a By-laws Committee to review such proposal. Within 60 days of receipt of such proposed amendment, the By-laws Committee shall distribute said proposed amendment in writing to the membership at least 30 days prior to a scheduled meeting when the proposed amendment will be voted upon. Written notice of said meeting shall be sent to the membership along with the proposal to be voted upon. Adoption of such amendments shall require approval of three-fourths (3/4) of the members present and voting.

# Revision History:

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