

# **Medical Group Management Association of Mississippi Bylaws**

## Article I

NAME: The name of this organization will be Medical Group Management Association of Mississippi, Inc. and will be referred to later as MGMA of MS.

## Article II

PURPOSE: The purpose of the MGMA of MS will be to provide an educational forum for the exchange of ideas among business professionals engaged in medical practice management to improve management in medical group practices, the medical groups they represent, and medical group practice as a whole.

MGMA of MS operates within an agreement with Medical Group Management Association (“MGMA”) and its membership is subject to requirements and restrictions of the affiliate agreement with MGMA as well as MGMA of MS’s Bylaws and other requirements.

## Article III

ACTIVE MEMBERSHIP: An Active Member works with one or more physicians engaged in the practice of medicine as a legal entity sharing business management, facilities, records, and personnel or works for an organization whose staff provides management services through a specified agreement for one or more physicians engaged in the practice of medicine as a legal entity or as part of a legal entity. An Active Member ceases to be a member if such member is not employed in a medical management position described in the preceding sentence for a period of six (6) consecutive months.

An Active Member is entitled to all MGMA of MS services, including the right to vote on all matters, and to serve as an officer of the MGMA of MS.

The final decision of membership classification will be determined by the Board of Directors.

ALLIED MEMBERSHIP: An Allied Member is a person who works for an association that provides services and/or products for physician’s offices. An Allied Member is a non-voting member of the MGMA of MS.

LIFE MEMBER: At the discretion of the Board of Directors, a Life Membership may be granted to an Active Member in good standing who becomes permanently dissociated from clinic administration and who has been a member of the MGMA of MS for at least fifteen years; or one who retires because of age or disability and who

has been a member of the MGMA of MS for at least ten years. A Life Member is a non-voting member of the MGMA of MS.

FORFEITURE OF MEMBERSHIP: Membership in the MGMA of MS shall be forfeited for any of the following reasons:

- A. Gross misconduct if such a finding is made by the Board of Directors of the MGMA of MS and the members of the Board of Directors so determine by unanimous vote.
- B. Failure to pay annual dues on or before 30 days following the member's annual renewal date.

Any person who has forfeited his membership in the MGMA of MS may be reinstated at the discretion of the Board of Directors if member qualifications are met. Membership forfeited as the result of non-payment of dues is automatically reinstated upon payment of dues if other qualifications are met.

#### Article IV

APPLICATION: Application for membership in the MGMA of MS will be by such manner and form as will be prescribed from time to time by the Board of Directors of the MGMA of MS and will be submitted for approval by the Board of Directors.

#### Article V

OFFICERS AND BOARD OF DIRECTORS: The officers of the MGMA of MS shall be President, President-Elect, Treasurer, and Secretary. These officers along with the past year President will comprise the Board of Directors. The Secretary shall be elected by the voting members of the MGMA of MS for a period of one year or until his or her successor is elected and qualified. Terms of office will begin and end at the conclusion of the Annual Business Meeting held in the fall. Officers will be responsible for annual membership dues, but not meeting registration fees.

The President-Elect shall automatically succeed to the office of President at the next annual meeting. The Treasurer shall succeed to the office of President-Elect at the next annual meeting. The Secretary shall succeed to the office of Treasurer at the next annual meeting. In the event, however, that any vacancy in any office is filled by the Board of Directors during the term of the office, then the successor officer shall be elected by the membership at the next Annual Business Meeting. By way of example, if the Secretary resigns during his or her term of office and the Board of Directors appoints a successor to serve until the next Annual Business Meeting, the appointed Secretary will not automatically succeed to the position of Treasurer, but the Treasurer will be elected by the membership at the next Annual Business Meeting.

The Board of Directors will have the power to appoint such committees as it deems necessary from time to time to carry on the work of the MGMA of MS. The Board of Directors will have the authority to fill any vacancy of the Board of Directors or Advisory Committee and the officers by appointment of a member in good standing to serve until the next Annual Business Meeting.

All members of the Board of Directors will be required to sign and abide by a Code of Ethics approved by the membership which may from time to time be amended by the membership. Upon a revision of the Code of Ethics, each member of the Board of Directors will be required to sign a new Code of Ethics acknowledging acceptance of the revision. In the event that a member of the Board of Directors materially violates the Code of Ethics, or otherwise engages in egregious conduct that reflects negatively on MGMA of MS or the medical practice management profession generally, the Board of Directors shall have the right, by unanimous vote of the members of the Board other than the offending member, to remove the offending member as an officer and/or Director of MGMA of MS.

NOMINATING COMMITTEE: At least sixty days prior to the MGMA of MS Annual Meeting, the Nominating Committee, made up of the current president and the past two presidents, will develop a list of potential candidates for nomination to elected office to be presented at the Annual Meeting.

ADVISORY COMMITTEE: The Advisory Committee, made up of the past five presidents, will serve as an advisory panel to the Board of Directors.

## Article VI

DUTIES OF PRESIDENT: The President will be the chief officer and will preside at all meetings of the MGMA of MS. The President will cause to be communicated to the membership all matters affecting the MGMA of MS between meetings and will perform such other duties as are necessarily incident to the office.

DUTIES OF THE PRESIDENT-ELECT: The President-Elect will be responsible for the programs of each meeting. The President-Elect will perform all other duties as are necessarily incident to the office. The President-Elect will perform all duties of the President during his absence and will assist the President in the fulfillment of his executive duties as requested by the President.

DUTIES OF THE TREASURER: The Treasurer shall keep correct and complete financial records of the MGMA of MS and shall have custody of the funds of the MGMA of MS. The Treasurer shall be responsible for deposit of all monies collected and other valuable effects in the name of this MGMA of MS with such depositories as may be designated by the Board of Directors. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, statements of the financial condition of MGMA of MS.

DUTIES OF THE SECRETARY: The Secretary shall record the proceedings at all meetings of the MGMA of MS and the Board of Directors. The Secretary will perform all other duties as are necessarily incident to the office.

#### Article VII

MEETINGS: The Board of Directors shall determine the number, date, location, and times of meetings of the membership of the MGMA of MS. The date of any meeting may be changed by the Board of Directors by notification to the membership. The business meetings will be restricted to Active and Life Members only. The registration fees for meetings will be fixed by the Board of Directors. An Active Member who is unable to attend an official meeting may provide the President, in writing, an authorization of proxy.

#### Article VIII

DUES: Annual membership dues shall be determined by membership vote at the annual Business Meeting. A Life Member will not be required to pay dues or meeting registration fees.

#### Article IX

ACTIVITIES AND PROPERTY: This MGMA of MS will not engage in any business activity not directly related to the purpose of the MGMA of MS, and no pecuniary gain will inure to the benefit of any member. All dues received will be used exclusively for the purposes as named herein.

The property of the MGMA of MS will never inure to the benefit of, or be distributed to, any member of the MGMA of MS. In the event of the dissolution of the MGMA of MS, any property remaining after payment of debts and liabilities of the MGMA of MS shall be transferred to a corporation, fund or foundation organized and operating exclusively for charitable, scientific or educational purposes as the same is now defined in Section 501(c)(3) of the Internal Revenue Code of 1954 by the Congress of the United States of America, and any amendments or re-enactments of such section. Selection of such organizations shall be subject to the approval of a majority of the Active Members.

#### Article X

AMENDMENTS: Amendments to the By-Laws of the MGMA of MS shall be submitted in writing to the President by an Active Member no less than sixty days before the Annual Business Meeting and may be adopted by a vote of sixty percent of the Active Members present at the Annual Business Meeting of the MGMA of MS.

## Article XI

LIABILITIES OF OFFICERS: MGMA of MS shall indemnify its officers to the full extent permitted by Mississippi law. No officer of the MGMA of MS or his/her heirs or executors or administrators shall be liable to MGMA of MS for any loss or damage suffered by it on account of any action or omission by him as such officer, unless such officer shall with respect to such action or omission be or have been guilty of willful misconduct or gross negligence in the performance of his duties as such officer. The personal liability of an officer to MGMA of MS or its members for monetary damages for breach of fiduciary duty as an officer is limited to the full extent provided by Mississippi law. The officers, employees, and members of MGMA of MS shall not, as such, be liable for its obligations. Officers shall not be liable for actions taken or omissions made in the performance of corporate duties except for wanton and willful acts or omissions.

Approved by the membership and the Board of Directors on **November 19, 2010.**