

# AMENDED AND RESTATED BYLAWS OF MID-SOUTH MEDICAL GROUP MANAGEMENT ASSOCIATION

## ARTICLE I. NAME AND OFFICE

**Section 1. Name.** The name of this organization is and shall be known as MID-SOUTH MEDICAL GROUP MANAGEMENT ASSOCIATION (MSMGMA) and chartered under the laws of the State of Tennessee as a non-profit corporation.

**Section 2. Principal Office.** The principal offices of this MSMGMA shall be at the office of the Memphis Medical Society, 1067 Cresthaven, Memphis, Tennessee 38119 or at such place as the Executive council shall designate.

## ARTICLE II. MEMBERS

**Section 1. Membership.** The MSMGMA shall have members who shall make application in writing to the Membership Chair of the MSMGMA for presentation to the Executive Council for consideration for membership. There shall be Active Members and Affiliate Members as defined below:

**Active Member:** An active member is a person who is actively engaged as an administrative head or full-time administrative staff member of a medical practice. Active members of the MSMGMA will be strongly encouraged to become members of the (i) Tennessee Medical Group Management Association and (ii) national Medical Group Management Association.

Individuals who have retired from such positions as past President MSMGMA and having a current active membership at the time of retirement will continue as active members at no charge for membership. "Retired" past presidents of MGMA are entitled to rights and privileges of active members who pay dues.

**Affiliate Member:** An affiliate Member is vendor/supplier which supplies products or services to medical groups and will be entitled to a limited membership with no voting privileges, but will be permitted to attend meetings and participate in other activities of the MSMGMA. It is the hope of the MSMGMA that the MSMGMA and the affiliate member will each benefit mutually in the exchange of information, ideas and economic support. The MSMGMA does not in any way endorse the products, supplies or services of an affiliated member.

**Section 2: Dues.** Annual dues will be recommended by the Executive Council to the General Membership at the annual November meeting, payable no later than January 31st of the following year. The dues will be payable upon acceptance of membership. Dues for new members joining during the year shall be pro-rated once annually on July 1st.

**Section 3. Meetings.** There will be ten meetings of the members of the MSMGMA held monthly either in the State of Tennessee or elsewhere. Members shall be notified of location prior to the meeting.

**Section 4. Annual Meeting.** An annual meeting of the members shall be held in November, at which meeting there shall be elected an executive Council to serve for one (1) year or until successors are elected and qualified, which election shall be by a majority of the votes cast in such an election by the members entitled to vote, voting in person or by proxy, and there shall also be transacted such other business as may be properly brought before said meeting.

**Section 5. Quorum.** A majority of members entitled to vote at a meeting, present in person or represented by proxy, shall be requisite, and shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by law, by the Certificate of Incorporation and by these Bylaws. If, however, such a majority shall not be present or represented at any meeting of the members, the members entitled to vote, present in person or by proxy, shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until the requisite amount of membership shall be present. At such adjourned meeting, at which the requisite amount of membership shall be represented, any business may be transacted which might have been transacted at the meeting as originally notified.

**Section 6. Written Notice.** Written notice or email notice of the annual meeting shall be mailed to each member entitled to vote at their business address, as it appears on the record books of the MSMGMA, at least five (5) days prior to the meeting.

**Section 7. Special Meetings.** Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or Secretary at the request in writing of the Executive Council. Such request shall state the purpose or purposes of the proposed writing.

**Section 8. Business Transacted.** Business transacted at all special meetings shall be confined to the subjects stated in the call.

**Section 9. E-mail Notice of Special Meeting.** E-mail notice of a special meeting of members, stating the time and place and subject thereof shall be sent at least ten (10) days before such meeting, to each member entitled to vote at the member's e-mail address as it appears on the books of the MSMGMA.

**Section 10. Waiver of Notice.** Any member may waive notice of any meeting either before, at or after the meeting.

**Section 11. Membership Voting.** At each meeting of members, each active member shall have one vote, and every active member having the right to vote shall be entitled to vote in person or by proxy appointed by instrument in writing. Proxy should be given to the President.

**Section 12. Guests.** Members of the MSMGMA shall have the privilege of inviting guests to the meetings of the MSMGMA, for a nominal fee. Guests are welcome at all meetings however may not vote.

### **ARTICLE III. EXECUTIVE COUNCIL**

**Section 1. Number, Tenure and Qualifications.** The Executive Council shall serve the Board of Directors of the MSMGMA under the Tennessee Nonprofit Corporation Act. The number of members of the Executive Council shall be five (5) and the members shall be chosen by acclamation annually by the members of the MSMGMA at the annual election meeting or at any meeting held in place thereof as provided by law. Meeting place to be determined. Members will be notified in writing or by email. Each Executive Council member shall serve until the next annual election meeting or until his successor is duly elected and qualified. Members of the Executive Council shall be of full age and citizens of the United States, but need not be residents of the State of Tennessee, and one member shall be designated member of the Memphis Medical Society.

**Section 2. Powers of Executive Council Members.** The members of the Executive Council shall have the entire management of the affairs of the MSMGMA. In the management and control of the property and affairs of the MSMGMA, the Executive Council is hereby vested with all the powers possessed by the MSMGMA itself, so far as this delegation of authority is not inconsistent with the laws of the State of Tennessee, with the certificate of incorporation of the MSMGMA, or, with these bylaws.

**Section 3. Meetings of Executive Council.** An annual meeting of the Executive Council shall be held at a location to be determined in November of each year for the purpose of organization, the election of corporate officers and the transaction of other business; if a quorum of the members of the Executive Council be then present, no prior notice of such meeting shall be required. Other regular meetings of the Executive Council shall be held at such times and places as the Executive Council by resolution may determine and specify, and if so determined, no notice thereof need be given, provided that unless all the members of the Executive Council are present at the meeting at which said resolution is passed, that the first meeting held pursuant to said resolution shall not be held for at least five (5) days following the date in which the resolution was passed.

**Section 4. Special Meetings.** Special meetings of the Executive Council may be held at any time or place whenever called by the President, or by written or email

request of at least three members of the Executive Council, notice thereof being given to each member by the Secretary or other officer calling the meeting, or they may be held at any time without formal notice provided all of the members of the Executive Council are present or those not present shall at any time waive or have waived notice thereof.

**Section 5. Notice.** Notice of any special meeting shall be given at least five (5) days previously thereto by written or email notice delivered personally or mailed to each member of the Executive Council at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

**Section 6. Quorum.** A majority of the members of the Executive Council as constituted for the time being shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the members of the Executive Council present shall decide any question brought before such meeting, except as otherwise provided by law or by these bylaws.

**Section 7. Vacancies.** Any vacancy occurring in the Executive Council, including vacancies by virtue of removal for cause, may be filled by the vote of a majority of the members of the Executive Council, even though less than a quorum.

**Section 8. Compensation.** No member of the Executive Council shall receive financial compensation for service as a such member, nor shall any member profit directly or indirectly from goods or services provided to the MSMGMA during his or her term of membership.

**Section 9. Removal.** Any member may be removed for cause by a majority of the entire Executive Council or a majority vote of all the membership. Cause shall be defined as the final conviction of a felony, declaration of unsound mind by court order, adjudication of bankruptcy, non-acceptance of office or conduct prejudicial to the interest of the MSMGMA.

**Section 10. Committees.** The President may appoint a committee as she/he may deem advisable, composed of two or more members, and may delegate authority to such committees as is not inconsistent with the Tennessee Nonprofit Corporation Act. The members of such committee shall serve at the pleasure of the President.

**Section 11. Presumption of Assent.** A member of the Executive Council of the MSMGMA who is present at a meeting of the Executive Council at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the

Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the MSMGMA immediately after the adjournment of the meeting. Such right to dissent shall not apply to a member who voted in favor of such action.

**Section 12. Informal Action by Executive Council.** Any action required to be taken at a meeting of the Executive Council, or any other action which may be taken at a meeting of the Executive Council, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members of the Executive Council entitled to vote with respect to the subject matter thereof.

**Section 13. Standing Committees.** The following committees are considered standing committees within the MSMGMA:

1. Social Affairs Committee
2. Program Committee
3. Membership Committee
4. Nomination Committee
5. Public Relations Committee
6. Coordination of Vendors Committee
7. Community Affairs Committee

Members of standing committees must attend MSMGMA Board meetings.

**Section 14. Committee Chairmen.** The chairman of each of the standing committees shall be appointed by the President of the MSMGMA and shall serve for a period of one (1) year. The membership of each committee shall be determined by the Committee Chairman and approved by the President and Executive Council. Affiliate members serving as Committee Chairs and/or members of the Executive Council will have voting privileges.

## **ARTICLE IV. WAIVER OF NOTICE**

Whenever any notice whatsoever is required to be given by these bylaws, or the certificate of in MSMGMA, or any other MSMGMA laws of the State of Tennessee, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Where the person or persons entitled to such notice sign the minutes of any Executive Council members' meeting, which minutes contain the statement that said person or persons have waived notice of the meeting, then such person or persons are deemed to have waived notice in writing.

## **ARTICLE V. OFFICERS**

**Section 1. Number.** The officers of the MSMGMA shall be five (5). There shall be the President, the President-Elect, Secretary, Treasurer and Past President,

each of whom shall be elected by the Executive Council at the November meeting. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Executive Council. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**Section 2. Election and Term of Office.** The officers of the MSMGMA, proposed by the Nomination Committee, to be elected by the Executive Council shall be elected annually at the November meeting. If the election of officers shall not be held in such meeting, such election shall be held as soon there-after as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

**Section 3. Removal.** Any officer or agent elected or appointed by the Executive Council may be removed by the Executive Council whenever in its judgment the best interests of the MSMGMA would be served thereby.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Executive Council for the unexpired portion of the term.

**Section 5. President.** The President shall be the Chief Executive Officer of the MSMGMA and, subject to the control of the Executive Council, shall in general supervise and control all of the affairs of the MSMGMA. She/He shall, when present, preside at all meetings of the Executive Council. She/He may sign, with the Secretary or any other proper officer of the MSMGMA thereunto authorized by the Executive Council, any deed, mortgages, bonds, contracts, or other instruments which the Executive Council has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to the Executive Council or by these bylaws to some other officer or agent of the MSMGMA, or shall be required by law to be signed or otherwise executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Council from time to time.

**Section 6. The President-Elect.** The President-Elect shall perform all of the duties of the President in absence of the President. The President-Elect shall assist the President, in the President's absence or at this direction, in performing the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned to him by the President or by the Executive Council. The President elect may serve as Program Chair, identifying and scheduling speakers as needed.

**Section 7. The Secretary.** The Secretary shall: (a) keep the minutes of the Executive Council's meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these

bylaws or as required by law; (c) be custodian of the corporate records and of the seal (if any) of the MSMGMA and see that said seal is affixed to all documents, the execution of which on behalf of the MSMGMA under its seal is duly authorized; and (d) in general perform all duties as from time to time may be assigned to her/him by the President or Executive Council.

**Section 8. The Treasurer.** The treasurer shall hold office for a term of two (2) years, from the date of employment. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the MSMGMA; receive and give receipts for moneys due and payable to the MSMGMA from any source whatsoever, and deposit all such monies in the name of the MSMGMA in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these bylaws; and (b) in general perform all of the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Executive Council.

**Section 9. The Past President.** The Past President shall advise the Executive Council and the President regarding the MSMGMA's goals, objectives and policy considerations.

**Section 10. Registered Agent.** The Executive Council may appoint a Registered Agent for the MSMGMA in accordance with the Tennessee Nonprofit MSMGMA Act and may pay the agent such compensation from time to time as it may deem appropriate.

## **ARTICLE VI. CONTRACTS, LOANS, CHECKS AND DEPOSIT**

**Section 1. Contracts.** The Executive Council may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver and instrument in the name of and on behalf of the MSMGMA, and such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the MSMGMA and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Council. Such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts, Etc.** All Checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the MSMGMA, shall be signed by such officer or officers, agent or agents of the MSMGMA and in such manner as shall from time to time be determined by resolution of the Executive Council.

**Section 4. Deposits.** All funds of the MSMGMA not otherwise employed shall be deposited from time to time to the credit of the MSMGMA in such banks, trust companies or other depositories as the Executive Council may select.

## **ARTICLE VII. FISCAL YEAR**

The books of the MSMGMA shall be on an annual year basis and shall begin on the 1st of January and end on the last day of December of each year.

## **ARTICLE IX. SEAL**

This MSMGMA may or may not have a seal and in any event the failure to affix a corporate seal to any instrument executed by the MSMGMA shall not affect the validity thereof. If a seal is adopted, the seal of this MSMGMA shall include the following letters cut or engraved thereon:

MID-SOUTH MEDICAL GROUP MANAGEMENT ASSOCIATION

## **ARTICLE X. AMENDMENTS**

Amendments to the bylaws of the MSMGMA or repeal of the same shall be made within seven (7) days following notice of the date of such meeting. Amendments or repeal or new bylaws may be adopted upon the affirmative vote of two-thirds of the active members present at the meeting except that the Board of Directors is hereby authorized to amend the Chapter pursuant to those provisions specifically enumerated in Section 48-60-102 of the Tennessee Nonprofit Corporation Act, as amended from time to time, without member approval.