



Bylaws

ARTICLE I - NAME

Section 1 Name

The name of this organization shall be Pennsylvania Medical Group Management Association (hereinafter referred to as the "Association").

Section 2 Corporate Status

The Association is a non-profit corporation chartered under the laws of the Commonwealth of Pennsylvania.

The registered office, agent and the principal place of business of the Association shall be established by the Board of Directors.

Section 3 Fiscal Year

The fiscal year shall be January 1 through December 31.

ARTICLE II - PURPOSE

The purpose of the Association will be to provide a forum for the exchange of ideas and information among professionals engaged in medical practice management and to serve as a mechanism whereby solutions to problems of and improvement of medical practice management may be developed through group effort and concerted group action.

ARTICLE III - COMPLIANCE WITH LAWS

The purposes for which this Association is created will be achieved in full compliance with all Federal, State and local laws, regulations and ordinances. In particular, all meetings of this Association and related activities shall be conducted in full compliance with Federal and State Antitrust laws. No member(s) or committee(s) shall have the authority or consent of the Association to engage in any activity on behalf of the Association in contravention of any Federal or State Antitrust laws

ARTICLE IV - AFFILIATIONS

The Association shall be affiliated with the Medical Group Management Association (hereinafter referred to as "National MGMA") by entering into an affiliation agreement with National MGMA.

The Board of Directors, upon approval of National MGMA, may establish Local Chapters geographically defined by the counties within the State of Pennsylvania. .

Bylaws

ARTICLE V - MEMBERSHIP

Section 1 Categories of Members

Individuals who desire membership must meet such eligibility as determined by the Board of Directors. The categories of membership shall be:

1. **Individual:** An Individual Member is a person who works in a management or supervisory position in a medical group practice or any other entity where direct management of medical practices is the major responsibility. An Individual Member is entitled to all membership benefits, including the right to vote on all matters presented to the members and to serve as an officer and/or director.
2. **Affiliate:** An Affiliate Member is a person who provides products and/or services that enhance the Individual Member's ability to meet the health needs of his or her community. An Affiliate Member is entitled to all membership benefits, including the right to vote on all matters presented to the members and to serve as an Affiliate Director and/or Board Secretary or Treasurer.
3. **Student:** A Student Member is a person who is a full-time or part-time student according to the guidelines of his or her college or university. A Student Member is entitled to membership benefits, but shall not have the right to vote nor serve as an officer and/or director.
4. **Faculty:** A Faculty Member is a person who teaches business or healthcare administration at an accredited college or university by either a regional or national accrediting agency recognized by the U.S. Secretary of Education. A Faculty Member is entitled to membership benefits, but shall not have the right to vote nor serve as an officer and/or director.
5. **Distinguished:** An individual who has demonstrated outstanding service and commitment to the medical group management profession may be designated by the Board of Directors as a Distinguished Member. A Distinguished Member is entitled to membership benefits, but shall not serve as an officer and/or director. .
6. **Organizational:** The Board of Directors has the right to create an Organizational Membership to be offered to an entity which provides healthcare services within Pennsylvania and set any requirements and conditions, thereof. Each individual under an Organizational Membership is entitled to membership benefits, including the right to vote on all matters presented to the members and to serve as an officer and/or director.

Section 2 Application

The application for membership will be in the manner and form prescribed by the Board of Directors.

Section 3 Dues

Application fees and dues, if any, for all categories of membership shall be established by the Board of Directors



Bylaws

Section 4 National MGMA Membership

Active membership in National MGMA shall be required of the President and Vice President of the Board of Directors. Members will be encouraged, but not required, to be members of National MGMA.

ARTICLE VI - MEETINGS OF THE MEMBERS

Section 1 Annual Business Meeting

An Annual Business Meeting of the membership will be held at such place, date and time 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 facsimile, electronic or postage via the US mail not less than thirty [30] days prior to the meeting.

Section 2 Special Meetings

Special Meetings of the membership 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 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 membership at which business is to be conducted will be sent via facsimile, electronic, or postage pre-paid by a first class US mail to the last known address of each member not fewer than ten [10] days prior to the meeting.

Section 4 Voting

Each Individual Member in attendance at a duly constituted meeting of the membership shall have one vote, and may take part and vote in person only. Proxy voting shall not be allowed. Unless otherwise specifically provided in these bylaws, a simple majority of the voting members present at any duly constituted meeting shall be required to determine any action brought before the membership. Voting may also take place by electronic means if so desired and approved by the Board.

Section 5 Quorum

The quorum required for the transaction of any business at any meeting of the membership shall consist of a minimum twenty-five (25) Individual Members in attendance. The Board of Directors shall implement all actions taken by the members at a duly constituted meeting of the membership in accordance with these bylaws, unless otherwise prohibited by law.

Section 6 Written Action by Members

In lieu of conducting a Special Meeting pursuant to section two above, and upon the decision of the Board of Directors, the business to be transacted at a Special Meeting may be communicated to the members and voted by the members electronically, or via US Mail if no electronic means exists for the individual member. The communication must contain a description of the business to be transacted and a method for the membership to indicate approval or non-approval of the business. The membership must be provided a minimum of ten [10]



Bylaws

days and not more than thirty [30] days to complete the voting process. The results of any written action taken pursuant to this section shall be communicated to the membership by the Board of Directors by the same method as the communication method used to conduct the special meeting.

ARTICLE VII - BOARD OF DIRECTORS

Section 1 Authority, Responsibility and Restrictions

The governing body shall be the Board of Directors. The Board of Directors shall be responsible for the supervision, control and direction of the affairs of the Association and its committees shall determine its policies or changes therein, its objectives, the disbursements of funds and for the interpretation of these bylaws. No Officer, Director, contractor or Member of the Association may enter into any contract or execute any instrument in the name of, or on behalf of, the Association unless approved by a majority vote of the Board of Directors or the Executive Committee.

1. The Board of Directors may adopt such rules and regulations for the conduct of business, as it deems advisable.
2. The Board of Directors is responsible for developing and maintaining a continuous strategic planning process that includes strategic imperatives and assigns responsibilities, for the actions or goals to be achieved and is presented to the membership at the Annual Business Meeting. In addition, the Board of Directors will conduct a review of its accomplishments in accordance to the strategic plan and will report on its accomplishments to the members at the Annual Business Meeting.
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 signature authority of the Officers, including limits and authorizations on financial transactions by each Officer.
5. Each Director shall serve on a least one committee.

Section 2 Number

The number of individuals serving as Directors shall be no less than eleven [11] and no more than seventeen [17].

Section 3 Composition

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

1. The President, Vice President, Secretary, Treasurer, and Immediate Past President shall serve as Directors and shall also serve as the Executive Committee.
2. The Board of Directors shall appoint for approval by MGMA an individual to serve as ACMPE Forum Representative. The ACMPE Forum Representative shall be a voting member of the Board of Directors.
3. The number of Affiliate Directors shall be limited to three [3].

Section 4 Terms of Office and Manner of Election

One half of the at-large directors will be elected in each year, and in the event of an odd number of at-large directors, in alternating years such that at-large directors shall serve a term of two years, or until their successors have been elected or appointed pursuant to these bylaws.

Bylaws

1. The offices of Secretary, Treasurer and Vice-President shall be elected every other year for a term of two years.
2. The office of Vice President shall automatically succeed to the office of President for a term of two years. An individual nominated to the office of Vice President must currently serve as a Director.
3. Beginning with Directors elected to a term commencing in 2013 each Director will be subject to a term limitation of three [3] successive terms with the exception of the Vice President, President and Immediate Past President.
4. Upon completion of his/her term the Immediate Past President may not be elected as a Director for a period of two years.

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 Director 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 a Director for cause, as solely determined by action of the Board of Directors, by an affirmative two-thirds vote of the total Board of Directors.

Section 7 Quorum

The attendance of at least fifty-one percent (51%) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and any business transacted shall be valid providing 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 one time each year at such time and place as the Board may decide. Notice of all such meetings shall be given to each Director at least thirty [30] days prior to the date of the meeting, either personally, via facsimile, electronic mail, or US mail, postage pre-paid. Directors may participate at a meeting of the Board by conference phone or similar device, provided that all persons participating in the meeting can hear each other. A Director may participate by conference phone or similar device and be considered participating in person at the meeting.
2. Special meetings. Special meetings of the Board may be called by the President or upon the request of two (2) officers and four (4) At Large directors, by facsimile or other electronic means to each Director, not fewer than three [3] days prior to the date and time of the meeting. Special meetings may be held by telephone conference, and votes may be cast by polling the directors participating in such telephone conference call. Directors may also submit their votes electronically pursuant to procedures adopted by the Board of Directors.
3. Non-Delegation of voting rights. The voting rights of a director shall not be delegated to another person nor exercised by proxy.

Bylaws

Section 9 Compensation

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

Section 10 Nominations

The Nominating Committee shall be composed of the following: the Immediate Past President, two Directors, and one active member. The Immediate Past President shall serve as Chair the committee. If the Immediate Past President position is vacated for any reason, a Director shall be appointed by the Board to serve as the new Chair.

1. The Committee shall seek input from the membership for the positions with consideration of the skill sets desired for the open Director positions.
2. The Committee shall take into consideration the diversity of the membership and each candidate shall be chosen without regard to race, creed, color, gender, age, national origin, religion or disability.
3. The Committee shall also take into consideration the geographic distribution of its membership and attempt to ensure fair balance in the geographic representation on the Board.
4. The Committee shall submit the slate of candidates to the Board prior to the scheduled election.
5. 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 Directors.

Section 11 Indemnification

The directors and officers shall be indemnified to the fullest extent allowed by 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 may become involved by reason of being or having been a Director or Officer or any settlement or judgment thereof, whether the person is a Director or Officer at the time such expenses are incurred, except in such case where the Director or Officer is adjudged guilty of willful misfeasors or malfeasants in the performance of duties. 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 Officer or Director may resign at any time by provided written notice to the President, except when the Officer resigning is the President, in which case the notice is to be delivered to the Secretary. The President or Vice President will contact the resigning Officer to discuss the resignation. If deemed appropriate by the Board, the resigning Officer shall be given a specific amount of time to rescind the resignation without further action. If the Officer does not rescind within the specific time, or if the President or Vice President 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 last?

Section 13 Duties, Responsibilities and Authority

The Board has been empowered to guide and direct the Association through policy formulation and to monitor the performance of the organization. Individuals elected as Directors become stewards of the membership trust

Bylaws

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:

1. Act in a fiduciary capacity for the Association
2. Consider the impact of the decisions of the Board 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
5. Attend and fully participate in Board meetings and Board functions
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 VIII - OFFICERS

Section 1 **Officers** The officers shall be President, Vice President, Secretary, Treasurer, and Immediate Past President.

Section 2 **Terms of Office**

Terms of office will begin on January 1 and end on December 31 of the following year to coincide with terms of the Association offices.

Section 3 **President**

The President shall preside at meetings of the Board of Directors and at meetings of the membership. The President will cause to be communicated to the membership all matters affecting the Association between meetings and will perform such other duties as are assigned by the Board of Directors, or required pursuant to these bylaws, 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 4 **Vice President**

The Vice President 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 Vice President shall succeed the President upon expiration of the President's term of office.

Section 5 **Secretary**

The duties of the Secretary are those normally associated with the Secretary of a corporation, including without limitation:

1. To provide notification of all meetings to the membership pursuant to these bylaws.
2. To maintain a record of all meetings of the Board of Directors and the membership.
3. To conduct correspondence at the direction of the President.
4. To keep and maintain a current listing of the members.



Bylaws

Section 6 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 funds in a bank account approved by the Board of Directors.
3. To make disbursements as directed by the Board of Directors.

Section 7 Immediate Past President

The Immediate Past President will assist the President in the fulfillment of such duties as are requested by the President and serve as the Chairperson of the Nominating Committee.

ARTICLE IX - COMMITTEES

Section 1 Appointment

The Board of Directors shall have the power to appoint such committees, advisory boards, workgroups, etc. as deemed necessary to carry on the work of the Association. Each committee, advisory board, workgroup, etc., shall be chaired by a Director unless otherwise specified by the Board of Directors in its action creating said committee, advisory board, workgroup, etc.

Section 2 Authority

All committees, advisory boards, workgroups, etc., shall be subordinate to and report to the Board of Directors on its activities at each regular meeting of the Board. The role and responsibility of each committee shall be reviewed annually by the Board of Directors, which shall communicate to the chair in charge for the next year.

Section 3 Standing Committees

The Standing Committees of the Association will be the Executive Committee and the Nominations Committee. The Board of Directors has the power to create an ad-hoc committee as necessary.

Section 4 Committee Members

The Chair and/or Co-Chair of all committees, advisory boards, workgroups, etc., shall be appointed by the Board of Directors.

ARTICLE X - WAIVERS OF NOTICE

Any notice required by these bylaws, by the certificate of incorporation, or by the Pennsylvania nonprofit Corporation Act, hereinafter the "Act", may be waived in writing by any person entitled to notice. The waiver of waivers may be executed either before or after the event with respect to which notice is waived. Each Director attending a meeting without protesting, prior to its conclusion, the lack of proper notice shall be deemed conclusively to have waived notice of the meeting.



Bylaws

ARTICLE XI - AMENDMENTS, REVIEW OF, AND FORCE OF EFFECT OF BYLAWS

Section 1: Notice and Adoption

These bylaws, and any amendments made thereto, shall be deemed approved when adopted by a vote of a simple majority of the membership. Notice of any amendments to the bylaws proposed for approval by the membership shall be provided to the members not fewer than thirty [30] days prior to the date of the enactment.

Section2: Review

These bylaws will be reviewed and amended as needed by the Board of Directors.

Section 3: Force and Effect of Bylaws

These bylaws are subject to the provisions of the "Act" and the Corporation's certificate of incorporation, as it may be amended from time to time. If any provision in these bylaws is inconsistent with a provision in the "Act" of the certificate of incorporation, the provision of the "Act" shall govern.

ARTICLE XI - DISSOLUTION

In the event of the Dissolution of the Association, any property remaining after the payment of Dissolution debts and liabilities of the Association shall be transferred to a corporation, fund or foundation organized and operating exclusively for charitable, scientific or educational purposes as defined in Section 501 (C) 3 of the Internal Revenue Code as amended. Selection of such organization shall be subject to approval of the Board of Directors of the Association.

Revised **October 2015**
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