

**BYLAWS
OF
MINNESOTA
MEDICAL GROUP MANAGEMENT ASSOCIATION**

**ARTICLE I
NAME**

SECTION 1. The name of this organization shall be the Minnesota Medical Group Management Association (“MMGMA”), a nonprofit corporation, incorporated under the laws of the State of Minnesota.

SECTION 2. Offices of the MMGMA shall be located at 4248 Park Glen Road, Minneapolis, Minnesota 55416 or in such other localities as may be determined by the Board of Directors.

**ARTICLE II
PURPOSE**

MMGMA is dedicated to advance the profession of medical group practice management and the health care delivery system carried on through various forms of medical group practice and to cooperate with other allied health organizations in improving health care delivery to the general public. The purpose of MMGMA shall be:

1. To promote the professional growth, development, and visibility of medical group practice professionals through a variety of targeted educational opportunities.
2. To maintain an active liaison with key public and private organizations that affect management, funding and delivery of quality health care services. MMGMA will function in an advocacy role as necessary to support the profession of medical group practice management and the health care delivery system.
3. To provide members of MMGMA educational opportunities and the ability to share knowledge and experience by creating multiple means for networking with peers.

**ARTICLE III
MEMBERSHIP**

Membership is available in the following categories:

SECTION 1. Regular: A Regular member is an individual who performs significant managerial or operational tasks within or on behalf of a medical practice, or an individual that may be a faculty member or representative of a non-group practice organization who is otherwise involved in health care through professional societies and health care systems. This category may also include consultants who are responsible for managing significant operational components of a medical practice or oversee, supervise and direct the operations of one or more practices on an ongoing basis. All Regular members may vote, be a committee chair, serve on committees, and serve as a Board of Director of the Association. Only those Regular members employed or retained by a medical group practice may hold an elected office.

Any member in good standing who becomes disassociated from medical group practice management may apply to maintain Regular membership for up to one year subject to approval by the Board of Directors. These Regular members are not eligible to be an officer of MMGMA; however individuals who are already serving as an officer may complete their term.

SECTION 2. Affiliate: Affiliate members are those individuals who are employed by vendors providing products and/or services to Association members and who wish to become associated with the Association. Affiliate members may not vote, hold an office or be committee chairs, but may serve on committees. All sponsors and exhibitors are required to maintain a minimum of one Affiliate membership.

SECTION 3. Student: The student member is an individual who is actively working on a degree in healthcare administration. The student must not qualify in any other category of membership. A student member may not vote, hold an office, or be chair of a committee, but may serve on committees.

SECTION 4. Life. Any person who has been an Regular member for a minimum of twenty (20) years and who has retired from active paid employment or work in the health care field is eligible for Life membership. A Life member is entitled to MMGMA membership services, as determined by the Board of Directors. Life members shall pay no annual dues. As of January 1, 2010 new Life members and their guest will need to register and pay applicable fees if attending MMGMA conferences, functions and events. Life members may not vote or hold office, but may serve on committees. Individuals qualifying for this distinction must make application to the MMGMA President. The MMGMA Executive Committee shall determine whether candidates meet qualifications and Life Membership shall be granted at the sole discretion of the Executive Committee. Life Membership will usually be bestowed at the Annual Business Meeting of MMGMA.

SECTION 5. Application for membership shall be in such a manner and form as prescribed from time to time by the MMGMA Board of Directors. Application for Life membership shall be submitted in writing to the MMGMA President as described in Section 4.

SECTION 6. Membership in MMGMA shall be forfeited for inappropriate conduct, if the MMGMA Executive Committee makes such a finding in its sole discretion and so indicates such finding by a unanimous vote. Any person who shall have forfeited his/her membership in MMGMA may only be reinstated at the sole discretion of the Executive Committee.

ARTICLE IV ORGANIZATION STRUCTURE

SECTION 1. Medical Group Management Association: MMGMA shall be affiliated with Medical Group Management Association (“National MGMA”) by entering into an affiliation agreement with National MGMA, which agreement may be amended from time to time upon approval of the MMGMA Board of Directors. The MMGMA Board of Directors will evaluate the value of being affiliated with the National MGMA and will make recommendations to MMGMA’s members as necessary regarding on-going affiliation.

SECTION 2. Organization: To achieve the objectives of MMGMA, the Board of Directors may at its discretion establish organizational units such as committees, boards, councils or divisions to serve special interests of MMGMA, including sections to provide educational opportunities in specialty areas of interest to MMGMA membership. The Board of Directors shall exercise authority over policies, services, programs, and budgets of all organizational units, including qualification for membership, unless otherwise stated in these Bylaws.

SECTION 3. Administrative Year: The Administrative Year for MMGMA shall be October 1 to September 30. The Administrative Year refers to the year served by officers and directors of MMGMA.

SECTION 4. Fiscal Year: The fiscal year of MMGMA shall be the calendar year as defined in Article XII, Section 1.

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 from time to time.

SECTION 2. Delinquency and Cancellation: Any member of MMGMA who shall be delinquent in dues for a period of sixty (60) 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.

SECTION 3. MMGMA shall waive annual dues for all directors and officers in those years where its finances permit it to do so.

ARTICLE VI MEETINGS OF MEMBERS AND VOTING

SECTION 1. Annual Business Meeting: The Annual Business Meeting of MMGMA shall be held at such place and on such dates as may be determined by the President. The Annual Business Meeting date is generally scheduled during the MMGMA Summer Conference.

SECTION 2. Special Meetings: Special meetings of MMGMA may be called by the Board of Directors at any time, or shall be called by the President upon receipt of a written request by ten percent (10%) 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 MMGMA at which official MMGMA business is to be transacted shall be mailed to the last known mailing address of each member or shall be sent via e-mail to the last known e-mail address of each member not less than ten (10) nor more than forty (40) days before the date of the meeting. For any MMGMA business meeting held in conjunction with the Summer Conference, notice may be included in the Summer Conference notice.

SECTION 4. Voting: At all business meetings of MMGMA, each Regular, (“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.

SECTION 6. Ballots: Elections of Officers, Board Members and Standing Committee Chairpersons elected by members may be held by written or electronic Ballot conducted in accordance with the requirements of Minnesota Statutes and these Bylaws. For the purpose of elections by Ballot, a quorum shall consist of all returned Ballots and action shall be taken by a majority vote of all returned Ballots.

ARTICLE VII OFFICERS

The officers of MMGMA shall be President, Vice President, Secretary/Treasurer and Immediate Past President. All officers shall be elected by the voting members of MMGMA for a period of one year or until their successor will be elected and qualified. Terms of office shall begin on October 1 and end on September 30 (the “Administrative Year”). The then current Secretary/Treasurer shall assume the office of Vice President on October 1st and shall transfer the office of Secretary to the new Secretary/Treasurer at that time. However, he/she shall continue to hold the office of Treasurer through December 31st and shall assist the new Secretary/Treasurer in the development of the annual MMGMA budget. The new Secretary/Treasurer shall assume the office of Treasurer on January 1st. All officers must be Active Members of MMGMA. The President and Vice President are required to be members of the national MGMA and their MGMA dues shall be paid by MMGMA.

ARTICLE VIII DUTIES OF OFFICERS

SECTION 1. President: The President shall be the chief executive officer and shall preside at all meetings of MMGMA. The President shall ensure communication occurs to the membership regarding all matters affecting MMGMA between meetings and shall perform such other duties as necessary. The President shall develop and maintain a working relationship with members of other organizations, including, but not limited to, the Minnesota Medical Association, the Medical Societies, and the Council of Health Plans.

SECTION 2. Vice President: The Vice President shall be the President Elect and shall perform all duties of the President during his or her absence, and shall assist the President in the fulfilling his or her executive duties as requested by the President. The Vice President shall perform such duties and have such powers as may be assigned or delegated from time to time by the Board of Directors.

SECTION 3. Secretary/Treasurer: The Secretary/Treasurer’s duties are as follows:

- (a) To give notice of all meetings of MMGMA and to make provision for the keeping of a record of all proceedings.
- (b) To conduct correspondence at the direction of the President.
- (c) To assure there is a current listing of the members of MMGMA.
- (d) To assure that notices of dues payable are send out; that dues are collected and deposited in a bank approved by the Board of Directors.
- (e) To make disbursements upon the direction of the Board of Directors.

The Secretary/Treasurer shall assume the office of Secretary of MMGMA on October 1st but does not assume the office of Treasurer until January 1st. The previous year’s

Treasurer develops the annual budget with the incoming Treasurer and presents the budget to the Board of Directors for approval at a Board of Directors meeting.

SECTION 4. Immediate Past President: The Past President's duties include but are not limited to review of MMGMA's Bylaws; evaluation and assessment of the contracted vendor relationships, i.e. the management service company; serve as Chair of the Past Presidents Council; serves as Chair of the Nominations Committee; and other duties as assigned or delegated from time to time by the Board of Directors.

SECTION 5. Check Signing: All MMGMA officers shall have check signing authority. Any check issued in excess of Five Thousand Dollars (\$5,000) shall require the authorization of two officers before processing for payment.

ARTICLE IX BOARD OF DIRECTORS

SECTION 1. Authority and Responsibility: The governing body of MMGMA shall be the Board of Directors. The Board of Directors shall have control and direction of the affairs of MMGMA, its committees and publications; shall determine its policies or changes therein; and shall be responsible for the interpretation of these Bylaws. The Board of Directors approves an annual budget and any expenditure that is in excess of Five Thousand Dollars (\$5,000) and not directly related to the day to day operation of MMGMA. The Board of Directors may determine from time to time a stipend to be provided to the President. The Board of Directors establishes priorities and objectives for the year. 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 MMGMA; and eight directors, each of whom shall be the Chairperson of an MMGMA Standing Committee. MMGMA Committees represented on the Board of Directors shall be Government Affairs, Conference & Education, Exhibitors & Sponsorships, Communications, Membership, MMA Liaison, ACMPE Liaison, and Payer Relations.

SECTION 3. Term of Office and Manner of Election: Directors who are not officers serve for a term of one (1) year or until their successors have been selected and assume office. Officers of MMGMA serve as Directors during their term as an Officer.

SECTION 4. Nominations: The Executive Committee shall be the Nominating Committee. The Nominating Committee, acting in accordance with Article X, Section 2(i), shall endeavor to present at least one nominee for each seat on the Board that is vacant or is about to expire, and for each Standing Committee Chair Elect position that is vacant or is about to become vacant. The Past President shall be the chair of the Nominating Committee.

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 MMGMA, 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. Meetings of the Board: A regular meeting of the Board of Directors shall be held no less than four (4) times each administrative year at such time and such place as the President may prescribe. Notice of all such meetings shall be given to the Directors not less than thirty (30) days before the meeting is held. Special meetings of the Board may be called by the President or at the request of four (4) Directors. Notice to each member of the Board of Directors is to be given by mail, e-mail, or telefax not less than seventy-two (72) hours before the meeting is held.

SECTION 7. Vacancies and Removal: Except as otherwise provided herein, 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. Where a vacancy involves the Chair of a Standing Committee, the vacancy shall be filled by the Chair Elect for such Committee who shall serve the unexpired term of his or her predecessor as well as his or her own term as Chair. The Board of Directors may remove any Director for cause by an affirmative two-thirds (2/3) vote of the Board present at any regular or special meeting. If a person no longer meets the criteria to serve as an officer or member of the Board of Directors of MMGMA, 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 his or her term of office.

SECTION 8. Compensation: Except as otherwise provided in these Bylaws, Directors and elected officers shall not receive any compensation for their services.

SECTION 9. Indemnification: To the full extent permitted by any applicable law, MMGMA shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding including a proceeding by or in the right of MMGMA, by reason of the former or present capacity of the person as a director, officer, employee or member of a committee of this corporation against judgments, penalties, fines, settlements, and reasonable attorneys fees and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person, and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or a member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

SECTION 10. Remote Communications: A director or committee member may participate in a meeting by any means of remote communication through which such person, other persons so participating, and all persons physically present at the meeting may participate with each other. A meeting among directors or committee members by any means of remote communication through which such persons may simultaneously participate with each other during the meeting is a meeting of the Board of Directors or committee, as the case may be, if the same notice is given as is required hereunder for a meeting, and if the number of persons participating in the meeting would be sufficient to constitute a quorum. Participation in a meeting by that means constitutes presence in person at the meeting.

ARTICLE X STANDING AND SPECIAL COMMITTEES

SECTION 1. Executive Committee: The Executive Committee consists of the four (4) officers of MMGMA; President, Vice President, Secretary/Treasurer and Immediate Past President. Pursuant to delegation by the Board of Directors, the Executive Committee shall have supervision, control and direction of the affairs of MMGMA, its committees and publications; shall be responsible to accomplishing priorities and objectives established by the Board of Directors; and shall supervise the disbursement of its funds. It is the responsibility of the Executive Committee to manage the day to day activities and affairs of MMGMA. This includes providing direction and oversight of the management services company.

SECTION 2. Other Standing Committees: The following committees shall be standing committees of MMGMA with their duties to be determined by the Board of Directors from time to time.

(a) Communications Committee: Provides members with information about MMGMA activities and reports on topics of interest via mail, email and/or the website. Coordinates advertising, sales, promotions and updates website information.

(b) Conference & Education Committee: Plans and organizes conferences, seminars and workshops. Selects speakers, arranges facilities, prepares registration materials and notices, and processes meeting evaluations.

(c) Exhibitors & Sponsorships Committee: Recruits exhibitors and meeting sponsors for annual conferences, recruits corporate and individual sponsors, and maintains the sponsorship program.

- (d) Government Affairs Committee: Works with MMGMA lobbyists and directly with state legislators to represent and support the interests of its members. Keeps the membership informed about political and regulatory issues that relate to the industry.
- (e) Membership Committee: Works closely with the MMGMA office to answer member questions, conducts membership surveys and implements member recruitment and retention initiatives.
- (f) MMA Liaison Committee: Represents MMGMA on various MMA committees and at various MMA activities.
- (g) ACMPE Liaison Committee: Functions as the State Forum Representative of the ACMPE, fosters interest and participation in the American College of Medical Practice Executives (ACMPE), and oversees mentoring of MMGMA members pursuing membership in the ACMPE.
- (h) Payer Relations Committee: Meets with Third Party Payers and keeps the membership informed of Payer trends, upcoming contract changes and other activities.
- (i) Nominating Committee: 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. For the ensuing year, the Nominating Committee shall nominate candidates, to be elected by the members, for each open seat for Officers, Directors, and Chair Elects. The Nominating Committee shall notify the membership, in writing, of its choices not less than thirty (30) days before a vote takes place or the date for submitting a completed ballot. No member of the Nominating Committee is eligible to be nominated for any position. Nominations shall remain open until the Executive Committee closes it and the ballot is distributed to members.

SECTION 3. Committee Chairperson: Each committee, with the exception of the Executive Committee, shall have a chairperson. The Chair Elect of each Standing Committee shall be nominated by the Nominating Committee and elected by the members. Each standing committee Chair Elect serves a one year term as Chair Elect (unless succeeding to the position of Chair in a shorter amount of time), a one year term as Chair, and one year term as Past Chair. The Chair Elect succeeds to the position of committee Chair upon the Chair's completion or termination of his or her term. The Chair Elect and Past Chair for those committees represented on the Board of Directors will be invited to attend MMGMA Board meetings. In the event that the Chair or Chair Elect of a Standing Committee cannot serve as Chair, the Chair of that committee shall be appointed by the Executive Committee, unless the Chair can be elected by the members as part of the ordinary nominating and election process.

SECTION 4. Composition, Terms and Manner of Selection: Committees that are represented on the Board of Directors are defined in Article IX, Section 2. The selection of Chair Elect and Chair for these committees is defined in Article X, Section 3. Other committees may be created by the Executive Committee from time to time and the Chairs for these committees shall be appointed by the President of MMGMA. Such appointed Committee Chairs shall generally serve a one-year term and there are no limits to the number of terms that can be served. Vice Chairs for all such committees may be appointed by the MMGMA President, by the Committee Chair or by members of the committee.

SECTION 5. Committee Membership: It is the responsibility of the Committee Chairs to assure proper MMGMA member involvement on their committee. MMGMA members shall be invited to participate on committees and are invited to do so through information posted on the MMGMA web site.

SECTION 6. Creation and Dissolution of Committees: The President shall monitor actions of the committees, councils and task forces of MMGMA and shall recommend to the Board of Directors on a regular basis the creation, dissolution and consolidation of these bodies.

ARTICLE XI PAST PRESIDENTS COUNCIL

SECTION 1. Purpose: The Past Presidents Council serves in an advisory role to MMGMA. The Past Presidents Council generally meets twice a year. The Past Presidents Council is chaired by the Immediate Past President.

SECTION 2. Composition: Members of the Past Presidents Council include the Executive Committee members and all Past Presidents of MMGMA who are Regular, Affiliate and/or Life members of MMGMA.

ARTICLE XII MISCELLANEOUS

SECTION 1. Fiscal Year: The fiscal year of MMGMA is the calendar year and shall end on the 31st day of December of each year.

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

ARTICLE XIII
AMENDMENTS

Amendments to the Bylaws shall be made by a two-thirds (2/3) vote of the all members of the Board of Directors. Notice of any amendments shall be sent to the membership at least two (2) weeks prior to the vote by the Board of Directors.

As approved by the Board of Directors on March 11, 2010

By: Eric Crockett, Secretary