

BY-LAWS OF
EMERALD COAST MEDICAL GROUP MANAGEMENT ASSOCIATION, INC.

ARTICLE I - PURPOSE

The purpose of the Emerald Coast Medical Group Management Association, Inc. (hereinafter referred to as ECMGMA) is to provide a forum to improve the effectiveness of medical group practices in the Florida Panhandle area and the skills of the individuals who manage and lead them.

ARTICLE II - MEMBERSHIP

1. APPLICATIONS

All applications for membership, along with the appropriate fees, shall be presented to the Board of Directors or to the Membership Committee, composed of not less than three (3) Directors. After majority approval by the Board of Directors or the Membership Committee, an applicant shall be accepted to membership. All members shall be notified by the Membership Director when their membership or renewals are processed.

2. MEMBERSHIP CATEGORIES

The membership year shall be from January 1 through December 31. Dues are annual and shall be payable on the first day of January in each year. ECMGMA does not prorate dues with the exception of a membership that becomes effective after October 1. In such cases, annual membership would be inclusive of the next year. When a member is in default of dues for a period of three (3) months from the beginning of the fiscal year, the Board of Directors may terminate his or her membership.

3. CLASSIFICATION

There shall be five (5) classifications of membership.

Physicians: A physician must hold an active Florida license.

Active: An active member shall be a current or past administrator of a medical practice engaged in the practice of medicine as a legal entity.

Student: A student is categorized by pursuing health care studies on a full time basis.

Affiliate: An affiliate member is an individual or company who supplies products and / or services to medical group practices. This category includes but is not limited to practice management firms, consultants and vendors of products targeted to the health care industry.

Life: Life membership will be awarded by the Board of Directors as recognized by the national MGMA organization. No membership fees will be associated with this honorary membership category.

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4. RIGHTS AND PRIVILEGES

Physicians, Active, Affiliate and Life members shall have the right to vote and hold office. Voting may be in person or by written proxy. Membership may be revoked by a majority of the Board of Directors for any of the following reasons.

- A. Failure to uphold the purpose of the ECMGMA.
- B. Subverting the actions and / or purpose of the ECMGMA.

5. MEMBERSHIP MEETINGS

Meeting notices will be distributed to members not less than two (2) days prior to the meeting. The presence at any membership meeting of not less than ten percent (10%) of the active members shall constitute a quorum and shall be necessary to conduct the business of ECMGMA. All elections shall be held and all questions decided by a majority of the members present, in person or by written proxy.

6. SPECIAL BOARD MEETINGS

A Special and / or Board meeting of ECMGMA may be called by the Board of Directors. Membership shall be notified of the Special and / or Board meetings. Notice of such events shall state the date, time, place, purpose of the meeting and by whom the meeting was called.

7. ORDER OF BUSINESS

The order of business at all meeting shall be at the discretion of the Board of Directors. Typically, the order of business should include the following:

- Introductions
- Reading / Review of Preceding Meeting Minutes
- Reports of Committees
- Reports of Officers
- Old and Unfinished Business
- New Business
- Adjournment

ARTICLE III - DIRECTORS

1. BOARD OF DIRECTORS

The affairs and business of ECMGMA shall be managed and its corporate powers exercised by a Board of at least six (6) Directors. The President and Vice-President must be active members of the Florida and National MGMA. The Board of Directors shall consist of the following: President, Vice-President, Treasurer, Secretary, Membership Director and past President. A 2/3 majority of this Board must be active members.

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2. ELECTIONS AND TERMS OF DIRECTORS

At each annual meeting, the membership shall elect the officers to serve a one (1) year term of office of October 1 through September 31. The Nominating Committee which is appointed by the President each year shall present a slate of officers at the meeting one (1) month prior to the annual meeting. Other nominations shall be taken from the floor at the annual meeting.

3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS

The number of Directors may be increased or decreased by a majority vote of the Board of Directors.

4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES

A newly created Directorship resulting from an increase in the number of Directors or vacancies occurring in the Board, may be filled by a vote of the majority of the Directors then in office. A Director elected to fill a vacancy shall be elected to hold office for the unexpired term of his / her predecessor.

5. RESIGNATION

A Director may resign at any time by giving written notice to the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board of Directors.

6. REMOVAL OF DIRECTORS

Directors may be removed by vote of the members or by action of the Board of Directors for any of the following reasons.

- A. Failure to uphold the purpose of the ECMGMA.
- B. Subverting the actions and / or purpose of the ECMGMA.

7. QUORUM OF DIRECTORS

Directors shall constitute a quorum (simple majority) for the transaction of business. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may elect to adjourn the meeting until a quorum is obtained.

8. VOTING

Directors shall be entitled to one (1) vote each. Except as otherwise provided in these By-Laws, all elections and questions shall be decided by a majority vote of the Directors.

9. COMMITTEES

The Board of Directors, by resolution, may appoint two (2) or more of their members to one (1) or more committees, which, to the extent provided in these By-Laws may exercise the powers of the Board of Directors in the management of the business of ECMGMA. The Board of Directors may also establish Non-

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Board committees to carry out necessary functions of ECMGMA. The President shall have the power to name members thereto.

10. COMPENSATION

No compensation shall be paid to Directors for their services. By resolution of the Board of Directors, reimbursement of actual expenses for attendance at meeting approved by the Board of Directors may be authorized on a case-by-case basis.

ARTICLE IV - OFFICERS

1. OFFICERS ELECTION AND TERM

- A. At the time Directors are elected, they shall be elected to specific offices: President, Vice-President, Treasurer, Secretary and Membership Director. The immediate past President shall continue to service without re-election.
- B. All officers shall hold office until the end of their term.
- C. All officers must be current "active" members of the organization.

2. PRESIDENT

The President shall be the Chief Executive Officer of ECMGMA and shall have the general powers and duties of supervision and management usually vested in the Office of President of ECMGMA. The President shall be responsible for coordination of chapter activities and development of agendas. The President must be a current practice administrator.

3. VICE-PRESIDENT

During the absence or disability of the President, the Vice-President shall have all the powers and responsibilities of the President. The Vice-President shall automatically assume the Office of the President upon a vacancy in the Office of the President. The Vice-President shall be responsible for engaging speakers for the meeting and room set-up with food and seating.

4. TREASURER

The Treasurer shall have the custody of ECMGMA funds and securities and keep full and accurate account of receipts and disbursement in the ECMGMA books. Deposit all money and other valuables in the name and to the credit of ECMGMA in such depositories as may be designated by the Board. Funds of ECMGMA are to be disbursed as may be designated by the Board. Funds of ECMGMA are to be disbursed as may be ordered or authorized by the Board and proper vouchers for such disbursements preserved, collect organization dues and render to the President and Board at regular meetings of the Board of Directors, or whenever they require it, an account of all transactions as Treasurer. The Treasurer shall render a full financial report of the financial condition of ECMGMA at the annual meeting or as requested by the Board. The Treasurer shall ensure the corporate

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liability insurance is current and in effect and perform other such duties as required by these By-Laws or assigned by the Board of Directors or President.

5. SECRETARY

The Secretary shall have the custody of the Corporate Minutes and keep full and accurate minutes of the membership meetings and Board of Director meetings. The Secretary shall render a report of the prior minutes at each meeting and shall ensure that all minutes are approved. The Secretary shall be responsible for meeting notice distribution. The Secretary must be an “active” member.

6. MEMBERSHIP DIRECTOR

The Membership Director shall ensure that applications are available at each function, and promote and facilitate the addition of members at meetings. The Membership Director shall process dues notices and collect dues from members for new membership and renewals. The Membership Director shall keep a record of the names, addresses, e-mail addresses and all contact information and shall make this available to members upon request. The Membership Director must be an “active” member.

ARTICLE V - EXECUTION OF INSTRUMENTS

All ECMGMA instruments and documents shall be signed or countersigned, executed, verified and acknowledged by such officer and other person or persons as the Board of Directors may from time-to-time designate.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of ECMGMA shall be signed by such officers or officers, agent or agents of ECMGMA and in such manner as shall be determined from time-to-time by the resolution of the Board of Directors.

ARTICLE VI - CONSTITUTION

Whenever a conflict arises between the language of the By-Laws and the Certificates of Incorporation, the Certificates of Incorporation shall govern. Any reference herein to the male gender shall also be deemed to include the female gender. Nothing in these By-Laws shall be construed in any way as contrary to, or in conflict with, the By-Laws of Florida MGMA or National MGMA.

ARTICLE VII - AMENDMENTS

Except as otherwise provided herein, the Articles of Incorporation and these By-Laws may be amended at any annual meeting of the members or Directors or at any special meeting thereof if notice of the proposed amendment to be made is contained in the notice of such special meeting. Amendments will be adopted by affirmative vote of a

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majority of the full membership or the Board of Directors, as the case may be. For the purpose of this article, the term “amendment” shall include the repeal of a provision.

ARTICLE VII - LIABILITIES OF OFFICERS

No officer of ECMGMA or his heirs or executors or administrators shall be liable to ECMGMA 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 misconduct or gross negligence in the performance of his duties as such officer.