

**BYLAWS**  
**OF**  
**ARIZONA MEDICAL GROUP MANAGEMENT ASSOCIATION**

**ARTICLE I. NAME**

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

**SECTION 2.** Offices of the Association shall be located at Phoenix and/or in such other localities as may be determined by the Board of Directors.

**ARTICLE II. PURPOSE**

The purpose of this Association shall be to (1) advance the profession of medical group practice management, (2) provide a forum for the exchange of ideas among business professionals, (3) provide education and professional development opportunities for its members, and (4) influence the regulatory environment to improve health delivery to the general public.

**ARTICLE III. MEMBERSHIP**

Membership is available in the following categories and is established by a written membership application to be approved by the Membership Chair:

**SECTION 1. Active:** An active member must be employed by or contracted to provide management services for a medical practice, hospital or investor owned organization managing medical practices; and must have one of the following as a principal role:

- a. Performing managerial duties involving multiple areas;
- b. Perform administrative tasks involving a single area, including significant management responsibility within the organization; or
- c. Provide patient care and also performing significant managerial or administrative tasks. An Active member is entitled to all association membership services, as defined by the Board of Directors, including the right to vote on all matters, and to serve as an officer of the association.

**SECTION 2. Affiliate:** Any person with significant responsibility to provide services to medical practices in a vending or consulting role who does not qualify under the definition of active member. An affiliate member shall not be a voting member of the Association, nor the eligible to hold office, but may serve on a committee or as a representative on the board.

**SECTION 3. Allied:** An Allied member is a student, faculty member or a representative of a non-group practice organization who is otherwise involved in health care through professional societies and emerging health care systems. An Allied member may also be an Active or Affiliate member who becomes unemployed and who wishes to maintain affiliation with the Association. An Allied member is entitled to membership services as determined by the Board of Directors, will be a nonvoting member of the Association, and will not be eligible to hold office, but may serve on committee.

**SECTION 4. Honorary:** An Honorary member is a person who has received honorary member distinction from the National Medical Group Management Association. An Honorary member is entitled to membership services as determined by the Board of Directors. An Honorary member is a

nonvoting member and is not allowed to serve as an officer of the Association, but may serve on committees. Dues shall be waived for Honorary members.

**SECTION 5. Life.** Any person who has been an individual member for a total of fifteen (15) years and who is no longer associated with the health care field in an administrative, consultative, service or sales capacity is eligible for life membership. A Life member is entitled to Association membership services, as determined by the Board of Directors, and may vote and serve on committees. Dues shall be waived for Life members.

#### **ARTICLE IV. ORGANIZATION STRUCTURE**

**SECTION 1. Organization:** To achieve the objectives of the Association, the Board of Directors may at its discretion establish organizational units such as boards, councils or divisions to serve special interests of the Association, including sections to provide educational opportunities in specialty areas of interest to Association 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 2. Medical Group Management Association.** The Association 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 Association Board of Directors.

**SECTION 3. Related Organizations:** In order to further the objectives of the Association, the Board of Directors may establish relationships with other associations of similar purpose that are formed on a local, regional (sub-state or multi-state), or state basis. The Board of Directors shall establish such terms and conditions for relating to recognized societies and groups as it considers desirable. The Association shall consult with National MGMA if such organizations desire affiliation with National MGMA. In the event any existing metropolitan or other organization that is affiliated with National MGMA wishes to expand or change its jurisdiction, the Association shall consult with National MGMA on the advisability of such expansion or change.

#### **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.

**SECTION 2. Delinquency and Cancellation:** Any member of the Association who shall be delinquent in dues for a period of sixty 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 in 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.

#### **ARTICLE VI. MEETINGS OF MEMBERS AND VOTING**

**SECTION 1. Annual Business Meeting:** The Annual Business Meeting of the Association shall be held at such place and on such dates as may be determined by the Board of Directors.

**SECTION 2. Special Meetings:** Special meetings of the Association may be called by the Board of Directors at any time, or shall be called by the Board Chair upon receipt of a written request by twenty-five percent 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 the Association at which official Association business is conducted should be sent to all not less than ten nor more than forty days before the date of the meeting.

**SECTION 4. Voting:** At all business meetings of the Association, Active and life 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.

## **ARTICLE VII. OFFICERS**

The officers of the Association shall be President, President-Elect/Vice President, Secretary, and Treasurer. All officers shall be elected by the voting members of the Association for a period of one year or until their successor will be elected or qualified. Terms of office will begin and end on the following dates: at the annual meeting or May 1<sup>st</sup>, whichever comes first. All officers must be members of the Association.

## **ARTICLE VIII. DUTIES OF OFFICERS**

**SECTION 1. President:** The President shall be the Board Chair and will preside at all meetings of the Association. 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 necessarily incident to the office.

**SECTION 2. President-Elect/Vice President:** The President-Elect/Vice President shall perform all duties of the President during his or her absence and will assist the President in the fulfillment of his or her executive duties as requested by the President.

**SECTION 3. Secretary:** The Secretary's are follows:

- (a) To give notice of all meetings of the Association 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 keep a current listing of the members of the Association.

**SECTION 4. Treasurer:** The Treasurer shall perform such duties and have such powers as may be assigned or delegated from time to time by the Board.  
The Treasurer's duties are:

- (a) To send out notice of dues payable, collecting same and depositing in a bank approved by the Board of Directors.
- (b) To make disbursements upon the direction of the Board of Directors.

## **ARTICLE IX. BOARD OF DIRECTORS**

**SECTION 1. Authority and Responsibility:** The governing body of this Association shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Association, its committees and publications; shall determine its policies or changes therein; shall actively prosecute these objectives, supervise the disbursement of its funds, and shall be responsible for the interpretation of these Bylaws. 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 the Association, the Immediate Past President, Membership Chair, Program Chair, Legislative Chair, College Forum/Scholarship Chair, Monthly Meeting Chairs, an Arizona Medical Association Liaison and an Affiliate Member Liaison. The Arizona Medical Association Liaison and the Affiliate Member Liaison shall be appointed by the Board of Directors..

**SECTION 3. Term of Office and Manner of Election:** Directors shall serve for a term of 1 year or until their successors have been elected and assume office.

**SECTION 4. Nominations:** The Nominating Committee, acting in accordance with Article X, Section 1, shall present one nominee for each seat on the Board which is vacant or is about to expire.

**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 the Association, 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 and Voting Procedure:** A regular meeting of the Board of Directors shall be held no less than two times each administrative year at such time and such place as the Board may prescribe. Notice of all such meetings shall be given to the Directors not less than thirty days before the meeting is held. Special meetings of the Board may be called by the Chairman of the Board or at the request of four Directors, by notice mailed delivered, or faxed to each member of the Board of Directors, not less than seventy-two hours before the meeting is held. Special meetings may be held by telephone conference call and votes may be cast during such conference. Directors may also submit their votes by fax message pursuant to procedures adopted by the Board. Voting rights of a Director shall not be delegated to another nor exercised by proxy.

**SECTION 7. Vacancies and Removal:** 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. The Board of Directors may remove any Director for cause by an affirmative two-thirds vote of the Board present at any regular or special meeting.

**SECTION 8. Compensation:** Directors and elected officers shall not receive any compensation for their services but may be reimbursed for reasonable expenses associated with travel and conduct of their duties as board members.

**SECTION 9. Indemnification:** Every director and officer of the Association shall be indemnified by the Association to the fullest extent allowed by State 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 become involved, by reason of being or having been a director, officer or employee of the Association, or any settlement or judgment thereof, whether the person is a director, officer or employee at the time such expenses are incurred, except in such case wherein the director, officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

## **ARTICLE X. SPECIAL AND STANDING COMMITTEES**

**SECTION 1. Nominating Committee:** The Board Chair shall appoint, with the approval of the Board of Directors, a Nominating Committee which will consist of three voting members, one of whom shall be the Immediate Past President of the Association who will also act as the Committee Chair. At least one member of the Nominating Committee shall be reappointed to the following year's Nominating Committee to insure continuity. The Nominating Committee shall nominate a candidate to the Board whenever a vacancy occurs in the Board, with said candidate to be approved by a majority vote of the remaining members of the Board. The Nominating Committee shall nominate a candidate for each position of elected officers for the ensuing year and for the new Board of Directors. Thirty days shall be allowed for nominations from the membership. Once nominations have been received from the general membership, the Nominating Committee will prepare a slate of Officers and Board of Directors to be voted on at the annual business meeting. Members shall be notified in writing at least 30 days prior to the annual business meeting. Results of the election shall be announced no later than the conclusion of the

business meeting. **SECTION 2. Creation and Dissolution of Committees:** The Board Chair shall monitor actions of the committees, councils and task forces of the Association and shall recommend to the Board of Directors on a regular basis the creation, dissolution and consolidation of these bodies.

**SECTION 3. Other Appointments.** The Board of Directors shall appoint Association members to work with National MGMA and other related health care organizations as appropriate.

#### **ARTICLE XI. MISCELLANEOUS**

**SECTION 1. Fiscal Year:** The fiscal year of the Association shall end on the 31st day of December of each year.

**SECTION 2. Accounting:** The accounts of the Association shall be compiled not less than annually by a Certified Public Accountant who shall be recommended by the President with the approval of the Board of Directors.

**SECTION 3. Vacancies.** If a person no longer meets the criteria to serve as an officer or member of the Board of Directors of the Association, 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 their term of office.

#### **ARTICLE XII. AMENDMENTS**

Amendments to the Bylaws may be made by a two-thirds vote of the Board of Directors. Notice of any amendments shall be given to the membership in the Association newsletter.

As approved by the Board of Directors on August 7, 2006.

As amended by the Board of Directors on March 13, 2008.

As amended by the Board of Directors on August 14, 2008

By: Alice Halscheid  
President

By: Leueen Berlinger  
Secretary