

BY-LAWS

Nevada Medical Group Management Association

ARTICLE I – NAME

The name of this organization will be **Nevada Medical Group Management Association** (Nevada MGMA), A NONPROFIT 501(c) (3) entity and will be referred to henceforth as the Association.

ARTICLE II – PURPOSE

The purpose of this Association shall be to improve business administration in medical groups, collect and disseminate to the members of the Association information pertaining to medical group management, present and propose national, state, and local legislation in health care administration, and to promote the education of members of the Association through meetings, seminars, and written communication.

ARTICLE III – MEMBERSHIP

Membership is restricted to those who work or live in Nevada and bordering communities of bordering states and is available in the following categories.

Active: An Active member works in an office of one or more physicians engaged in the practice of medicine as a legal entity, sharing business management, facilities, records and personnel. This member's principal role must be one of the following:

- a Performing managerial duties involving multiple areas, or
- b Performing administrative tasks involving a single area, or
- c Providing patient care and also performing significant managerial or administrative tasks, or
- d Providing managerial duties as an employee or Independent Contractor with an evergreen contract stating the management duties to be provided to the medical practice.

An Active member is entitled to all Nevada Association membership services, including the right to vote on all matters and to serve as an officer of the Association.

Student/

Faculty: Any person pursuing a university degree or serving on a university faculty who is not eligible for other membership categories is eligible to be a student/faculty member.

A student/faculty member is entitled to Association membership services as determined by the Board of Directors and will be a non-voting member of the Association and cannot hold office.

Affiliate: Individuals and companies who provide products and/or services to medical group practices. Affiliates are required to have an interest in the financing, administration or delivery of health care, and do not qualify as an Active member. Applications for Affiliates will be submitted for approval by the Board of Directors. Affiliates will pay more than the usual membership dues, and the amount will be decided upon from time to time by the Board of Directors.

ARTICLE IV – APPLICATION

Application for membership in the Association will be by such manner and form as will be prescribed from time to time by the Board of Directors of the Association and will be submitted for approval by the Board of Directors.

ARTICLE V – ORGANIZATION STRUCTURE

Organization: The Board of Directors shall appoint such committees as it deems necessary to perform the objectives of the Association, with related responsibilities and authority.

Medical Group Management Association: The Association shall be affiliated with the Medical Group Management Association (“National MGMA”). The Association shall enter into an affiliation agreement with National MGMA, and this agreement may be amended from time to time upon approval of the Board of Directors.

Allied 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 may establish such terms and conditions for relating to recognized societies and groups as it considers desirable. The Association shall inform the National MGMA if such organization that is affiliated with National MGMA wishes to expand or change its jurisdiction, the Association shall inform the National MGMA on the advisability of such expansion or change.

ARTICLE VI – DUES

Establishment of Dues: Dues and admission fees, if any, for all classes of membership shall be established by the Board of Directors.

Delinquency and Cancellation: Any member of the Association who shall be delinquent in dues for a period of ninety (90) days from the deadline for payment shall be notified of such delinquency and shall be suspended from further membership. 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.

Waiver of Dues: The unemployed member who is actively seeking employment in medical group practice management may request, in writing to the Board of Directors, to have dues deferred while continuing to hold the same membership status for one (1) year past the current membership year for which dues have been paid.

ARTICLE VII – MEETINGS OF MEMBERS AND VOTING

Annual Business Meeting: The Annual Business Meeting of the Association shall be held at such place, and on such date, as may be determined by the Board of Directors.

Special Meetings: Special meetings of the Association may be called by the Board of Directors at any time, or shall be called by the President upon receipt of written request by twenty-five percent (25%) of the voting members, within thirty (30) 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.

Notice of Meetings: Written notice of any business meeting of the Association should be mailed, e-mailed, or faxed to the last known address of each member not less than ten (10) or more than sixty (60) days before the date of the meeting.

Voting at Meetings: At all Business Meetings of the Association, each voting member shall have one vote and may take part and vote in person. Proxies that have been signed and dated by Active members and given to an Active member who is present at the meeting, are also acceptable.

Voting via Mail: When a vote needs to be done via mail, e-mail, or fax, a date will be posted on the vote to when it must be returned for a count. The counting of the votes shall be completed within sixty (60) days following the date requested for return on the vote. All unreturned ballots shall be construed to be votes in favor of the proposed vote. The vote will pass with a three-fourths (3/4) vote of the total active membership.

Quorum of Members: A quorum at the business meetings shall consist of one more than fifty percent (50%) of those in attendance either in person or by proxy.

ARTICLE VIII – OFFICERS

The officers of the Association shall be a President, President Elect, Secretary/Treasurer, and Immediate Past President. The officers may only be elected from among those members qualifying for specific offices.

ARTICLE IX – DUTIES OF OFFICERS

President: Will be the chief officer and will preside at all meetings of the Association. He/She 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. The President will attend all Board Meetings. There is a job description for this position on file.

President Elect: Will perform all duties of the President during his/her absence and will assist the President in the fulfillment of his executive duties as requested by the President. The President Elect will attend all Board Meetings. There is a job description for this position on file.

Secretary/Treasurer: Will perform or oversee duties otherwise assigned by the President. The Secretary/Treasurer will attend all Board Meetings. There is a job description for this position on file.

Immediate Past President: Will provide advice and counsel to the organization and serve as committee chairperson at the request of the President. The Past President will attend all Board Meetings. There is a job description for this position on file.

ARTICLE X – BOARD OF DIRECTORS

Authority and Responsibility: The governing body of the 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. The Board shall determine Association policies, or changes therein; it shall actively execute Association objectives, supervise the disbursement of funds, and shall be responsible for the interpretation of these By-Laws. The President will serve as the Board Chair. The Board may adopt such rules and regulations to conduct its business as shall be deemed advisable.

The Board of Directors will have the power to appoint such committees as it deems necessary from time to time to carry on the work of the Association. The Board of Directors will have the authority to fill any vacancy on the Board of directors by appointment of a member in good standing.

Composition: The Board of Directors of the Association will be composed of the President, President Elect, Secretary/Treasurer, and Immediate Past President. The Board of Directors may request that additional members be present at Board Meetings such as the Legislative Liaison, Membership Committee Chairperson, etc.

Quorum: A quorum at the Board of Directors meetings shall consist of one more than fifty percent (50%) of the total members on the Board.

Election of Officers: The Board of Directors, acting as a Nominating Committee, shall nominate a member for election by the Membership to the position of Secretary/Treasurer. The vote to accept the nomination will occur at the Annual Business Meeting. At October 1 of that year, the member serving in the position of Secretary/Treasurer shall automatically move to the position of President Elect, to be replaced by the new Secretary/Treasurer. The individual serving in the position of President Elect shall automatically move to the position of President and the existing President shall move to the position of Immediate Past-President.

Term of Officers: Terms of office are for one (1) year and begin on October 1 and end on September 30. The nomination and election of the Secretary/Treasurer position will be in place up to six (6) months before the October 1 starting date and no later than three (3) months before the October 1 starting date.

Qualifications of Officers: All officers shall be members of the national chapter of The Medical Group Management Association (MGMA) for a minimum of one (1) year and an Active member of The Nevada Medical Group Management Association (NVMGMA). Representation on the Board of Directors should reflect two officers from the Northern Chapter and two officers from the Southern Chapter. In the event that the Board of Directors cannot find qualified and willing members to fill the aforesaid quota ratio of 2:2, the Board of directors will always default to choosing the most qualified person even if this means that from time to time the 2:2 ratio cannot be kept.

Vacancies and Removal: Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors. Any officer or agent may be removed by majority vote of the Board of Directors whenever, in its judgment, the best interests of the Association will be served thereby, but such removal shall be without prejudice.

Compensation: The Board of Directors shall not receive any compensation for their services but may be reimbursed for expenses with the President's approval.

Indemnification: Every Director and Officer of the Association shall be indemnified by the Association to the fullest extent allowed by State law, for all expenses and liabilities, including legal 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 of the Association, or any settlement or judgment thereof, whether the person is a Director at the time such expenses are incurred, except in such case wherein the Director 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 indemnification may be entitled.

ARTICLE XI – ACTIVITIES AND PROPERTY

This Association will not engage in any business activity not directly related to the purpose of the Association, and no pecuniary gain will inure to the benefit of any member. All dues received will be used exclusively for the purposes as named herein.

The property of the Association will never inure to the benefits of, or be distributed to, any member of the Association. In the event of the dissolution of the Association, any property remaining after the payment of debts and liabilities of the Association shall be transferred to a charitable, scientific or education purposes as the same is now defined in the Section 501(c) (3) of the Internal Revenue Code of 1954 by the Congress of the United States of America, and any amendments or reenactments of such section. Selection of such organizations shall be subject to the approval of a majority of the active members.

ARTICLE XII – FINANCE

Fiscal Year: The fiscal year of the Association shall be prescribed by the Board of Directors.

Accounting: The accounts of the Association shall be audited or reviewed at any time deemed by the Board of the Directors. The President may commend from time to time to have a Certified Public Accountant audit or review the financial records. Financial reports should be provided to the Board of Directors no less than on an annual basis.

ARTICLE XIII – AMENDMENTS

These By-Laws may be amended or rescinded at any meeting of the Association by an affirmative vote of at least fifty-one percent (51%) of the Active members present; provided further, that notice of the proposed change shall be given by the Secretary to the members by mail, e-mail or fax at least fifteen (15) days before the meeting at which such action is proposed.

As approved by the Board of Directors and the membership on _____.

Original Signed

Judy Montgomery - Acting President

Original Signed

Daniel Peterson - Secretary/Treasurer

Original Signed

Jackie Shoupe - President Elect

Original Signed

Shirley Bria - Immediate Past President