



**BYLAWS
OF
OHIO MEDICAL GROUP MANAGEMENT ASSOCIATION**

ARTICLE 1: NAME

SECTION 1. The name of this organization shall be OHIO MEDICAL GROUP MANAGEMENT ASSOCIATION (the "Association" OMGMA), a nonprofit 501C-6 corporation, incorporated under the laws of the State of Ohio.

SECTION 2. Offices of the OMGMA Association shall be located at the employment address of the current Treasurer.

ARTICLE II: PURPOSE

The purpose and objectives of this Association the OMGMA shall be:

1. To promote a program of mutual education in the field of medical group practice administration.
2. To disseminate information of mutual interest.
3. To improve administration in medical groups in order to serve the members of the OMGMA Association and the medical groups they represent.
4. To cooperate with other organizations having similar aims and objectives.
5. To provide an environment of networking for members.

ARTICLE III: MEMBERSHIP

Membership is available in the following categories:

SECTION 1. Active: To be eligible as an ACTIVE member of the OMGMA, a person shall be the full-time manager in a leadership position in the field of medical group practice management. The person must perform permanent, day-to-day managerial duties in multiple areas, administrative tasks in single areas, or perform patient care and significant managerial or administrative functions within the practice.

SECTION 2. Affiliate: To be eligible as an AFFILIATE member (Business Associate) of the OMGMA, a person must be an employee, owner or partner of an organization involved in the supply of products, services or education to ambulatory health care professionals.

SECTION 3. Student: To be eligible as STUDENT member of the OMGMA, a person must be pursuing a degree at a university or college, full-time.

SECTION 4. Distinguished: A DISTINGUISHED member is an Active member who has demonstrated outstanding service and commitment to the Association and to the medical group management profession while a member. The Board of Directors may institute procedures necessary to select and honor Distinguished members. There shall be no dues for Distinguished members. Past Presidents of the OMGMA (following their term on the Executive Board as Past President) are considered Distinguished members of the association with all rights and responsibilities thereof.

SECTION 5. Only Active members shall have voting privileges in the Association OMGMA. Further, only Active members of the Ohio Medical Group Management Association OMGMA shall be eligible to hold office in the Association.

SECTION 6. The Active members shall prescribe ratify the rights and privileges of all Members and may create other classifications of membership.

SECTION 7. Fiscal Year: The OMGMA Association shall operate on a calendar year for tax purposes.

SECTION 8. The Executive Board shall adopt a membership application form, which will set forth the requirements for membership. A prospective member shall complete the application and file it with the Secretary for Executive Director of the Association.

SECTION 9. No one may be denied membership because of race, sex, gender, color, religious affiliation or sexual orientation.

ARTICLE IV: ORGANIZATION STRUCTURE

SECTION 1. Organization: To achieve the objectives of the Association OMGMA, the Executive Board may, at its discretion, establish organizational units such as committees or councils to serve special interests of the Association OMGMA to provide educational opportunities in specialty areas of interest to Association membership. The Executive Board 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 may OMGMA will be affiliated with Medical Group Management Association ("National MGMA") by entering into an affiliation agreement with National MGMA. The agreement may be amended from time to time upon approval of the Executive Board.

SECTION 3. Related Organizations: In order to further the objectives of the Association OMGMA, the Executive Board 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 Executive Board shall establish such terms and conditions for relating to recognized societies and groups as it considers desirable. The Association OMGMA shall consult the 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 OMGMA 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 categories of membership shall be established by the Executive Board and submitted for approval to the voting membership. Dues shall be paid annually for the upcoming calendar year in January of that year.

SECTION 2. Delinquency and Cancellation: Any member of the Association OMGMA 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 with the next succeeding thirty days, the delinquent member shall be dropped from the rolls. The delinquent member He will forfeit all rights and privileges of membership, unless the suspension, at the request of the member, is waived by affirmative action of the Executive Board.

ARTICLE VI: MEETING OF MEMBERS AND VOTING

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

SECTION 2. Special Meetings: Special meetings of the Association OMGMA may be called by the Executive Board at any time, or shall be called by the President upon receipt of a written request by 25% 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 official business meeting of the Association OMGMA will be mailed or emailed to the last known address of each member typically not less than ten or more than forty 30 days before the date of the meeting.

SECTION 4. Voting: At all business meetings of the Association OMGMA, each Active Members shall have one vote and may vote in person only. Email ballots and votes are also permissible if deemed necessary by the Board. 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 meeting of Members, a quorum shall consist of all voting members in attendance. The Executive Board shall implement all actions approved by the voting membership.

ARTICLE VII: OFFICERS

The officers of the Association OMGMA shall be Past President, President, President Elect, Vice-President, Secretary, and Treasurer, ACMPE College Forum Representative, and Legislative Liaison and At-Large member(s). All officers shall be elected by the voting membership 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; October 1st and September 30th.

All officers must be Active members of the Association OMGMA, members of the National MGMA and employed by be in a leadership position in the field of a medical group practice located within the boundaries of Ohio.

ARTICLE VIII: DUTIES OF OFFICERS

SECTION 1. President: The President shall chair the Executive Board be the chief officer and will preside over at all meetings of the Association OMGMA. The President will initiate communication to the membership of all matters affecting the Association OMGMA between meetings, review annual financial audits and monthly banking statements, and will perform such other duties as are necessarily incident to the office.

SECTION 2. President Elect: The President Elect shall 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. Planning and implementing all educational programs during his the term of office are the responsibility of the President Elect. The President Elect shall automatically be nominated to the Presidency in the year following his/her term as President Elect.

SECTION 3. Vice-President: The Vice-President shall select topics and arrange speakers for the next year's programs; secure breakfast, luncheon and break meal sponsors with Administrative Coordinator in conjunction with the Executive Director.

SECTION 4. Secretary: The Secretary's duties are as follows:

- a. Coordinate with the Executive Director to give notice of all meetings of that the Association OMGMA and to make provisions for the keeping of all records of all proceedings.
- b. Maintain a permanent file including the Bylaws, Executive Board Responsibilities and Affiliation Agreement.
- c. To oversee correspondence at the direction of the President.
- d. To insure a current listing of the members of the Association OMGMA is maintained.

SECTION 5. Treasurer: The Treasurer shall supervise the financial affairs of the Association OMGMA, manage the check book, investment accounts, obtain/maintain professional liability insurance for the Association's officers, etc., and report to the Membership at each Meeting; as well as such other duties as the President may prescribe. The Treasurer is authorized to sign charges and checks on the accounts of the Association OMGMA. Ensuring third party annual financial audits and reporting results to the President are the responsibility of the Treasurer. The Treasurer also coordinates the Association's OMGMA's scholarship program.

SECTION 6. Past President: The Past President serves as Chair of the Nominating Committee and coordinates Past Presidents/Distinguished Members events as appropriate.

SECTION 7. ACMPE College Forum Representative: The ACMPE College Forum Representative promotes the American College of Medical Practice Executives (ACMPE) to State members, represents Ohio MGMA at National ACMPE forum meetings, processes Ohio ACMPE applications and serves as the OMGMA's liaison with the Midwest and National MGMA ACMPE.

SECTION 8. State Legislative Liaison: The State Legislative Liaison communicates National and State legislative issues to the membership and liaisons with the Ohio State Medical Association. The State Legislative Liaison represents OMGMA at legislative forum meetings as State, Sectional (Midwest) and National leadership conferences.

SECTION 9. At-Large Member: The At-Large member is an active and participating member of the Board for the purpose of orienting to the functions of OMGMA. The At-Large member coordinates with state affiliates, student affiliates and ensures the creation and distribution of newsworthy material to the membership. At the Executive Board's discretion, and with appropriate voting support of the membership, two At-Large members may serve on the Executive Board at any one time.

SECTION 10. The above duties are not necessarily all-encompassing. At the discretion of the President with approval from the Executive Board, a more defined list of duties will be maintained by the Executive Director.

ARTICLE IX: EXECUTIVE BOARD

SECTION 1. Authority and Responsibility: The governing body of this Association the OMGMA shall be the Executive Board. The Executive Board shall have supervision, control and direction of the affairs of the Association OMGMA, 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: The Board shall consist of the officers of the OMGMA, the immediate Past President of the Association and may include up to five chairs appointed by the President from the OMGMA membership.

SECTION 3. Term of Office: Chairs shall serve for a minimum term of one (1) year, which may be extended at the discretion of the President. The Immediate Past President and officers shall serve a one-year term.

SECTION 4. Nominations: The Nominating Committee, acting in accordance with Article X, Section 1, shall present at least one nominee for each Officer position, which is vacant or is about to expire.

SECTION 5. Quorum of the Board: At any meeting of the Executive Board, a majority of the voting members of the Board shall constitute a quorum for the transaction of the business of the Association OMGMA, 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 Executive Board shall be held no less than two times each administrative year at such time and place as the Board may prescribe. Notice of all such meetings shall be given to the Officers 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 five officers, by notice via registered mail or email to each member of the Executive Board, not less than seventy-two hours before the meeting is held. Special meetings may be held by telephone conference call and message pursuant to procedures adopted by the Board.

SECTION 7. Compensation: Elected officers and chairs shall not receive any compensation for their services, but may be reimbursed for out-of-pocket expenses incurred in conducting Association OMGMA business, at the discretion of the Executive Committee. Membership dues and meeting fees may be waived during their term of office.

SECTION 8. Indemnification: Executive Board members and the Executive Director of the Association OMGMA 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 proceedings to which they may be made a party, or in which they become involved, by reason of being or having been director, officer or employee of the Association OMGMA, 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 Executive Board shall appoint, with the approval of the Executive Board, a Nominating Committee of active member(s), which shall consist of three voting members, one of whom shall be the be chaired by the Immediate Past President of the Association.

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. The Nominating Committee shall nominate a candidate(s) for each position of elected office for the ensuing year and shall notify the membership of its slate of candidates. Thirty days prior to this notification, the

membership shall be allowed to submit nominations. Except for the office of President, which is automatically filled in accordance with Article VIII, Section 2 of these Bylaws, any member nominated by a member of the voting membership shall be placed on the ballot. The ballot shall indicate those nominees recommended by the Nominating Committee and those recommended by membership.

Ballot information (candidates, bylaw changes, etc) shall be distributed to all voting members thirty days prior to the next scheduled business meeting of OMGMA. Ballots will be dispersed to voting members during the regular membership business meeting. Each voting member will have one vote to cast for each officer position. Candidates receiving the highest number of votes for each office shall be declared elected. Results of the election shall be announced no later than the conclusion of the business meeting.

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

SECTION 3. Other Appointments: The Executive Board shall appoint Association OMGMA members to work with the National MGMA and other related health care organizations as appropriate.

ARTICLE XI: MISCELLANEOUS

SECTION 1. Privileges and Obligations of the Members: This Association OMGMA is purely educational and a clearinghouse for information and the sharing of ideas. It shall not engage in any business activity not directly related to the its objectives of the Association. No pecuniary gain shall inure to the benefit of any member. All revenues received shall be used exclusively for the purpose as named herein. **Guests:** OMGMA Members of the Association shall have the privilege of inviting guest(s) with the approval of the Program Chairman, and/or Executive Director.

SECTION 2. Distribution Upon Liquidation: The assets of the Association OMGMA, of whatsoever kind and nature, shall, upon liquidation, either voluntary or involuntary, be sold and converted into money. Said money, after payment of all the Association's OMGMA's debts, shall be distributed to a non-profit charitable corporation rendering medical services to the public, as selected by a majority vote of the Executive Board.

SECTION 3. Accounting: The accounts of the Association OMGMA shall be audited annually by a Certified Public Accountant recommended by the President and approved by the Executive Board. The Board shall provide to the Membership a certified copy of the audit report, upon written request.

SECTION 4. Vacancies: If a person no longer meets the criteria to serve as an officer of member of the Executive Board of the Association, such person shall tender their resignation to the Executive Board. The Board shall have the option of either accepting the resignation or requesting the person to complete their term of office. Vacancies will be filled via the process of nominations and elections. **Unscheduled/ unanticipated mid-term vacancies** will be filled at the discretion of the Executive Board ensuring the positions are filled through the vacant term.

ARTICLE XII: AMENDMENTS

Amendments to the Bylaws may be made by a two-thirds vote of the Executive Board. Notice of any amendments shall be made to the membership in the Association newsletter. Notice of amendments to the By-laws shall be presented for review and vote of the Membership in the regular business meetings conducted during the periodic educational sessions.

ARTICLE XIII: ROBERT'S RULES OF ORDER

Robert's Rules of Order, as currently in effect at the time of any meeting, shall govern the conduct of any and all meetings of the Executive Board and the Members.

ARTICLE XIV: CORPORATE SEAL

The Association OMGMA may, but is not required to, have a Corporate Seal bearing the following words: Ohio Medical Group Management Association, a nonprofit Ohio Corporation, 1981.

Note:

Amended September 2003

Amended September 2009