

**Bylaws**  
**Of**  
**New York State**  
**Medical Group Management Association Inc.**

**Article 1**  
**Name & Offices**

Section 1.01 Name. The name of the organization shall be New York State Medical Group Management Association Inc.

Section 1.02 Registered Office and Agent. The registered office and agent of New York State Medical Management Association Inc. (the “Association”) in the State of New York shall be as designated by the Board of Directors from time to time.

**Article 2**  
**Membership**

Section 2.01 Categories of Membership. The Association shall have Six (6) categories of members who meet such eligibility criteria as may be established by the Board from time to time: Individual; Student; Faculty; Distinguished; Life and Associate. The Association may choose to further define/revise such categories of membership from time to time.

Section 2.02 Individual Membership. An individual member is a person who has applied and been accepted for membership and who has an interest in the mission/purpose of the Association.

Section 2.03 Student Membership. A Student member is a person who has applied and been accepted for membership and who is a full-time student according to the guidelines of their college or university.

Section 2.04 Faculty Membership. A Faculty member is a person who has applied and been accepted for membership and who teaches business or healthcare administration in an accredited college or university.

Section 2.05 Distinguished Memberships. A Distinguished member is a member who has demonstrated outstanding service and commitment to the Association and to the NYS medical group management profession while a member of the Association. Nominations for Distinguished membership shall be submitted in writing to the Board for

its review and approval. A variety of factors shall be considered by the Board, such as active participation on the local, State, and service on committees of the Association.

Section 2.06 Life Membership. A Life member is an individual who has been a member of the Association for at least twenty (20) years and is no longer associated with the health care industry in an administrative, consultative, service or sales capacity.

Section 2.07 Associate Membership. An Associate member shall have the following structure:

Definition: An organization-that has applied and been accepted for membership and that provides products and /or services which enhance each member's ability to meet the health needs of their community.

Associate Categories. Categories of Affiliate members and their corresponding qualifications shall be determined from time to time by the Board.

Section 2.08 Voting Privileges. Dues-paying and Distinguished members have the privilege of voting in person or by proxy, on specified Association matters, namely the election of Directors elected by the voting members and any other matter requiring membership approval. Each voting member shall be entitled to one vote. Only members with voting privileges as outlined in this Section 2.9 may vote on Association committees, although members without voting privileges may participate on committees if appointed. All other members are non-voting members.

Section 2.09 Membership Dues and Benefits. The dues investment and benefits for each category of membership shall be determined from time to time by the Board of Directors.

### **Article 3**

#### **Meetings of Members**

Section 3.01 Annual Meetings. The annual meeting of members for electing Directors and transacting other business shall be held at the Annual Conference of the Association at such time and place as may be designated by the Board of Directors in a resolution and set forth in the notice of the meeting which shall usually be held in June of each year.

Section 3.02 Special Meetings. Special meetings of the members may be called by the Board and shall be called by the Board and/or the President upon written request of voting members having a least three percent (10%) of the votes entitled to be cast as such meeting . Notice to the voting members shall state the purpose or purposes of the special meeting Business transacted at any special meeting of members shall be limited to the purposes stated in the notice thereof.

Section 3.03 Place of Meeting. All members' meetings shall be held at such place, within the State of New York as shall be fixed from time to time by resolution of the Board of Directors.

Section 3.04 Notice of Meetings. Written notice stating the place, day and hour of the meeting and, in case of special meeting, the purpose or purposes for which the meeting is called, shall be delivered by to the members not less than ten days or more than fifty days before the date of the next meeting Either by mail or facsimile, electronic transmission (e-mail) or any other form of wire or wireless communication, by or at the direction of the President or the other officer or person calling the meeting, to each member who is entitled to vote at the meeting.

Section 3.05 Waiver of Notice. Whenever any notice is required to be given to any member of the Association under the provisions of any stature, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the member or members entitled to such a notice, whether before, at or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a member at or participation in a meeting shall constitute a waiver of notice of such meeting, except when such member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.06 Organization. Meetings of the members shall be presided over by the President, if the President of the Board is not present, by the President elect of the board.

Section 3.07 Voting. Except as otherwise specifically provided by the Articles of Incorporation, by these Bylaws or by statute, all matters coming before any meeting of members shall be decided by a vote of the majority of the votes validly cast. The vote upon any question shall be conducted by any method included in the notice of the meeting or otherwise approved at the meeting.

Section 3.08 Proxies. Voting members may vote by proxy on all matters subject to vote of the membership at the annual meeting, or any special meeting of the membership. Such proxy shall be delivered to the President before or at the time of the meeting in any manner. In addition, the Board, in its discretion, may provide that all members receive proxy forms in advance of any matter to be voted upon by the membership at annual or special meeting of the membership.

Section 3.09 Quorum. At any meeting of the members, the members present in person or by proxy who are entitled to vote at the meeting shall be sufficient to constitute a quorum for the transaction of business.

#### **Article 4 Board of Directors**

Section 4.01 Composition. The management of the affairs of the Association shall be vested in a Board of Directors of voting members as provided herein. The Board shall be composed of the following: President, President elect, Secretary, Treasurer, Past President, Regional Affiliates Presidents, other Appointed Liaisons. From time to time, the number of Directors may be revised by the Board of Directors.

Section 4.02 Role of the Board of Directors. The role of the Board of Directors shall include the following:

- (a) Basic Function. The Board shall have the ultimate responsibility for the affairs of the Association and to make policy on behalf of the membership of the Association. The Board may exercise all such lawful powers of the Association and do all such lawful acts that are not by statute or by the Articles of Incorporation required to be exercised by the members of the Association.
- (b) Duties, Responsibilities and Authority. The duties, responsibilities and authority of the Board shall include the following:
  - (1) Adopt policies that in the case of issues external to the affairs of the Association represent the public position of the Association and on issues of internal affairs provide guidance to the staff and organizational components of the Association.

- (2) Implement a continuous strategic planning process encompassing the vision, mission, values and goals of the Association.
- (3) Define organizational measures of success and track key performance indicators.
- (4) Adopt an annual budget incorporating the business planning process of Association with attention to both immediate and long-range needs and opportunities.
- (5) Appoint committees of the Board.

## **Article 5 Meetings of Directors**

Section 5.01 Regular Meetings. The Board of Directors from time to time may provide by resolution for the holding of regular meetings and fix the time and place of such meetings. The Board shall meet in person at least two (2) times during each association fiscal year.

Section 5.02 Special Meetings. Special Meetings of the Board of Directors may be called by the President or by the President-Elect specifying the time and form of the meeting. The time and form of the meeting must be calculated to reasonably provide an opportunity for members of the Board to attend the meeting. The form of the meeting may include meeting in person or by telephone conference call, telefax polling, or other forms calculated to provide a convenient meeting forum.

Section 5.03 Quorum and voting. At all meetings of the Board a majority of the voting Directors in office shall constitute a quorum for the transaction of business, and, except as may be otherwise specifically provided by the Act of by the Articles of Incorporation or by these Bylaws, the act of a majority of the voting Directors present at any meeting at which there is a quorum shall be the act of the Board. In the absence of a quorum the Directors present thereat may adjourn, the meeting from time to time without notice other than announcement at the meeting until a quorum is present.

## **Article 6 Officers**

Section 6.01 Officers. The officers of the Association shall be the President, President Elect, Secretary, and Treasurer. The Board of Directors may elect and appoint such other assistant officers and agents as may be deemed necessary and prescribe their respective authorities and duties.

Section 6.02 President. The position of President shall be described as follows:

- (a) Basic Function. The President shall be the highest ranking elected officer of the Association. The President shall exercise personal leadership in the motivation of other officers, Board members, committee chairs, committee members and membership, and influence the establishment of goals and objectives for the Association during his/her term. The President shall act as a spokesperson and leader for the Association, working in partnership with the Executive committee.
- (b) Duties, Responsibilities and Authority. The duties, responsibilities and authority of the President shall include the following:
  - (1) Serve as Chair of the Executive Committee and Chair of the Board of Directors of the Association.
  - (2) Exercise general supervision and evaluation of the work and activities of the Board, Executive Committee and other Association committees.
  - (3) The President shall preside at all meetings of the members and the Board of Directors, and being absent the president-elect shall preside, and being absent the secretary shall preside, and being absent the treasurer shall preside. The president shall with direction from the Board of Directors designate the time and place of any Board of Directors meetings. The president shall assume responsibility for all arrangements for the meetings including the giving of notices, coordination of educational programs presented by the Association and to act as liaison between the state and national organizations.

Section 6.03 President Elect. The position of President Elect shall be described as follows:

- (a) Basic Function. The President Elect is the second highest ranking elected officer of the Association. The President Elect shall perform the duties and exercise of the powers of the President in the absence or incapacity of the President.
- (b) Duties, Responsibilities, and Authority. The duties, responsibilities and authority of the President Elect shall include the following:
  - (1) Perform the duties and exercise the powers of the President in the absence or incapacity of the President.
  - (2) Work closely with the President to learn the duties of the President in preparation to assume the position.

- (3) Serve as a member of the Executive Committee and the Board of Directors of the Association.
- (4) Represent the Association with respect to other associations, industry groups, government or other organizations as requested by the President.
- (5) Perform other duties and assume responsibilities as requested by the President.
- (6) The President Elect shall be responsible for external affairs such as regional affiliate organizations, recruitment of new members, coordinating regional meetings, committee activities and other duties as assigned by the president.

Section 6.04 Immediate Past President. The position of Immediate Past President shall be described as follows:

- (a) Basic Function. The Immediate Past President of the board shall advise and counsel the Board and be responsible for the review and presentation of the annual nominating report to the Board of Directors.
- (b) Duties, Responsibilities and Authority. The duties, responsibilities and authority of the Immediate Past President shall include the following:
  - (1) Serve as Chair of the Nominating Committee as a member of the Executive Committee and the Board of Directors of the Association.
  - (2) Represent the Association with respect to other associations, industry groups, government or other organizations as requested by the President.
  - (3) Perform other duties and assume responsibilities as requested by the President.

Section 6.05 Secretary. The position of Secretary shall be described as follows:

- (a) Basic Function. The Secretary is responsible for the minutes of meetings, editing the newsletters, overseeing membership database and annual directory of the Association.
- (b) Duties, Responsibilities and Authority. The duties, responsibilities and authority of the Secretary shall include the following:

- (1) Serve as a member of the Executive Committee and the Board of Directors of the Association.
- (2) Work with the Administrative Assistant to ensure that the Association maintains accurate member database.
- (3) Produce accurate timely minutes of all Board meetings and maintain minutes.
- (4) Responsible for vendor/consultant relations including coordination of exhibit areas at the annual conference.
- (5) It shall be the duty of the secretary: a) to keep a record of all meetings of the members and Board of Directors; b) to maintain and take charge of the membership book; c) to produce an annual directory of New York State members. In addition, the secretary shall be responsible for vendor/consultant relations including coordination of exhibit areas and soliciting of in-kind and financial support for educational programs.

Section 6.06 Treasurer. The position of Treasurer shall be described as follows:

- (a) Basic Function. The Treasurer shall perform the duties of supervising financial affairs of the Association and prepare the annual budget.
- (b) Duties, Responsibilities and Authority. The duties, responsibilities and authority of the Treasurer shall include the following:
  - (1) Supervise financial affairs of Association. Serve as a member of the Executive Committee and the Board of Directors of the Association.
  - (2) Prepare the annual budget with the President of the Association.
  - (3) Serve as a member of the Board of Directors of the Association.
  - (4) Perform other duties and assume responsibilities as requested by the President.
  - (5) It shall be the duty of the treasurer to: supervise the financial affairs of the Association, to prepare annual budget and financial summaries to be reviewed and



approved by the Board of Directors and officers at the Board of Director meetings, and such other duties which the Board of Directors may prescribe.

Section 6.07 Term: Each Officer will serve a one-year term in each position and will automatically ascend to the next higher position.

Section 6.08 Resignations: Any officer may resign at any time by mailing or delivering written notice of such resignation to the President.

Section 6.10 Vacancies: The President Elect shall fill a vacancy in the position of the President. Any vacancy in the position of Immediate Past President shall not be filled.

## **Article 7 Committees**

Section 7.01 Formation. The Association shall have an Executive Committee, Nominating Committee, and other committees that may be established from time to time by the Board of Directors. The composition, duties and term of such committees not addressed in these Bylaws shall be established by the resolution of the Board.

Section 7.02 Executive Committee. The composition, function and operation of the Executive Committee shall be as follows:

- (a) Composition. The Committee shall be composed of the following: President, President Elect, Secretary, Treasurer, and Past President.
- (b) Basic Function. The Executive Committee shall review and take action on items that , in the discretion of the President must be acted upon prior to a full meeting of the Board in situations where a meeting with that full Board is not practicable. Actions of the Executive Committee shall be immediately communicated to each Board member.
- (c) Duties, Responsibilities and Authority. The duties, responsibilities and authority of the Executive Committee shall include the following.
  - (1) Develop agenda for meetings of the Board of Directors and the annual business meeting of the membership.
  - (2) Perform oversight of all operations and functions of the Association.
  - (3) Review items delegated to it by the Board.

Section 7.03 Nominating Committee. The composition, function and operation of the Nominating Committee shall be as follows:

- (a) Composition. The Committee shall be chaired by: the Immediate Past President. The Chair will appoint not less than two (2) active members to serve with him/her. If the position of Immediate Past President is vacated for whatever reason while serving on the Nominating Committee, then the remaining Committee members shall elect a Chair.
- (b) Basic Function. The Nominating Committee is charged with the responsibility of submitting to the Board of Directors qualified candidates for the positions of President, President Elect, Secretary, Treasurer, and such other positions as may be provided in these Bylaws or delegated to the Committee by the Board. In addition, the Committee shall confirm positions on the Board with are submitted to the Committee by the affiliates.
- (c) Duties, Responsibilities and Authority. The duties, responsibilities and authority of the Nominating Committee shall include the following:
  - (1) Seek input from the Association membership for all the positions on the Board, with such solicitations to include a description of the skill sets desired for Board membership.
  - (2) Take into account the diversity of the Association membership and the potential of each nominee to fulfill the mission statement of the Association. Each nominee shall be chosen without regard to race, creed, color, gender, age, national origin, religion or disability of such person.

## **Article 8 Regional Affiliates**

Section 8.01 Regional Affiliates. Individual members shall be administratively divided into geographic organizations herein referred to as “Affiliates”. The number, geographical area and designation of such Affiliates shall be determined by the Board of Directors from time to time, subject to the approval of the membership at the Association annual business meeting. The sections shall be governed by the following:

- (a) Any individual member or the Association shall automatically become a member of the Affiliates determined by the location of such member’s place of business or member’s residence provided that geographic region has an approved Affiliate Chapter.

- (b) Except as set forth herein, each Affiliate shall have such officer positions as desired by the members thereof. The members of such Affiliates shall fix the duties and responsibilities of such officers, which are not inconsistent with the provisions of these Bylaws.
- (c) Each Affiliate shall hold an annual meeting of its members on an agreed upon date of each year, and at such meeting elect its officers with the exception of the President and Immediate Past President. The President Elect of each Affiliate shall automatically assume the position and duties of the President for the year following his or her installation. All Affiliate officers shall qualify and be installed in their respective offices at the first annual general meeting or conference of the members of the Association which is held following the date of the election of such officers.
- (d) Each Affiliate shall establish appropriate procedures for recommending the Nominating Committee its member to the position on the Association Board of Directors reserved for the Affiliate.
- (e) Nothing herein contained shall be construed to prevent members of the Association from forming organizations within the geographical limits of any Affiliate for the purpose of advancing the cause of members of the Association, but such organizations so formed shall not be construed as a subsidiary or division of the Association.

## **Article 9**

### **Nomination and Election of Board Members, Officers and Executive Committee**

Section 9.01 Nomination and Election Process. Prospective candidates for the Board of Director positions shall be nominated and elected as provided in this Article 9. Candidates for positions on the Board may be nominated by selection of the Nominating Committee or may be nominated from the floor at the annual meeting. Election of such Board positions shall be made by these voting members of the Association who attend the annual business meeting at the Association annual conference held in June of each year. Candidates for designated positions on the Board shall be presented by the Nominating Committee and confirmed but the Board.

Section 9.02 Nominating Committee Submission of Selections to the Board of Director. The Nominating Committee shall submit its nominees for the Board of Directors as follows:

- (a) Slate of Candidates. The Nominating Committee shall provide a slate of candidates to the President no later than thirty (30) days prior to the commencement of the annual Board meeting. The President shall notify the Board members of the slate of candidates within ten (10) business days of receipt of the slate from the Nominating Committee.
- (b) Board Approval of Nominations. The Board shall approve the recommendation of the Nominating Committee provided the process set forth in these Bylaws has been appropriately followed by the Nominating Committee to the satisfaction of the Board. In the event the Board determines that the Nominating Committee procedures have not been appropriately followed, the Board shall determine alternate procedures for the nomination process.
- (c) Publicity. The Board and the Nominating Committee shall determine the procedures for the disseminating the names of nominees offered by the Nominating Committee and approved by the Board to the Association membership.

Section 9.03 Election Procedure for the Board of Director Positions. Candidates for positions on the Board of Directors shall be elected at the annual business meeting of the membership pursuant to the following procedures:

- (a) Introduction of Nominees. The President, or designee, may request that the Secretary, or designee, submit an equal amount of information about each candidate to the membership in attendance at the annual business meeting for a period of time not to exceed three (3) minutes per candidate.
- (b) Candidate Information. The President, or designee, may request that the Secretary, or designee, submit an equal amount of information about each candidate to the membership in attendance at the annual business meeting for a period of time not to exceed three (3) minutes per candidate.
- (c) Election. The eligible voting members who attend the annual business meeting shall constitute a quorum for purposes of the vote and shall proceed to elect the appropriate candidates to the Board positions.

**Article 10**  
**Standard of Conduct for Directors and Officers, Indemnification and Insurance**

Section 10.01 Standards of Conduct for Directors and Officers.

- (a) Each director shall discharge the director's duties as a director, including the director's duties as a member of a committee of the Board, and each officer with discretionary authority shall discharge the officer's duties under that authority:
  - (1) In good faith;
  - (2) With that care an ordinarily prudent person in a like position would exercise under similar circumstances; and
  - (3) In a manner the director or officer reasonably believes to be in the best interests of the Association.
  
- (b) In discharging duties, a director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:
  - (1) One or more officers or employees of the Association whom the director or officer reasonably believes to be reliable and competent in the matters presented;
  - (2) Legal counsel, a public accountant, or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence;
  - (3) In the case of a director, a committee of the Board of Directors of which the director is not a member if the director reasonably believes the committee merits confidence;
  
- (c) A director or officer is not acting in good faith if the director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (2) of this section unwarranted.
  
- (d) A director or officer is not liable as such to the Association for any action taken or omitted to be taken as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with this section.

Section 10.02 Indemnification. The Association shall defend and indemnify its directors to the fullest extent permitted by law.

Section 10.03 Indemnification of Officers, Employees, Fiduciaries, and Agents. The Association may indemnify officers, employees, fiduciaries and agents as follows:

- (a) An officer is entitled to mandatory indemnification to the same extent as a director;
- (b) The Association may indemnify and advance expenses to an officer, employee, fiduciary, or agent of the Association to the same extent as to a director; and
- (c) The Association may also indemnify and advance expenses to an officer, employee, fiduciary, or agent who is not a director to a greater extent than is provided in these Bylaws for directors, if not inconsistent with public policy, and if provided for by general or specific action of the Board of Directors or by contract.

Section 10.04 Insurance. The Association may purchase and maintain insurance on behalf of a person who is or who was a director, officer, employee, fiduciary, or agent of the Association, or who, while a director, officer, employee, fiduciary, or agent of the Association, is or was serving at the request of the Association as a director, officer, partner, trustee, employee, fiduciary, or agent of another domestic or foreign corporation or other person of an employee benefit plan, against liability asserted against or incurred by the person in that capacity or arising from his or her status as a director, officer, employee, fiduciary, or agent, whether or not the Association would have power to indemnify the person against the same liability.

Section 10.05 Notice to Members of Indemnification of Director. If the Association indemnifies or advances expenses to a director under the is Article 10 in connection with a proceeding by the Association, the Association shall give written notice of the indemnification or advance to the Organization and Individual members of Association with or before the notice of the next annual business meeting of the Association.

## **Article 11 Amendments**

Section 11.01 Amendments. The Board of Directors shall have the power by majority vote to alter, amend or repeal these Bylaws of the Association at any regular meeting of the Board of Directors or at any special meeting called for that purpose.

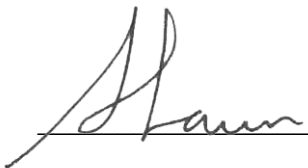
## **Article 12 Association Code of Ethics and Disciplinary Procedures**

12.1 Ethics Committee: The composition, function, and operation of the Ethics Committee shall be as follows:

- (a) Composition. The Ethics Committee shall be composed of the voting members of the Executive Committee of the Association as provided in Section 7.02. In addition, the position of Chair of the Ethics Committee shall be nominated by voting members of the executive Committee and approved by vote of the Board of Directors.
- (b) Basic Function The Ethics Committee shall have the direct oversight and responsibility for any ethics violations and related policies and procedures of the Associations, subject to Board oversight as required by law.
- (c) Duties, Responsibilities and Authority. The duties, responsibilities and authority of the Ethics Committee shall include the following:
  - (1) Receive all alleged violations of the Association Code of Ethics, and determine their proper resolution in the manner set forth in the Association Code of Ethics.
  - (2) Review and evaluate, as needed the Association Code of Ethics and Disciplinary Procedures.
- (d) Term. All members of the Ethics Committee shall serve for the term of their respective service on the Executive Committee.

As approved by the Board of Directors on September 21, 2012.

President:



Secretary:

