

**CONSTITUTION AND BYLAWS
OF THE
TENNESSEE MEDICAL GROUP MANAGEMENT ASSOCIATION**
Approved as Amended on August 21, 2015

CONSTITUTION

**ARTICLE I
NAME**

The name of the organization shall be Tennessee Medical Group Management Association, hereinafter referred to as TMGMA.

**ARTICLE II
PURPOSES**

The purpose and objectives of TMGMA shall be to promote and disseminate methods of business administration in medical groups to better serve the members of the Association, the medical groups they represent, and medical group practice in general.

**ARTICLE III
MEMBERSHIP**

Members of TMGMA shall be admitted, suspended, and expelled in such manner as prescribed by the Bylaws. Membership classification shall be as provided by the Bylaws.

**ARTICLE IV
OFFICERS**

The officers of TMGMA shall be elected for such terms, in such manner and assuming such duties as the Bylaws shall prescribe. There shall be five (5) officers of TMGMA; the President, President-Elect, Vice President, Secretary/ Treasurer and Immediate Past president.

**ARTICLE V
EXECUTIVE COUNCIL**

There shall be an Executive Council composed of the President, President-Elect, Vice-President, Immediate Past President, and Secretary/Treasurer. The Executive Council shall include the Chair of the Council of Past Presidents and the Executive Director as non-voting, ex officio members. The Executive Council shall be responsible for the planning and implementation of member meetings of TMGMA, the fiscal and management affairs of the association between such meetings, and the acceptance of new members.

**ARTICLE VI
BYLAWS**

The Bylaws shall be approved and adopted by the membership present at the 1976 Annual Fall Meeting. The Bylaws may be altered, amended, or repealed thereafter at any regular or special

meeting of the members of TMGMA called for that purpose. A simple majority of the members present at such meeting shall be required to amend the Bylaws.

ARTICLE VII **LIABILITIES**

The property of TMGMA shall alone be liable in law for the payment of its debts and liabilities. TMGMA is not organized for profit and it shall not issue any stock. No part of its assets, income, or earnings shall be used for dividends or distributed to its members, directors, or officers, or be otherwise withdrawn or distributed to or inure to the benefit of any individual, except for services actually rendered to TMGMA. No director or officer of TMGMA or his heirs, or executors or administrators, shall be liable to TMGMA for any loss or damage suffered by it on account of any action or omission by him/her as such director or officer, unless such director or officer shall, with respect to such action or omission, be or have been, guilty of misconduct or negligence in the performance of his duties as such director or officer. If TMGMA shall cease to exist or shall be dissolved, all property and assets of TMGMA of every kind after the payment of its just debts shall be distributed solely to the national Medical Group Management Association.

ARTICLE VIII **AMENDMENTS**

Amendments to this Constitution shall be submitted to the President in writing by any active member of TMGMA at least thirty (30) days prior to the business session of the Annual Meeting. Amendments may be adopted upon the affirmative vote of a simple majority of the Regular Members present at said session.

BYLAWS

ARTICLE I **MEMBERSHIP CLASSIFICATION**

1. **REGULAR** - Regular members may vote, hold office, and serve on committees. Regular members are actively engaged in management or leadership of one of the following two types of organizations:
 - Individuals who work in medical group practices formally organized for the purpose of health care delivery
 - Individuals that provide administrative or related support services to one or more medical group practices; i.e.-management companies, consultants, billing, etc.
2. **AFFILIATE** – An Affiliate Member is an organization that provides products and/or services to the health care industry. Affiliate membership is required in order to participate as an exhibitor and/or sponsor of any TMGMA event. Affiliate Members are entitled to one non-voting affiliate membership. Additional employees of the Business Partner may purchase a membership for 50% of the regular Affiliate Member fee.
3. **LIFE** - A life membership may be conferred upon any active Regular member in good standing who becomes permanently disassociated from medical clinic administration and

who has been a member of the TMGMA for at least ten (10) years; or one who retires because of age or disability and has been a member of the TMGMA for at least ten (10) years. The Executive Council shall also have the authority to confer life membership on those individuals it deems appropriate to such honor. A life member shall pay no dues and will not have a vote within TMGMA, but shall be considered a guest of the Association at all functions attended.

4. **STUDENT** – A Student member is one who is enrolled full time in a baccalaureate, masters level of doctoral level program that enhances and corresponds to the profession of medical group managers. Student dues shall be 50% of Regular member dues.

APPLICATION - Application for membership shall be in writing and sent to the Executive Director of the Association for processing. It shall be within the exclusive authority of the Executive Council to review and approve or reject such applications.

EXPULSION – It shall be within the authority of the Executive Council to expel any regular or Business Partner member of the TMGMA. Such expulsion shall be by 2/3 (two thirds) affirmative vote of the Council. A petition signed by no less than 25 members of the TMGMA brought to the Executive Council supporting expulsion of another member shall be considered by the Council and must be either affirmatively or negatively addressed.

ARTICLE II **MEMBERSHIP DUES**

The amount of dues will be set by the Executive Council on an annual basis by membership classification. Annual dues shall be recommended by the Executive Council to the general membership at the Annual Business Meeting. If annual dues recommended by the Executive Council at the annual meeting increase more than 20%, acceptance shall require an affirmative vote of two-thirds (2/3) of the Regular members in attendance at said session. Dues are payable upon acceptance of membership. New members shall pay dues for a full calendar year. Thereafter, dues shall be payable by January 31st of each year. Membership dues are individual memberships, not for a company or practice. If more than one individual in a practice or company wants membership, dues must be paid for each individual.

ARTICLE III **OFFICERS AND THEIR DUTIES**

NUMBER - There shall be five (5) officers of TMGMA: President, President-Elect, Vice-President, and Secretary/Treasurer and the Immediate Past President.

ELECTION - Election of officers shall take place at the Annual Meeting each year, and officers shall serve from November 1 through October 31 of the following year. The President-Elect shall become President following his/her term as President-Elect. Only Regular members can be elected to any official office in TMGMA. Elections shall be decided by a simple majority of those voting at the Annual Meeting.

1. **PRESIDENT** - The President shall be the chief executive officer and shall preside at all meetings of the Association. He/she will direct the actions of the Executive Director, in coordination with the Executive Council. He/she will communicate to the membership

pertinent matters affecting the Association between meetings and shall perform such other duties as are necessarily incident to the office. He/she shall fill, via appointment, all unexpired terms of office. He/she shall, within thirty (30) days after the Annual Meeting, deliver all related books, records, and correspondence to his/her successor. The President shall be an active member of Medical Group Management Association.

2. **PRESIDENT-ELECT** - The President-Elect shall perform all duties of the President during the President's absence and shall assist the President in fulfillment of his/her executive duties as required by the President. He/she shall, within thirty (30) days after the Annual Meeting, deliver all related books, records and correspondence to his/her successor. He or she shall serve as chairperson of the annual conference committee. The President-Elect shall be an active member of Medical Group Management Association.
3. **VICE PRESIDENT** - The Vice President shall be the officer second in line for the Presidency. The Vice President shall monitor and maintain active relationships with corporate sponsors and shall provide whatever assistance needed by the President. The Vice President shall be responsible for the maintenance of the bylaws and presenting any changes thereof to the membership for approval. The Vice President shall also be responsible for the activities of the appointed and special committees not otherwise assigned. He/she shall, within thirty (30) days after the Annual Meeting, deliver all related books, records and correspondence to his/her successor.
4. **SECRETARY/TREASURER** - The Secretary/Treasurer shall give notice of all meetings of the Association and make provisions for keeping a record of all proceedings, conducting correspondence at the direction of the President. The Secretary/Treasurer shall serve as Chairperson of the Finance Committee. The Secretary/Treasurer shall coordinate with and direct the Activities of the Executive Director in maintaining a current roster of all members, delivery and receipt of all membership applications, and maintenance of Association receipts, payables and accounting records.. He/she shall, within thirty (30) days after the Annual Meeting, deliver all related books, records, and correspondence to his/her successor. The Treasurer shall also maintain TMGMA financial records, file required reports and make disbursements upon the direction of the Executive Council. He/she shall, within thirty (30) days after the annual meeting, deliver all related books, records and correspondence to his/her successor.
5. **IMMEDIATE PAST PRESIDENT** – The Immediate Past President shall serve as the Chairperson of the Nominating Committee. In addition, the Immediate Past President shall be the TMGMA representative to the Tennessee Medical Association Board of Directors. In the event the Immediate Past President is unable to fulfill his or her duties, he or she shall be succeeded by the immediate prior Past President(s) in succession until a replacement is confirmed.

ARTICLE IV **EXECUTIVE COUNCIL**

DUTIES - The Executive Council shall be the administrative body of TMGMA. The Executive Council shall engage an administrator who shall be called the Executive Director.

MEMBERS - The Executive Council shall be composed of the President, President-Elect, Vice-President, Immediate Past President, and Secretary/Treasurer. The Executive Director and Chair of the Past Presidents' Council shall serve as ex officio, non-voting members.

QUORUM - A quorum of the Executive Council shall exist when at least fifty percent (50%) of the Executive Council members are present.

MEETINGS - Meetings shall be called by the Secretary at the direction of the President. Notice of such meetings shall be given to all members of the Executive Council at least seven (7) days prior to any meetings. Business at such meeting shall be conducted by majority vote of those members present at any such meeting.

ARTICLE V **MEETINGS**

REGULAR MEETINGS - There shall be one (1) Annual Meeting of the Association to be held before November 30 each year. All members shall be notified at least twenty (20) days prior to such meeting.

SPECIAL MEETINGS - Special meetings may be held at any such time upon call by the Executive Council. Notice of such special meetings shall be given to all members at least seven (7) days prior to such meeting.

QUORUM - A quorum for the transaction of business at any regular or special meeting, except where otherwise stated, shall consist of no less than fifty percent (50%) of regular members present at that meeting.

VOTING - Voting at any business session shall be limited to one (1) vote per each Regular Member. A proxy vote from a Regular Member may be accepted if presented in writing prior to the business session from which he/she will be absent.

ARTICLE VI **COMMITTEES**

POWER TO APPOINT - The Executive Council shall appoint such committees as it deems advisable from time to time to carry on the work of the Association. Regular, Business Partner, and Life Members may serve on committees.

NOMINATING COMMITTEE - The Immediate Past President shall serve as Chairperson of the Nominating Committee. Additionally, the President and the President-elect shall serve as the remaining members of the committee.

FINANCE COMMITTEE - The Executive Council shall serve as the Finance Committee. The Secretary/Treasurer shall serve as the Chairperson. The Finance Committee shall be responsible for the budget and financial oversight of the Association. The Finance Committee shall also be responsible for the annual evaluation of the Executive Director.

PAST PRESIDENTS' COUNCIL - The Past Presidents' Council shall include all former, living Presidents of TMGMA who completed a term in good standing. The purpose of the Past

Presidents' Council shall be to provide historical context and guidance to the Executive Council. The TMGMA President shall select a chairperson whose term shall be in conjunction with the TMGMA officers. The Chairperson must be a minimum of two years past the completion of his or her term at TMGMA President. The Chairperson of the Council shall serve as an ex officio member of the Executive Council.

LEADERSHIP COMMITTEE - The President and Executive Council shall have the authority to appoint such advisors and committee chairpersons as it deems appropriate. These may be standing committees or special task forces. Such advisors and committee chairpersons shall serve as the Leadership Council of TMGMA when convened. Advisors and Committee Chairpersons are expected to provide regular reports to the Executive Council and may be required to attend Executive Council meetings as ex officio members. The Leadership Committee may also include local chapter affiliate officers as deemed appropriate by the Executive Council.

ARTICLE VII **MISCELLANEOUS**

GUESTS - Members of the Association shall have the privilege of inviting registered guests to meetings of the Association other than Association business meetings.

FISCAL YEAR - TMGMA shall operate on a calendar year for all business purposes.

EXECUTIVE DIRECTOR – The term, compensation, responsibilities and annual evaluation for the Executive Director shall be determined by the Executive Council.

CONTRACTS - The Executive Council, except as in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any contract or execute any instrument in the name of or on behalf of TMGMA wherein such contract does not obligate TMGMA for more money than is presently in the Association's account, plus one-half (1/2) of the money that can reasonably be expected to be received by the Association from dues within the next seven (7) months. No officer, agent, or employee shall have any power of authority to individually bind TMGMA by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount without approval of the Executive Council

ARTICLE VIII **AMENDMENTS**

Amendments to the Bylaws of TMGMA or repeal of same shall be submitted to the President in writing by any Regular member of TMGMA at least thirty (30) days prior to the business session of the Annual Meeting, or within seven (7) days following notice of the date of such meeting. Amendments, or repeal, or new Bylaws may be adopted upon the affirmative vote of a simple majority of the Regular members present at the meeting.

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