

Bylaws of the  
CENTRAL SAVANNAH RIVER AREA  
MEDICAL GROUP MANAGEMENT ASSOCIATION, INC.

ARTICLE 1

Name and Location

Section 1. NAME. The name of this incorporation shall be Central Savannah River Area Medical Group Management Association, Inc.

Section 2. LOCATION. The principal office of the corporation shall be situated at a strategic location within CSRA, the exact address to be designated by the Board of Directors and a change in the location of the office of the corporation may be authorized at any time by a majority vote of the members of the Board of Directors.

ARTICLE II

Object

Section 1. OBJECT. The corporation is organized to achieve the objectives as set forth in its Articles of Incorporation.

ARTICLE III

Membership

Section 1. Member Categories.

- (A) ACTIVE or Regular MEMBER. An active or regular member is one who meets one of the following criteria for membership:
- (i) An individual who is directly employed in management or administrative support services by an entity formally organized to provide or facilitate the provision of healthcare services.
  - (ii) An individual employed by a management organization, hospital/health system, practice management firm or other business entity responsible for managing any operational component(s) of an entity providing healthcare services. This includes consultants who are responsible for operations of one or more practices on an ongoing basis.
  - (iii) Healthcare providers/clinicians who hold an active license in the state are also considered active members.
- (B) Student Member.
- (i) An individual who is pursuing a healthcare or business-related degree at an accredited institution of higher learning and does not qualify for any other member category.
- (C) Qualified Persons.
- (i) Local Affiliate shall accept as a member of the Local Affiliate any person who meets the qualifications contained in paragraphs (a) or (b) of this Section 6, who completes the Local Affiliate's application process, who meets defined eligibility criteria and who pays any required dues or fees for membership.

(D) AFFILIATE MEMBERS.

(i) An affiliate member is an individual who is not a member of the administrative staff of a physician's medical practice, but who has an interest in medical business management. This category may include consultants, bankers, attorneys, accountants, sponsors and vendors. Affiliate members do not vote, may not hold office or chair committees but may serve on a committee.

The board may approve or disapprove any application submitted for membership. The board cannot assume liability for products and services provided to organization members by affiliate member organizations. At the discretion of the board, a separate committee may be appointed to oversee the application process of this category.

Section 2. APPROVAL OF ACTIVE AND AFFILIATE MEMBERS.

A person may be approved as a member upon written application to the Board and favorably passed upon by the Board of Directors of the corporation. The initial membership shall be selected by the initial Board of Directors named in the Articles of Incorporation and shall constitute the membership for the initial meeting of the membership.

Section 3. VOTING. Only active members shall have voting rights. Affiliate members shall not have voting rights. Members entitled to vote who are unable to attend the annual meeting may vote by proxy by mailing a written proxy to the President at least 15 days prior to the annual meeting.

Section 4. MEETINGS. There shall be nine educational meetings, one regular annual meeting of the membership each year and an annual Holiday Party of the membership in December. The regular meeting of the membership shall be held at places and times designated by the Board of Directors. Special meetings of the membership shall be held upon such notice as herein designated.

Section 5. NOTICE OF MEETINGS. The annual Meeting of the membership shall be held upon written notice given to each active and affiliate member at least ten (10) days before the meeting. Notice of a meeting need not be given to any active member who signs a waiver of notice either before or after the meeting. Attendance of an active member at a meeting shall constitute a waiver of any and all objections to the place of meeting, the time of the meeting, or the manner in which it has been called or convened, except when an active member states, at the beginning of the meeting, any such objections to the transaction of business.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting need be specified in the notice or waiver of notice of such a meeting.

Section 6. CALL OF MEETINGS. Special meetings of the members may be called by the President, the Chairman of the Board of Directors, the Board of Directors, or any twenty (20) active members who are in good standing.

Section 7. RESIGNATION. Any member may withdraw from the corporation after fulfilling all obligations to it by giving written notice of such intention to the Secretary. A resignation received after payment of dues is due shall be accomplished by payment in the amount of dues which shall have accrued to the date of resignation.

Section 8. SUSPENSION. A member may be suspended for a period or expelled for cause or for conduct prejudicial to the best interest of the corporation. Suspension or expulsion shall be by a two-thirds vote of the membership of the Board of Directors, provided that a statement of charges shall have been mailed by registered mail to the member under charges at his or her last recorded

address at least fifteen (15) days before final action is taken thereon which statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors. The member shall be given an opportunity to be present himself or herself or by another or an attorney, such defense as he or she desires.

Section 9. QUORUM. 25% of the total active membership shall constitute a quorum and must be present for the approval of any business item.

## ARTICLE IV

### Board of Directors

Section 1. AUTHORITY. The property, affairs, activities and concerns of the corporation shall be vested in a Board of Directors. The members of the board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

Section 2 NOTICE OF MEETING. Regular meetings of the Board of Directors may be held with or without notice. The Board of Directors shall meet at least quarterly to review the financials and review applications for membership. Special meetings of the board of directors shall be held upon notice, written or otherwise, given to each director at least two days before the meeting. Notice of a meeting of the board of directors need not be given any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the transaction of business. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need to be specified in the notice or waiver of notice of such meeting.

Section 3. CALL OF MEETINGS. Meetings of the Board of Directors may be called by the President of the corporation, or by any two directors or any five active members of the corporation.

Section 4. ACTION WITHOUT MEETING. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting by written consent, setting forth the action so taken, shall be signed by all the directors and filed with the minutes of the proceedings of the Board of Directors.

Section 5. QUORUM. A majority of the number of directors (including ex-officio) then in office shall constitute a quorum for the transaction of business. The vote of a majority of the directors present and voting at the time of the vote, if a quorum is present at any time, shall be the act of the board of directors unless the vote of a greater number is required by law, the articles of incorporation, or these Bylaws.

Section 6. MEETINGS BY TELEPHONE. Members of the Board of Directors may participate in a meeting of the board by means of conference telephone or by other electronic means of communication.

Section 7. VACANCY. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, through less than a quorum of the Board of Directors, or by the sole remaining director, as the case may be, or, if the vacancy is not so filled or if no director remains, by the members or, on the application of any person, by the superior court of the county where the registered office of the corporation is located. A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors, but only for a term of office continuing until

the next election of directors by the member. .

Section 8. REMOVAL. Any one or more of the directors may be removed either with or without cause, at any time, by a vote of two-thirds of the board members present at a regular meeting of the board. A director may be removed for cause by not attending two consecutive board meetings.

## ARTICLE V

### Officers

Section 1. OFFICERS & COMMITTEE CHAIRMEN: The officers of the corporation shall consist of the following:

- President
- President-Elect
- Treasurer
- Secretary
- Board Member(s) at Large
- Program Chair(s)
- Membership Chair
- Social Media and Communication Chair

Section 2. TERM OF OFFICE. The Executive Officers of the Corporation shall be elected by the voting members; and while holding such offices, the President, Past President, Treasurer, Secretary, Membership Chair, Communication Chair, Sponsors/Programs Chair, Social Media Chair, and Members at Large Such officers shall serve for terms of two (2) years and thereafter until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement or disqualification.

The only terms that must turn over after 2 years is the President, the President Elect, and the Past President

Section 3. PROCEDURE FOR ELECTION. Before each annual meeting the nominating committee, as defined herein, will meet to nominate a slate of officers to be presented at the annual meeting at which the election is held. The President-Elect shall be nominated for President. Nominations for the other offices shall be made from among active members in good standing. Affiliate and honorary members may not hold office. This slate shall be presented in nomination at the annual meeting. Nominations shall be received from the floor except that no nomination for President shall be made from the floor if there is a President-Elect who has been nominated by the nominating committee.

The election will then proceed by office in accordance with established parliamentary procedure.

Section 4. EX-OFFICIO MEMBER OF BOARD. Anything else to the contrary notwithstanding any officer who is not elected a member of the Board of Directors shall be an ex-officio member of the Board of Directors, with voting rights.

Section 5. IMMEDIATE PAST PRESIDENT. The Immediate Past President shall serve as an ex-officio member of the board of directors for the year following his or her term of office as President. The Immediate Past President shall also serve as chairman of the nominating committee.

Section 6. VACANCY. Any vacancy occurring in an office shall be filled by the affirmative

vote of a majority of the Board of Directors provided, however, the office of President shall first be offered to the First Vice President (President-Elect). Should the First Vice President elect to serve as President to fill such vacancy then he or she shall also serve as President for the term following the unexpired term of his or her predecessor in office.

Section 7. REMOVAL. Any one or more of the officers may be removed either with or without cause, at any time, by a vote of two-thirds of the members present at any special meeting called for that purpose.

Section 8. DUTIES. The duties and powers of the officers of the corporation shall be as follows:

President:

The incumbent will provide the overall direction and leadership for the Association. This entails activities that will best meet the professional needs, interests and goals of the membership. Pursuant to this end, the President will take responsibility for guiding and participating in actions taken by the Board and ensuring that elected officers receive the support and resources needed to carry out assigned duties.

The President will appoint and chair a Nominating Committee, subject to Board approval, charged with the responsibility for preparing a slate of new officers. The committee's officer nominees will be presented to the general membership at the Association's annual business meeting. The President shall preside at regular membership, Board of Directors, and other meetings as necessary. He/she is empowered to sign with the secretary or treasurer, or any officer designated by the Board of Directors, any debts, mortgages, bonds, contracts, or any other instruments which the membership has authorized to be executed and in general, shall perform all duties incident to the office of president.

President-Elect:

Incumbent will preside over meetings in the President's absence. The President Elect shall, in the absence of the president or in the event of the President's inability or refusal to act, perform the duties as President and shall perform such other duties and have such other powers as may be assigned or delegated to him by the membership.

Secretary:

- \* Records minutes of board meetings, general meetings, and special meetings. Sets up monthly and called Board meetings.
- \* Purchases and maintains nametags for general meetings for members and guests.
- \* Files monthly financial report with Board meeting minutes.

Treasurer:

- \* Prepares and presents monthly financial statement and provides copy for secretary to include in Board Meeting minutes.
- \* Mails annual statement for dues. Maintains roster of members paid or not paid.
- \* Reconciles bank account monthly.
- \* Handles all receipts and disbursements:  
Receipts: Membership dues, Sponsor fees  
Disbursements: Monthly general membership meeting, monthly board meeting lunch, printing and postage, and other miscellaneous expenses
- \* Presents new member applications to Board. For those accepted, submits information to secretary and membership chairman.

#### Membership Chair:

- \* Sends letters of welcome and/or calls guests.
- \* Surveys membership annual (usually in July) compiles results and presents to Board and general membership
- \* Prepares information packet for new members and guests.
- \* Updates membership roster quarterly and provides updated list to board members quarterly and general membership bi-annually.
- \* Tracks membership attendance and composition by healthcare field to include total number of physicians represented.
- \* Presents new member certificates.
- \* Annual membership drive.

#### Program Chair/Co-Chair:

- \* Develops calendar of program and events for the year. Updates calendar monthly and submits copy to Board and Tab Editor.
- \* Obtain sponsorship necessary to support Association activities to include ensuring that sponsor monies are received and forwarded to the Treasurer.
- \* Responsible for coordination and development of informative programs that reflect the educations, healthcare, business and career interests of membership.
- \* Point of contact for RSVP for meetings.
- \* Arrange each membership meeting to include making necessary reservations, planning menu, and ensuring that speaker audio/visual or other equipment is made available and properly set up. The membership meeting's planned time, day, date, location, speaker and topic will be given to the Secretary for recording and publication.
- \* Plan, organize, schedule and announce annual Holiday Party held in December.

#### Social Media & Communications Chair:

- \* Responsible for posting information onto social media to provide timely information to further the MMA's mission to provide members with opportunities to network and to enhance their managerial knowledge and skills.

#### Board Members at Large:

- \* 1-3 members. Responsible for representing the membership and providing input to the Board on behalf of the membership. Other duties as requested by the President.

#### Ex Officio:

- \* President will act as the Liaison to State Chapter of MGMA.

## ARTICLE VI

### Fees – Dues – Budget

Section 1. INITIATION FEE. There shall be no initiation fee. However, the membership may determine from time to time the amount of initiation fees, if any.

Section 2. DUES. The board of directors may determine from time to time any annual dues payable to the corporation by members. Initial dues shall be as follows:

A) ACTIVE MEMBER \$120.00 per year

B) AFFILIATE MEMBER \$250.00 per year

Section 3. PAYMENT DATE. Dues shall be payable during the first 30 days of the Fiscal Year. Dues of a new member shall be prorated and shall be payable upon acceptance into membership.

Section 4. DEFAULT. If any member shall fail to pay his or her dues within sixty (60) days from the date payable, his or her membership may thereupon be terminated as herein provided.

Section 5. FISCAL YEAR. The Fiscal Year is July 1 - June 30

## ARTICLE VII

### Committees

Section 1. PERMANENT. There shall be the following permanent committees with the described duties:

1. NOMINATING COMMITTEE. Prior to the annual meeting in each year, the Board of Directors shall appoint a nominating committee of three members, one of whom shall be the immediate past President, and the others of whom shall be active members, whose duty it shall be to nominate candidates for directors and for officers to be elected at the next Annual Meeting.

Section 2. OTHER. The President shall appoint such other committees as he or she shall deem proper to carry out the programs of the corporation. This shall be subject to the approval of the Board of Directors. The members shall hold office until the appointment of their successors.

Section 3. QUORUM. A majority of any committee shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise.

Section 4. COMMITTEE VACANCIES. The various committees shall have the power to fill vacancies in their membership.

## ARTICLE VIII

### Parliamentary Rules

Section 1. PROCEDURE. The proceedings of all meetings of the membership, the Board of Directors and the committees shall be governed by and conducted according to the latest edition of Robert's Rules of Order.

## ARTICLE IX

### Dissolution

Section 1. USE OF FUNDS. The corporation shall use its funds only to accomplish the objects and purpose specified in these Bylaws and in its Articles of Incorporation and no part of said funds shall inure or be distributed to the members of the corporation. On dissolution of the

corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

## ARTICLE X

### Seal

Section 1. SEAL. The seal of the corporation shall be as more particularly shown in the following impression:

## ARTICLE XI

### Amendments

Section 1. AMENDMENTS. These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote at any duly organized meeting of the corporation. The proposed change shall be mailed or emailed to the last recorded address of each member at least ten (10) days before the time of the meeting which is to consider the change.