

**BYLAWS
OF
COLORADO
MEDICAL GROUP MANAGEMENT ASSOCIATION**

ARTICLE I

NAME

SECTION 1. The name of this organization shall be Colorado Medical Group Management Association, CMGMA, (the “Association”), a nonprofit corporation, incorporated under the laws of the State of Colorado.

SECTION 2. Offices of the Association shall be located at PO Box 380084, Birmingham, AL 35238-0084 and/or in such other localities as may be determined by the Executive Board of Directors.

ARTICLE II

PURPOSE

The purpose of this Association shall be to advance the profession of medical group practice management, the industry of ambulatory health care delivery carried on through various forms of medical group practice, and to cooperate with other related health organizations to improve health delivery to the general public.

ARTICLE III

MEMBERSHIP

Membership is available in the following categories:

SECTION 1. **Active Member** is an individual directly employed full time by a medical practice with at least one full time licensed Medical Doctor formally organized for health

care delivery. This member's principal role must be one of the following: Performing managerial duties involving multiple areas of medical practices; Performing administrative tasks involving a single area in medical practices; Providing patient care along with performing significant managerial or administrative tasks. An Active member is also a person (less than 1 FTE's engaged in the company's Tax ID) who provides consultative services through a specified agreement to a physician or group of physicians engaged in the practice of medicine as a legal entity, or as a part of a legal entity. Also included is a faculty member involved in the education of healthcare professionals.

SECTION 2. **Corporate Affiliate Member** is an individual that works for an organization which provides products and services directly to health care delivery organizations. Examples of these are accounting/financial services, legal or consulting services, data processing or information management systems/services, insurance plans/agents, HMOs or like entity, medical systems/suppliers; or an organization or individual that provides health care services by non-physician providers such as physical therapy services, home health services, ancillary services, etc.

SECTION 3. **Gold Corporate Affiliate Member** is an organization or company which provides products and services directly to health care delivery organizations. Examples of these are accounting/financial services, legal or consulting services, data processing or information management systems/services and office or medical systems/suppliers; or an organization that provides health care services by non-physician providers such as physical therapy services, home health care services, ancillary services, etc. Special recognition of corporate member will be provided at Colorado MGMA conferences and Colorado MGMA's website. Corporate membership includes up to three individuals from the corporation for membership

SECTION 4. **Student Member** is an individual pursuing a Business, Accounting, Healthcare Administration or Healthcare Management degree full-time and who is currently a junior, senior or graduate student.

SECTION 5. **Lifetime Member** is a member who has demonstrated exceptional service to CMGMA through years of service, support for the association, and serving to strengthen the organization. This membership is an honor bestowed by the board, includes the benefits of Active Members, and is available to the Lifetime Member for as long as they wish to use the benefit.

ARTICLE IV

ORGANIZATION STRUCTURE

SECTION 1. **Organization**: To achieve the objectives of the Association, the Executive Board of Directors has the right to establish at its discretion, committees, councils, and task forces to serve special interests of the Association. The Executive Board of Directors 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 shall be affiliated with Medical Group Management Association (“National MGMA”) by entering into an affiliation agreement with National MGMA, which agreement may be amended from time to time upon approval of the Association’s Executive Board of Directors.

SECTION 3. **Related Organizations**: In order to further the objectives of the Association, the Executive 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 Executive

Board of Directors shall establish such terms and conditions for relating to recognized societies and groups as it considers desirable. The Association shall consult with 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 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 of membership shall be established by the Executive Board of Directors.

SECTION 2. Delinquency and Cancellation: Any member of the Association 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 within the next succeeding thirty days, 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 Executive Board of Directors. Dues are non-refundable.

ARTICLE VI

MEETINGS OF MEMBERS AND VOTING

SECTION 1. Business Meeting: The Annual Business Meeting of the Association shall be held in the fall of each year or at such other time on such other day as shall be determined by the Executive Board of Directors for the purpose of electing directors and for the transaction of business.

SECTION 2. Special Meetings: Special meetings of the Association may be called by the Executive Board of Directors at any time, or shall be called by the President upon receipt of a written request by twenty-five percent 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 business meeting of the Association at which official Association business will be conducted, shall be sent to the last known address of each member not less than ten nor more than forty days before the date of the meeting.

SECTION 4. Voting: At all business meetings of the Association, each Active and Associate Member (“voting members”) shall have one vote, and may take part and vote in person only. 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 business meetings of Members, a quorum shall consist of all voting members in attendance. All actions taken by such voting members shall be implemented by the Executive Board of Directors.

SECTION 6. Other Business: Members may not raise any matter for vote at a business meeting unless they have given specifics of the matter to the President no less than thirty days prior to the meeting.

ARTICLE VII

ELECTED OFFICERS AND MEMBER AT LARGE

The elected officers of the Association shall be President, President Elect, Immediate Past President and Secretary. All officers shall be elected by the voting members of the Association for

a period of one year or until their successor will be elected or qualified Terms of office will begin at the conclusion of the annual business meeting and end one year later at the conclusion of the next annual business meeting. The Member At Large will be recommended to the Executive Board by the nominating committee to serve a term of two years with an option for two additional years. All of the officers must be either an Active member of the Association or an Associate member that meets the approval of both the Executive Board of Directors and the Nominating Committee. Both the President and the President Elect are required to be members of the national MGMA. The Secretary will succeed to the office of President Elect; the President Elect will succeed to the office of President and the President will succeed to the office of Immediate Past President.

ARTICLE VIII

DUTIES OF OFFICERS OF THE EXECUTIVE BOARD

SECTION 1. President: The President shall be the chief officer and will preside at all meetings of the Association. The President will communicate to the membership all matters affecting the Association between meetings and will perform such other duties as are necessary to the office.

SECTION 2. President Elect: The President Elect shall perform all duties of the President during his or her absence and will assist the President in the fulfillment of his or her executive duties as directed by the President. The President Elect is also responsible for managing and reporting the financial affairs of the Association.

SECTION 3. Immediate Past President: The Immediate Past President shall assist the President in the fulfillment of his or her executive duties as directed by the President. The Immediate Past President shall also chair the nominating committee.

SECTION 4. Secretary: The Secretary's duties are to document board and association activities. He or she will assist the President in the fulfillment of his or her executive duties as directed by the President.

SECTION 5. Member At Large: The Member at Large shall assist the President in the fulfillment of his or her executive duties as directed by the President.

ARTICLE IX

EXECUTIVE BOARD OF DIRECTORS AND COMMITTEE CHAIRS

SECTION 1. Authority and Responsibility: The governing body of this Association shall be the Executive Board of Directors. The Executive Board of Directors shall have supervision, control and direction of the affairs of the Association, 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 Executive Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

SECTION 2. Composition of the Executive Board of Directors: The Executive Board of Directors shall consist of the President, President Elect, Secretary, Immediate Past President and the Member At Large..

SECTION 3. Composition of the Committee Chairs: The Committee Chairs consist of the Legislative Liaison, the College Forum Representative, the Corporate Affiliate Representative and other committees, councils and task forces established by the Executive Board of Directors.

SECTION 4. Term of Office and Manner of Appointment of Committee Chairs: The Legislative Liaison, College Forum Representative Corporate Affiliate Representative and other

committee chairs are appointed by the Executive Board of Directors and shall serve for a term of two years with an option of two additional years.

SECTION 5. Nominations to the Executive Board of Directors: The Nominating Committee, acting in accordance with Article X, Section 1, shall present one nominee for each open position on the Executive Board.

SECTION 6. Quorum of the Executive Board: At any meeting of the Executive Board of Directors, a majority of the voting members of the Executive Board shall constitute a quorum for the transaction of the business of the Association, and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present and voting.

SECTION 7. Meetings of the Executive Board and Voting Procedure: A regular meeting of the Executive Board of Directors shall be held no less than two times each administrative year at such time and such place as the Board may prescribe. Notice of all such meetings shall be given to the Directors not less than thirty days before the meeting is held. Special meetings of the Executive Board may be called by the President or at the request of three voting Directors, by notice mailed, emailed, delivered, or telefaxed to each voting member of the Executive Board of Directors, not less than seventy-two hours before the meeting is held. All Executive Board members must be notified of special meetings. Special meetings may be held by telephone conference call and votes may be cast during such conference. Voting Directors may also submit their votes by mail, email or telefaxed message pursuant to procedures adopted by the Executive Board. Voting rights of a Director shall not be delegated to another nor exercised by proxy.

SECTION 8. Vacancies: Any vacancy occurring on the Executive Board of Directors between the Annual Business Meetings shall be filled by appointment by the Executive Board of

Directors upon recommendation of the Nominating Committee. A Director so appointed to fill a vacancy shall serve the unexpired term of his or her predecessor.

SECTION 9. Removal: The Executive Board of Directors may remove any Director for cause by an affirmative two-thirds vote of the Executive Board present at any regular or special meeting.

SECTION 10. Conflict Resolution: The Executive Board of Directors may seek resolution on their own or may seek a neutral third-party facilitator that may or may not have decision making capabilities regarding the outcome.

SECTION 11. Compensation: Executive Board of Directors and Committee Chairs shall not receive any compensation for their services.

SECTION 12. Indemnification: The Executive Board of Directors and Committee Chairs of the Association 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 proceeding to which they may be made a party, or in which they become involved, by reason of being or having been a Director, Committee Chair or employee of the Association, or any settlement or judgment thereof, whether the person is a Director, Committee Chair or employee at the time such expenses are incurred, except in such case wherein the Director, Committee Chair 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 President shall appoint, with the approval of the Executive Board of Directors, a Nominating Committee which will consist of three voting members, one of whom shall be the Immediate Past President of the Association who will serve as the Chairperson of the Committee. The Nominating Committee shall nominate a candidate for Secretary and any vacated elected position to the Executive Board of Directors and shall notify the membership of its choice at the Annual Business Meeting. No member of the Nominating Committee is eligible to be nominated for any position. The Membership will be notified of open positions and nominations will be accepted up to 30 days prior to the annual meeting. The offices of President, President Elect and Immediate Past President are automatically filled in accordance with Article IX, Section 8 of these Bylaws. The Nominating Committee Chairperson will conduct an election at the Annual Business Meeting in which each voting member will have one vote to cast for each Officer position to be elected. Candidates receiving the highest number of votes for each Officer position shall be declared elected. Results of the election shall be announced no later than the conclusion of the Annual Business Meeting.

SECTION 2. Creation and Dissolution of Committees: The President shall monitor actions of all committees, councils and task forces of the Association and shall recommend the creation, dissolution and consolidation of these bodies to Executive Board for approval.

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

ARTICLE XI

MISCELLANEOUS

SECTION 1. Fiscal Year: The fiscal year of the Association shall end on the 31st day of December of each year.

SECTION 2. Accounting: The accounts of the Association shall be compiled not less than annually by a Certified Public Accountant who shall be recommended by the President with the approval of the Executive Board of Directors. The Certified Public Accountant shall provide a written report to the Executive Board.

SECTION 3. Ineligibility: If a person no longer meets the criteria to serve as an Officer or member of the Executive Board of Directors of the Association, such person shall tender a resignation to the Executive Board of Directors and the Board shall have the option of either accepting the resignation or requesting the person to complete the term of office.

ARTICLE XII

AMENDMENTS