

CONSTITUTION OF THE TENNESSEE MEDICAL GROUP MANAGEMENT ASSOCIATION

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, Secretary, Treasurer, and Immediate Past President.

ARTICLE V EXECUTIVE COUNCIL

There shall be an Executive Council composed of the President, President-Elect, Secretary, Immediate Past President, and 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 the governing body of TMGMA in lieu of the membership except whereas otherwise noted within the Constitution and/or Bylaws. The Executive Council shall supervise, control, and direct the affairs of the Association, its committees, and publications; determine Association policy and/or changes therein; actively promote the mission and objectives of TMGMA; supervise collection and disbursement of funds; and shall be responsible for the interpretation of the Bylaws. 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 The Bylaws may be altered, amended, or repealed thereafter at any regular or special meeting of the members of TMGMA called for that purpose.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 or its successor.

**ARTICLE VIII
AMENDMENTS**

Amendments to this Constitution shall be submitted to the Secretary in writing by any Regular or Life (Past President) member of TMGMA at least 60 (sixty) (6 days prior to the business session of the Annual Meeting. Amendments to the Constitution must be presented to the members at least 30 (thirty) days prior to business session of the Annual Meeting. Amendments may be adopted upon the affirmative vote of a simple majority of the Regular and Life (Past President) Members present at said session.

**ARTICLE VIII
PARLIAMENTARY PROCESS**

Amendments to this Constitution, Bylaws, all other matters requiring a vote of the Executive Council and/or membership and meetings called in the name of the Association shall follow the most recent version of Robert's Rules of Order unless otherwise noted herein.

**BYLAWS
OF
THE TENNESSEE MEDICAL GROUP MANAGEMENT ASSOCIATION**

**ARTICLE I
MEMBERSHIP CLASSIFICATION**

ACTIVE - Active members may vote, hold office, and serve on committees. An Active 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.

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.

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 15 (fifteen) years; or one who retires because of age or disability and has been a member of the TMGMA for at least 15 (fifteen) 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. Past Presidents who have been granted LIFE membership shall retain all privileges afforded a Regular member including the right to vote in all matters of the Association.

STUDENT – 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. A Student member is a non-voting membership and cannot hold office.

Member in Transition - An individual who is an Active Member in good standing whose employment, association or affiliation with a medical practice ceased for any reason and who has been an Active Member for a least five (5) consecutive years prior may apply for Member in Transition status by submitting a written request to the current Secretary. Transitional status will be granted at the discretion of the Board of Directors and will be for a period not to exceed six (6) months from the date previous the employment relationship ended. Applicable membership dues within this six-month period will be waived. Once the individual is re-employed, all applicable membership guidelines and requirements will re-apply, or, if employed out of health care, membership benefits will immediately terminate.

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 Affiliate 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 within 30 (thirty) business days.

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 announced 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 voting 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 31 of each year. Regular membership dues are individual memberships, not for a company or practice. If more than one individual in a practice or company wants Regular membership, dues must be paid for each individual. This does not prevent individual membership through a company/group option fee structure.

Delinquency and cancellation; Any member of the Association who shall be delinquent in dues for a period of sixty (60) days from the time due become due shall be notified of such delinquency and suspended from further membership. If payment of dues is not made with the next succeeding 30 (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 Board of Directors.

ARTICLE III OFFICERS AND THEIR DUTIES

NUMBER - There shall be five (5) officers of TMGMA: President, President-Elect, Secretary, and 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, in good standing as determined by a majority vote of the remaining Executive Committee and Chair of Past Presidents' Council, shall become President following his/her term as President-Elect. Only Regular members may be elected to the Executive Council in TMGMA. Elections shall be decided by a simple majority of those voting at the Annual Meeting.

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 15 (fifteen) days prior to the conclusion of his/her term, deliver all related books, records, and correspondence to his/her successor. The President shall be an active member of Medical Group Management Association. The President shall serve as a member of the Nominating Committee.

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, 15 (fifteen) days prior to the conclusion of his/her term, deliver all related books, records, and correspondence to his/her successor. He or she shall serve as chairperson of the conference committee for any conferences occurring during her/her term as President of the Association. The President-Elect shall be an active member of Medical Group Management Association. The President-Elect shall serve as a member of the Nominating Committee.

SECRETARY - The Secretary shall be the officer second in line for the Presidency should the President-Elect be unable to serve in the President's absence. The Secretary shall monitor and maintain active relationships with affiliate members and shall provide whatever assistance needed by the President. The Secretary shall be responsible for the maintenance of the bylaws, presenting any changes thereof to the membership for approval, keep a record of all proceedings, conducting correspondence at the direction of the President and shall give notice of all membership votes and/or meetings of the Association. The Secretary shall also be responsible for the activities of the appointed and special committees not otherwise assigned. He/she shall, within 15 (fifteen) days prior to the conclusion of his/her term, deliver all related books, records, and correspondence to his/her successor.

TREASURER - The Treasurer shall serve as Chairperson of the Finance Committee. The 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 15 (fifteen) days prior to the conclusion of his/her term, 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. The Treasurer must present a financial report for approval to the membership at the business session of the Annual Meeting.

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.

CHAIR OF PAST PRESIDENTS' COUNCIL - The TMGMA President shall select a chairperson of the Past Presidents' Council whose term shall be in conjunction with the TMGMA officers. The Chairperson must be a minimum of three years past the completion of his or her term as TMGMA President. The Chairperson of the Council shall serve as an ex officio member of the Executive Council with limited voting rights as noted herein. The Chair of the Past Presidents' Council shall serve as a Chair of the Past Presidents' Scholarship Committee, a member of the Nominating Committee recommends suitable candidates as appropriate for the Martha Johnson Distinguished Service Award and lead the process for selection of the Thomas H. Stearns Executive of the Year Award.

REMOVAL FROM OFFICE – Should any officer of the Association fail to fulfill his or her duties and/or commit an act that negatively reflects up on the Association, the remaining members of the Executive Committee including the Chair of the Past Presidents' Council may remove said officer with a unanimous affirmative vote. A petition signed by no less than 25 members of the TMGMA brought to the Executive Council supporting impeachment of an officer shall be considered by the Council and must be either affirmatively or negatively addressed within 10 (ten) business days. The voting membership may also remove an officer by a simple majority vote of those present at a regular or special meeting.

ARTICLE IV EXECUTIVE COUNCIL

DUTIES - The Executive Council shall be the administrative body of TMGMA. The Executive Council has the authority to act on behalf of the Association in lieu of the membership where not otherwise defined in the Constitution and Bylaws. A majority of the Executive Council present shall constitute a quorum for the purpose of voting and conducting business.

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.

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

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 for conducting official Association business to be held before November 30 each year. All members shall be notified at least thirty (30) days prior to such meeting. A formal agenda, to include a financial report, officer elections, next year membership dues, Constitution and Bylaws Amendments and/or any other Association business requiring a membership vote, must be presented to the members at this time.

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 or Life (Past President) Member. A proxy vote from a Regular or Life (Past President) 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, Affiliate, and Life Members may serve on committees.

DUTIES - The Executive Council shall monitor actions of the committee, councils and/or task forces of the Association.

DISSOLUTION - The Board of Directors may dissolve or consolidate committees, councils and/or task forces as it deems appropriate.

NOMINATING COMMITTEE - The Immediate Past President shall serve as Chairperson of the Nominating Committee. Additionally, the President, the President-elect, the Chair of the Past Presidents' Council and one other past President shall serve as the remaining members of the committee. It is the responsibility of the Nominating Committee to solicit applications for TMGMA officers, review said applications and recommend to the Board those candidates to be put forth before the general members for service in those roles.

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

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.

PAST PRESIDENTS' SCHOLARSHIP COMMITTEE: A committee comprised of no less than three Past Presidents in good standing chaired by the Chair of the Past Presidents' Council shall review scholarship applications and determine award recipients, if any, in accordance with the current scholarship application and guidelines.

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 Committee 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 has no authority to represent TMGMA beyond that expressly delegated by the Executive Committee. The President shall have the authority to remove from office any member of the Leadership Committee. The President may appoint a replacement should a vacancy occur on the Leadership Committee.

LOCAL CHAPTER LEADERS – Recognizing the importance of the local chapters and their members, the President or Executive Council may call a meeting of their officers and/or representatives. The President and President-Elect (or local chapter equivalent) must be members of TMGMA.

**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. The Executive Council may refuse registration and deny entry to guests as it deems appropriate in the best interests of the Association.

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

EXECUTIVE DIRECTOR – The Executive Council may engage an administrator who shall be called the Executive Director. The term, compensation, responsibilities, and annual evaluation for the Executive Director shall be determined by the Executive Council. The Executive Director shall have no authority to enter into contractual agreements and/or liabilities on behalf of the Association without express approval of the Executive Council as defined in Article IV.

PAST PRESIDENTS’ SCHOLARSHIP FUND – The Past Presidents’ Scholarship Fund shall constitute a separate operating account. While managed by the Executive Committee for accounting purposes, funds may not be used for general TMGMA operating expenses without express approval and a majority vote of all living Past Presidents with a valid mailing address. Funds are to be distributed in accordance with the current scholarship application and criteria in support of continuing education within TMGMA and MGMA-ACMPE.

**ARTICLE VIII
AMENDMENTS**

Amendments to the Bylaws of TMGMA or repeal of same shall be submitted to the Secretary in writing by any Regular or Life (Past President) member of TMGMA at least 60 (sixty) days prior to the business session of the Annual Meeting, or within seven (7) days following notice of the date of such meeting. Notice of Amendments or repeal of same must be served to the membership 30 (thirty) days prior to the business session of the Annual Meeting or within three (3) days if the notification of amendments or new Bylaws from a member is properly served within seven (7) days of the Annual Meeting notice to the members. Amendments, or new Bylaws may be adopted upon the affirmative vote of a simple majority of the Regular and Life (Past Presidents) members present at the meeting.

**ARTICLE IX
PARLIAMENTARY PROCESS**

Amendments to these Bylaws, all other matters requiring a vote of the Executive Council and/or membership and meetings called in the name of the Association shall follow the most recent version of Robert’s Rules of Order unless otherwise noted herein.
