

**Bylaws Of**  
**Nebraska Medical Group Management Association**

*As amended on September 16, 2016*

**ARTICLE I**

**Definition**

**Section 1. Medical Group Practice:** The term “Medical Practice” as used herein shall mean an organization of licensed doctor(s) of medicine or osteopathy, actively engaged in the practice of medicine and which shall employ as its administrative head a clinic manager or administrator in active management of its administrative and/or business affairs.

**ARTICLE II**

**Members**

**Section 1. Membership:** There shall be seven classifications of membership in the Corporation:

- A. **ACTIVE MEMBER:** An Active Member is an individual who is serving in an administrative or managerial capacity within a formally organized and legally recognized physician medical practice. Active members shall:
- 1) Perform managerial duties in multiple areas, such as finance, personnel and data processing: or
  - 2) Perform administrative tasks in a single area, such as marketing or medical records: or
  - 3) Provide care and perform significant managerial or administrative functions: or
  - 4) Be employed by a medical group practice.
- An Active Member is entitled to vote, hold office, and serve on any committee.
- B. **STUDENT MEMBER:** The Student Member is an individual who is actively working on a degree in healthcare administration or similar program. The student must not qualify in any other category of membership. A Student Member cannot vote, hold an office, or be chair of a committee, but may serve on a committee.
- C. **ASSOCIATE MEMBER:** An Associate Member is an individual with an interest in healthcare management and does not qualify for any other membership category, including participants of management service organizations (MSO), physician-hospital Organizations (PHO), or other derivative models of clinical integration, as well as members of allied health practices. An Associate Member cannot vote, hold an office, or be chair of a committee, but may serve on committees.
- D. **AFFILIATE MEMBER:** An Affiliate Member is an individual who does not qualify as an Active or Associate Member but who supplies products or services to NMGMA members. An Affiliate Member cannot vote, hold an office or be committee chairs, but may serve on committees.
- E. **HONORARY MEMBER:** Any individual, whether a member, a former member of the Nebraska Medical Group Management Association or not, who has rendered service so outstanding to the profession of medical group practice management to be worthy of such rare distinction shall be eligible for Honorary Membership. Nominations shall be submitted in writing to the Board of Directors of the Corporation and may be granted by the membership at the annual meeting of the Corporation upon the unanimous recommendation of the Board of Directors.
- F. **LIFE MEMBER:** A Life Member is an NMGMA member who permanently retires or becomes disassociated from active medical group practice management and who has been a member for at least fifteen (15) years. Life members shall pay no dues or have no vote within the NMGMA, but shall be considered a guest in regard to the educational component of the registration fees of NMGMA at all state functions. A Life Member shall be responsible for payment of any social event fees applicable during attendance at NMGMA functions/meetings.

- G. **INACTIVE MEMBER:** An inactive member is any member in good standing who is no longer active in medical group practice management but who wishes to maintain contact with the Association. An individual can be an inactive member for the balance of the current year plus one calendar year. The Board will review all members on inactive status every six months. For the first six months after becoming inactive, that individual can continue to vote, hold office, or be chair of a committee, and may serve on committees. Following the six month period, an inactive member may only continue to serve on committees.

**Section 2. Application:** Application for membership in this Corporation shall be in such manner and form as shall be prescribed from time to time by the Board of Directors of this Corporation and shall be submitted for approval by the Board of Directors.

**Section 3. Voting Rights:**

- A. Voting rights shall be limited to Active Members who have paid all dues and assessments and have met all the current requirements for voting rights imposed by the Board of Directors.
- B. Voting members of the Corporation shall elect officers, amend or rescind any amendments to the Bylaws, and act on such issues as may be placed before the voting members for vote by the Board of Directors and on other such business as may be brought up at a regular or special meeting by its members.
- C. Voting by proxy shall not be permitted.
- D. Each member with voting rights shall be entitled to cast one vote on any issue submitted to the membership or special meeting.
- E. On such matters as the Board of Directors deems appropriate, members may cast a ballot vote by U.S. mail.

**Section 4. Meetings:** Members of the Corporation shall meet no less frequently than two times in any calendar year. If a registration fee is necessary, it shall be fixed by the Board of Directors. The officers shall be responsible for the program at the meetings of members.

- A. **ANNUAL MEETING:** The time, date and place of the annual meeting of the members shall be set by the Board of Directors. At each annual meeting, the voting members shall elect directors and conduct such additional business as may be placed before the voting members by the Board of Directors.
- B. **SPECIAL MEETINGS:** Special meetings of the voting members, for any purpose or purposes, may be called by the President or by the Board of Directors and shall be called by the President at the request of two or more members of the Board of Directors. The person or persons calling such special meeting shall fix the time, date and place thereof.
- C. **NOTICE OF MEETING:** Written or printed notice stating the time, date and place of the meeting and, in the case of special meetings, the purpose or purposes for which the meeting is called, shall be mailed to each voting member not less than ten (10) days prior to the date set for such meeting, nor more than sixty (60) days before the meeting date, unless such notice is waived in accordance with the Articles of Incorporation or these Bylaws.

**Section 5. Quorum:** A simple majority of those members present with voting rights on the date of any annual or special meeting shall constitute a quorum for the conduct of any business of the members of the corporation.

**Section 6. Dues and Assessments:** In addition to any other conditions of membership specified by the Board of Directors and not inconsistent with these Bylaws, members shall pay annual dues assessed by the Board of Directors each year for each membership class in an amount based upon reasonably anticipated expenses of the Corporation for the current year.

**Section 7. Nonpayment of Dues or Assessments:** Should any member fail to pay dues or assessments when due as specified by the Board of Directors, his or her voting rights and/or other privileges of membership shall automatically terminate, provided that voting rights and /or other privileges of membership may be automatically reinstated by payment of such delinquent dues and assessments and all subsequent dues and assessments made to the date of reinstatement of voting rights.

**Section 8. Resignation:** Any member may resign from membership by delivering a written resignation to any officer of the Corporation. No resigning member will be entitled to a refund of dues or assessments previously paid except by vote of the Board of Directors.

**Section 9. Forfeiture of Membership:** Membership in the Association shall be forfeited for any of the following reasons:

- A. Gross misconduct, if such a finding is made by the Board of Directors of the Association and the voting Directors so indicated by two-thirds (2/3) vote of the Directors present and voting; provided, however, that such finding is made after such member has been afforded an opportunity for a hearing according to rules prescribed by the Board of Directors.
- B. Failure to pay renewal dues each year. Membership would be reinstated upon payment in full of renewal dues.

### **ARTICLE III**

#### **Board of Directors**

**Section 1. General Powers:** Except as reserved to the voting members, or as expressly delegated by these Bylaws to the officers, the business affairs of the Corporation shall be managed by the Board of Directors.

**Section 2. Composition:** The Board of Directors shall consist of the four (4) serving officers of the Corporation and the immediate Past President.

**Section 3. Terms:** Directors shall be elected for one-year terms coinciding with the term of the office which they hold. A member elected to a position on the Board of Directors shall cease to be eligible to serve as a director (or officer) should the member fail to retain membership voting rights through the nonpayment of dues or assessments or through failure to comply with the requirements for Active Members. A director shall not serve for more than five consecutive one-year terms.

**Section 4. Annual Meeting:** The annual meeting of the Board of Directors shall be held immediately preceding the annual meeting of the members. No notice of the annual meeting of the Board of Directors need be given.

**Section 5. Special Meetings:** Special meetings of the Board of Directors may be called by the President or any two directors. The person or persons authorized to call such special meeting and called the same shall fix the time, date and place for any such special meeting. Special meetings of the Board of Directors may be conducted by telephone provided that minutes of any special meeting are maintained as if the meeting had been conducted in person.

**Section 6. Notice:** Notice of any special meeting of the Board of Directors shall be given at least twenty-four (24) hours in advance of the date set for such special meeting by email, U.S. mail or telephone.

**Section 7. Quorum:** A majority of the directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, whether conducted in person or by telephone.

**Section 8. Vacancies:** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors of the Board of Directors. A director elected to fill a vacancy shall hold office only until the next annual meeting of members. Board officers take office following the Fall Meeting or October 1<sup>st</sup> of that year, whichever is later.

### **ARTICLE IV**

#### **Officers**

**Section 1. Number and Qualification:** The officers of the Corporation shall be President, Vice President, Treasurer, and Secretary, each of whom shall be elected by the members of the Corporation with voting rights. The immediate/past president shall also have voting rights.

**Section 2. Removal; Resignation:** The Board of Directors, by a two-thirds vote of the entire number of directors in office, may remove from office any officer of the Corporation, and at any meeting may accept the resignation of any officer of the Corporation.

**Section 3. Vacancies:** Any vacancy occurring in the office of President, Vice President, Secretary, or Treasurer by the death, resignation, removal or otherwise, may be filled for the unexpired portion of the term at any regular or special meeting of the Board of Directors. If the President vacates his/her position the Immediate Past President shall fill his/her position.

**Section 4. President:** The President of the Corporation shall be the chief executive officer of the Corporation and, subject to these Bylaws and under the supervision of the Board of Directors, shall have general charge of the affairs of the Corporation and control of its several officers. The President shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned to him or her by these Bylaws or the Board of Directors. The President may call and shall preside at all meetings of the members and Board of Directors.

**Section 5. Vice President:** At the request of the President or in his/her absence or disability, the Vice President shall perform all of the duties of the President. When so acting, the Vice President shall have all of the powers of, and be subject to all of the restrictions upon, the President. The Vice President shall have such other duties and responsibilities and may exercise such other powers as may from time be assigned to him or her by these Bylaws, the Board of Directors or the President.

**Section 6. Treasurer:** It shall be the duty of the Treasurer to keep an accurate record of accounts of all meetings of the members and directors; and to perform such additional duties as may be assigned by the Board of Directors or the President. The Treasurer shall have custody of the corporation's funds, shall keep full and accurate accounts of all receipts and liabilities, deposits or other securities. The Treasurer shall have such other duties and responsibilities as are incident to the office of Treasurer or as are assigned by the President, the Board of Directors, or these Bylaws.

**Section 7. Secretary:** It shall be the duty of the Secretary to keep an accurate record of proceedings of all meetings of the members and directors; to give all notices required by the Bylaws; and to perform such additional duties as may be assigned by the Board of Directors or the President. The Secretary shall have such other duties and responsibilities as are incident to the office of Secretary or as are assigned by the President, Board of Directors, or these Bylaws. Unless otherwise determine by resolution of the Board of Directors, the Secretary shall also serve as the custodian of all of the Corporation's records as required by the Nebraska Nonprofit Corporation Act.

**Section 8. Immediate Past President:** The Immediate Past President shall serve as Chair of the Nominating Committee to perform such duties and have such powers as may be assigned or delegated to him or her by the Board of Directors. These duties may be assigned to the agents or representatives of NMGMA. The Immediate Past President serves in advisory capacity to the Board and President of NMGMA.

## **ARTICLE V**

### **Standard of Conduct for Directors and Officers, Indemnification and Insurance**

**Section 1. 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 the 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) 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 (B) of this section unwarranted;
  - 3) 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; and
  - 4) 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 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 2. Indemnification: The Association shall indemnify its directors to the fullest extent permitted by the Nebraska Revised Nonprofit Corporation Act or as that Act may be subsequently amended.

Section 3. 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 4. Insurance: The Association may purchase and maintain insurance on behalf of a person who is or 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 or 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.

## **ARTICLE VI**

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

Section 1. Association Code of Ethics: In accordance with the Association mission statement: “To Improve the Effectiveness of Medical Practices and the Knowledge and Skills of the Individuals Who Manage/Lead Them”; the following Association Code of Ethics applies to all members of the Association in all membership categories:

- A. Members shall conduct themselves in a professional manner, maintaining a high standard of professional integrity and ethics.
- B. Members shall direct their activities to the mission, goals and objectives of the Association, which are to elevate through education the competence, standards and knowledge base of all members;
- C. Members shall not misuse information disseminated in Association publications, meetings, workshops, seminars or other Association functions. Misuse of information includes representing Association information to other persons as having been authored by or originated from any person or organization other than the Association;
- D. Members who also sell products or services shall not utilize information obtained at Association functions such as meetings, workshops or seminars for their personal financial gain, including the solicitation of such products or services at any time during the conduct of Association functions;
- E. Members shall not disparage the work or conduct of other members but shall report unprofessional and/or unethical conduct to the Board.

Section 2. Statement of Policy for Disciplinary Proceedings: Members of the Association have agreed to be bound by the Code of Ethics and are charged with obedience of the Code of Ethics at all times. In order to maintain the highest standards of conduct, members who have demonstrated they are unable to conform to the requirements of the Code of Ethics shall be subject to appropriate disciplinary proceedings as provided in this Article VI. The Board shall handle all matters of ethical violation by any Association member.

Section 3. Grounds for Discipline: Misconduct by any Association member, individually or in concert with other, involving the following acts or omissions, shall constitute grounds for discipline:

- A. Any act or omission which violates the Code of Ethics; and

- B. Failure to respond to a request by the Board without good cause shown or any act or omission which obstructs the Board in the performance of its duties pursuant to these Bylaws. Good cause includes, but is not limited to an assertion that a response would violate the respondent's constitutional privilege against self-incrimination.

Section 4. Forms of Discipline: Any of the following forms of discipline may be imposed in those cases where grounds for discipline have been established:

- A. Admonition. Admonition is a letter of disapproval issued to the respondent.
- B. Suspension. Suspension is the temporary suspension of the respondent's membership in the Association. Suspension shall be for a definite period of time and may contain certain conditions to be performed by respondent before reinstatement is allowed.
- C. Revocation. Revocation is the revoking of a respondent's membership in the Association on a permanent basis.

Section 5. Investigation and Hearing Procedures: The investigation and hearing procedures shall be governed by the following:

- A. Commencement. Proceedings as provided in this Article VI shall be commenced upon a written request for investigation made by any person and directed to the President or the Board of Directors (the "Board"), or by the Board upon its own motion. The person or organization initiating the investigation shall be known as the complainant, and the person or organization that is the subject of the investigation shall be known as the respondent.
- B. Determination to Proceed. Upon receipt of a written request for investigation, or upon approval of the Board, the matter shall be referred to the Board as a whole to determine:
  - 1) If the respondent is subject to the disciplinary jurisdiction of the Board; and
  - 2) If there is an allegation made against the respondent in question which, if approved, would constitute grounds for discipline.
- C. Procedure for Investigation. If a determination is made to proceed with the investigation, the Board shall give the respondent written notice of the fact that the respondent is under investigation by the Board, the general nature of the allegations, and a copy of these Bylaws. The respondent shall have twenty (20) days after notice is given to file with the Board a written response to the allegations. No particular form of response is required, other than it must be in writing. The Board may also investigate the allegations by contacting other persons and securing other information as it deems necessary, including records and other written documents from the respondent. After investigation, if the Board determines no disciplinary action is warranted, the Board shall so notify the complainant and respondent that no further action will be taken. If the Board determines probable cause exists to believe disciplinary action may be necessary, the Board shall notify the respondent that the allegations will be scheduled for hearing before the Board in the manner as set forth below.
- D. Procedure for Hearing. The hearing procedures shall be governed by the following:
  - 1) The Board shall notify the respondent of its finding of probable cause that disciplinary action may be necessary and the possible forms of discipline which may be imposed, based upon the facts as known to the Board at that time.
  - 2) Upon receipt of the notice, the respondent shall have thirty (30) days to file a response to the matters set forth in the notice. No special form is required for the response, except that it must be in writing. For reasonable cause, the Board may give the respondent additional time to file the response.
  - 3) If the respondent desires to contest the allegations or the potential disciplinary sanctions, the Board shall schedule a convenient time for hearing on the issues presented. The Hearing shall be held at a location to be determined in Nebraska, unless the Board and respondent unanimously agree to hold the hearing elsewhere.

- 4) The Board shall establish the rules of procedure for admission of evidence at the hearing, with a presumption that all relevant evidence shall be admitted. The Board shall determine the weight it will place on the evidence admitted. Allegations against the respondent must be proved by a preponderance of the evidence. The respondent may not be required to testify or to produce records over the respondent's objection if to do so would be in violation of the constitutional privilege against self-incrimination.
- E. Findings by Court of Law. When an individual is found guilty in a court of law of an act that would warrant discipline by the Association, no investigation and hearing is required.
- F. Findings of Fact and Ruling. Within a reasonable period of time after the hearing, or if respondent failed to request a hearing, the Board shall issue its findings of fact and ruling, including the form of discipline, if any, to be imposed upon the respondent.

Section 6. Confidentiality: The Board shall not report details of any case under investigation by the Board. The Board shall not report the contents of any investigation to any person not on the Board. A report of the final disposition of any action taken by the Board shall only indicate the nature of the findings and discipline, but shall not disclose the findings of fact or other details of the investigation. If disciplinary action is imposed, the Board may notify the respondent's employer, partners, or co-owners if the Board determines disclosure of such information may be essential to the conduct of the business with which the respondent is associated.

Section 7. Representation: At any stage of the proceedings governed by this Article VI, the respondent may be represented by a duly licensed attorney at law.

Section 8. Communications: All notices to respondent shall be by certified first class mail addressed to respondent's last known address. All notices to the Association or the Board shall be in care of the office of the President.

## **ARTICLE VII**

### **Order of Business; Rules of Order**

Section 1. Order of Business: The order of business at all meetings of members and directors shall be:

- A. Reading of the minutes of the previous meeting;
- B. Consideration of financial statements and reports;
- C. Reports of officers;
- D. Consideration of unfinished business;
- E. Consideration of new and miscellaneous business;
- F. Determination of the number of directors to be elected for the ensuing year, if that be an item of business; and
- G. Election of officers, if that be an order of business.

Section 2. Rules of Order: Except as otherwise provided in the Articles of Incorporation or these Bylaws, the latest edition of ROBERTS RULES OF ORDER shall determine procedure in all meetings of the members and the Board of Directors.

## **ARTICLE VIII**

### **Committees**

The Board of Directors shall have power to constitute such committees as it deems necessary or desirable to advise or assist it in the transaction of the business of the Association. Each such committee shall have only that authority and responsibility which is expressly delegated to it by the Board of Directors at the time the committee is organized or from time to time thereafter. Committees shall be appointed by the President, with the concurrence of the Board of Directors. The President may appoint individuals who are not directors and not members to serve on committees. When so appointed, committee members who are not members or directors may vote on any item of business properly coming before the committee unless such authority is withheld by the President in the terms of appointment. No action of any committee shall bind the Association except to the extent approved by the Board of Directors.

**ARTICLE IX**

**Agents and Representatives**

The Board of Directors may appoint such agents, employees and representatives of the Association and provide them with such powers and assign them such responsibilities on behalf of the Association as the Board of Directors may see fit, so far as consistent with these Bylaws.

**ARTICLE X**

**Fiscal year**

The fiscal year of the Association shall end on December 31 of each year hereafter.

**ARTICLE XI**

**Contracts**

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into any contract of execute and deliver any instrument in the name and on behalf of the Association, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have power or authority to bind the Association by any contract or engagement, or to pledge its credit, or render it financially liable for any purpose or to any amount.

**ARTICLE XII**

**Amendments**

These Bylaws may be amended at any regular or special meeting of the voting members of the Association by a resolution, adopted by a majority of the members present, provided that notice of such proposed amendment shall have been sent to all members at least two weeks prior to such meeting.