

AMENDED AND RESTATED

BY-LAWS

OF

NEW JERSEY MEDICAL GROUP
MANAGEMENT ASSOCIATION, INC.

ARTICLE I

Name, Offices

The name of the organization is the **NEW JERSEY MEDICAL GROUP MANAGEMENT ASSOCIATION, INC.** (The “Association”).

- A. Registered office and Agent. The registered office of New Jersey Medical Group Management Association, Inc., a New Jersey nonprofit corporation (hereinafter the “Association”), in the State of New Jersey. The principal place of business of the Association shall be established by the Executive Council.
- B. Other Places of Business. Branch or subordinate places of business or offices may be established at any time by the Executive Council at any place of places where the Association is qualified to do business.

ARTICLE II

Purpose

The purpose of the Association will be to provide a forum for the exchange of ideas and information among business professionals engaged in medical practice management and to serve as a mechanism whereby solutions to problems of and improvement of medical practice management may be developed through group effort and concerted group action.

Compliance with Laws

The purposes for which this Association is created will be achieved in full compliance with all Federal, State and local laws, regulations and ordinances. In particular, all meetings of this Association and related activities shall be conducted in full compliance with Federal and State Antitrust laws. No member(s) or committee(s) shall have the authority or consent of the Association to engage in any activity on behalf of the Association in contravention of any Federal or State Antitrust laws.

ARTICLE III

Membership

- A. The classification of members are as follows:
 - 1. **ACTIVE MEMBER** To Qualify for active membership an individual shall be a full time employee who acts in a

managerial, executive or supervisory role for medical/dental provider(s) or an individual directly employed by a physician organization, management organization, hospital/hospital system, practice management firm or other business entity which provides managerial, administrative and/or related support services to one or more medical practices of at least one full time medical/dental provider formally organized for health care delivery. The individual must have direct management responsibilities or be engaged in the daily operation of such business entity. Only Active members shall have voting privileges and serve as Officers. In order to be considered an Active Member for purposes of voting at the bi-annual meeting, dues must be current at the time of the meeting.

2. **AFFILIATE MEMBER** To be an affiliate member of the Association, a person shall be an employee of a company providing products and/or services to medical organizations. Affiliate members cannot vote or hold office, but may serve on committees with Board approval.
3. **FULL-TIME STUDENT, FACULTY Staff MEMBER, Active-Duty Member & RESIDENTS Member.** To be a Full Time Student Member, Faculty Staff Member, an Active Duty Member or Resident Member you must satisfy the desired membership classification criteria as set forth below.
 - a. Full-time Student Member - You must be a full-time student as defined by the guidelines of your college or University and matriculated in a graduate medical education, training, or fellowship program.
 - b. Full-time Faculty Staff Member - teaching Health Care Administration in an accredited college or University.
 - c. Active-Duty Members of the Army, Navy, Air Force, Coast Guard and Commissioned Corps of the Public Health Services
 - d. Resident Member – you must be a medical resident in a hospital.

These categories have no voting rights or privileges and must show proof of status to qualify.

4. **HONORARY MEMBER** A person who may or may not be a former or current New Jersey member and who has rendered service so outstanding to the Association or the medical group

practice management profession as to be worthy of this rare distinction. Nominations for Honorary Membership shall be submitted in writing to the Executive Council. Upon review and approval of the Executive Council, Honorary membership will be confirmed.

- B. Application for membership in the Association shall be submitted in such a manner and form as shall be prescribed from time to time by the Association and shall be submitted to the Executive Council or a designated committee directed by the Association.
- C. All members shall have the same rights and privileges as active members have except for the right to vote and hold office in the Association, and shall be subject to the same obligations as active members. ONLY active members may vote and serve as an officer of the association. No member may hold more than one type of membership category in the association at any given time. Members may not switch from one category to another without approval of the Member Services Chair.
- D. No applicant shall be denied membership on the basis of race, color, religion, and sex, National Origin or Sexual Orientation.
- E. All members shall adhere to the standards set forth in the MGMA Code of Ethics.
- F. A member may resign by delivering a written resignation to the Association at its principal office or to the President or Secretary of the Association. Such resignation shall become effective upon receipt unless it is specified to become effective at some other time.

A member may have their membership revoked and removed from the active rolls by the Executive Council by a majority vote of the Executive Council members then in office. Membership shall terminate immediately after written notice of such revocation or removal is sent to such member by the Executive Council.

ARTICLE IV Annual Dues

- A. Annual dues will be set by the Executive Council. Annual dues are payable upon receipt. All dues are non-refundable and non-transferrable upon termination or resignation of membership.
- B. The Association's Fiscal Year is January 1 – December 31. Annual dues shall be for the calendar year ending December 31. Members whose dues are not paid by February 28th of the following year shall be dropped from the rolls of the Association.

- C. A member that is dropped from the rolls must reapply for membership.

ARTICLE V
Officers

The officers of the Association shall be specified below. All officers of the Association must be active paid members with a continuous paid membership of two years. The term of office for all officers shall be for two years and will commence on January 1. Election shall be by majority vote of paid active members at the time of election.

A. PRESIDENT

The President shall preside at all meetings of the Association. He/she shall cause to be communicated to the membership all matters affecting the Association between meetings and shall perform such other duties as are necessary incident to the office. The President shall preside at all meetings of the Executive Council and shall be an ex officio member of all Standing and ad hoc Committees. Additionally, the President shall recommend a Chair for each Standing Committee. The President has the authority to appoint an ad hoc committee. The President may enter into and execute contracts and other instruments, in the name of the Association, which are authorized by the Executive Council. In case of a vacancy in the office of President, or during the President's absence or inability to act, the powers and duties of the President shall be exercised by the Vice President.

B. VICE PRESIDENT/PRESIDENT-ELECT

The Vice President shall perform all duties given to him/her from time to time by the President or by vote of the Executive Council and, as delegated, serve as the President's representative on various Committees. In the absence of the President, the Vice President shall perform the duties of President. The Vice President will transition to the office of President upon the completion of the previous President's term of office as long as they have been re-affirmed by the Nominating Committee.

C. TREASURER

1. Supervise the financial affairs of the Association and such other duties, which the Executive Council may prescribe.
2. Make disbursements at the direction of the Executive Council. Any checks or other withdrawals on the Association's account shall be signed by the Treasurer or the President.
3. Prepare a Treasurer's report for every Executive Council meeting and business meeting.
4. The officers of the Association shall receive no compensation for services; but the Treasurer shall reimburse the officers for any out-of-pocket expenses

incurred in conducting Association business, provided the Executive Council approves.

The Treasurer will transition to the office of Vice President upon the completion of the previous President's term of office, as long as they have been re-affirmed by the Nominating Committee.

D. SECRETARY

1. Give notice to all meetings of the Association and make provisions for the keeping of a record of all proceedings.
2. To promptly mail copies of meeting minutes to all concerned parties.
3. Inform the members of Association activities.

The Secretary will transition to the office of Treasurer upon the completion of the previous Treasurer's term of office as long as they have been re-affirmed by the Nominating Committee.

The Executive Council may elect to combine the positions of Secretary and Treasurer. This merger shall require the approval of the Executive Council. In the event the positions are combined, the Secretary/Treasurer will transition to the position of Vice President/President-Elect upon completion of their term of office, as long as they have been re-affirmed by the Nominating Committee.

E. FAILURE TO COMPLETE TERM

Any officer who for any reason or no reason, does not serve their entire term of office, shall no longer be eligible to serve as an officer in any capacity for the Association.

ARTICLE VI
Executive Council

The Officers of the Association, the Chairpersons of the Standing Committees, the Primary State ACMPE Forum Representative and the immediate Past President shall constitute the Executive Council of the Association, and shall have the responsibility for the management of the affairs of the Association. The presence of a majority of the Officers shall be necessary at all Executive Council meetings for the transaction of association business. All vacancies occurring in the Officers of the Association shall be filled by the Executive Council. All members of the Executive Council may vote on issues before the Executive Council.

An Executive Council Member may only be removed from office by a two-thirds vote of the Executive Council members then in office.

At any regular meeting of the Executive Council a voting quorum will consist of a majority of the Executive Council Members then in office. Executive Council meetings may be held in person, via conference call or webinar, as long as a majority of the Officers of the Association are present. The Executive Council may act with out a meeting if prior or subsequent to such action; each member of the Executive Council shall consent in writing to such action. Written consent shall be filed in the minute's book.

ARTICLE VII Membership Meetings

- A. A bi-annual meeting of the Association shall be held and the location and times of this meeting shall be communicated to the members not less than two weeks before the meeting. Active paid members are entitled to vote for officers of the association and all voting will take place via electronic ballot not less than two weeks prior to the meeting. Election results will be announced at the bi-annual business meeting. In case of a nomination from the floor, a run-off election will take place and balloting will occur via an electronic means and results will be announced to membership via e-mail.
- B. Special meetings or business meetings may be held at any time upon the call of the Executive Council or by written request of three Active Members to the principal office or the Secretary of the Association. Not less than two business days notice shall be provided and notice shall include the purpose for which the meeting has been called.
- C. A quorum for the transaction of association business at the bi-annual meeting or any special or business meeting for the Association shall be a majority of the Active Members present.
- D. All meetings shall be conducted in accordance with the latest edition of Robert's Rule of Order.

ARTICLE VIII Committees

- A. The Executive Council shall have the power to approve and the President shall have the power to recommend a Standing Committee or ad-hoc committee, as it deems advisable to carry on the work of the Association.
- B. Committee Chair appointments are recommended by the President and approved by the Executive Council. Chair appointments will be recommended on a bi-annual basis upon the election of a new president.

- C. The chairpersons for all Standing committees shall communicate to the principal office or the Secretary of the Association if unable to attend the Executive Council meeting.
- D. The Executive Council shall, at least 60 days prior to the bi-annual meeting of the last year of office, appoint a Nominating Committee, consisting of at least two voting members, and no more than four, in addition to the immediate Past President, who will serve as chairperson. The committee's purpose will be to develop and circulate to the membership a slate of qualified candidates no later than 30 days prior to the bi-annual meeting for electronic voting. Notwithstanding the report of the Nominating Committee, all open Officers' positions shall be open to nomination from the floor of the bi-annual Business meeting by affirmative votes of 25% of the total active membership. If there are less than 25% of the active members in attendance at the meeting, then no nominations can be accepted from the floor and the Nominating Committee report will stand. In the case of a successful nomination from the floor, a run-off election will be held, as per Article VII item A.
- E. Council of Past Presidents

In order to ensure continued access to the experience and expertise of its former top leadership, the NJMGMA Executive Council has established The Council of Past Presidents.

The Council of Past Presidents will be comprised of individuals who have completed the full term as President of NJMGMA.

Participation on the Council will be on a voluntary basis, and no Past President will have any obligation to serve on the Council at the completion of his or her term. Participation on the Council will not be for any fixed term, and Past Presidents may elect to participate on the Council, or terminate such participation, at any time. There will be no limit on the number of Past Presidents who may participate as Council members.

The Council of Past Presidents will serve the NJMGMA Executive Council in an advisory capacity only. As such, all Council members, with the exception of the immediate Past President, or Past Presidents whose current position on the Executive Council entitles them to same, will be without Executive Council vote.

The Council of Past Presidents may determine its own working structure and appoint Council officers as it deems fit, and at its own discretion.

Any activity undertaken on behalf of, or in the name of, the NJMGMA by the Council of Past Presidents will be solely at the direction of, and with the approval of, the NJMGMA Executive Council; such approval being afforded only by majority vote of the NJMGMA Executive Council.

As the Council of Past Presidents has been established by majority vote of the NJMGMA Executive Council, it may in like manner be dissolved. In any vote for dissolution, members of the Council of Past Presidents, [with the exception of the Immediate Past President] who might otherwise be entitled to a Board vote by virtue of their current position on the Board, [Committee Chairs, ACMPE Rep, etc.], will be, in the instant case, without vote.

ARTICLE IX Restrictions

No Officer, Executive Council Member, Association Management employee/director or individual member of the Association may enter into any contract or execute any instrument in the name of, or on behalf of, the Association unless approved by the Executive Council.

ARTICLE X Dissolution

In the event of the Dissolution of the Association, any property remaining after the payment of Dissolution debts and liabilities of the Association shall be transferred to a corporation, fund or foundation organized and operating exclusively for charitable, scientific or educational purposes as defined in Section 501 (C) 3 of the Internal Revenue Code as amended. Selection of such organization shall be subject to approval of the Executive Council of the Association.

ARTICLE XI Waivers of Notice

Any notice required by these bylaws, by the certificate of incorporation, or by the New Jersey nonprofit Corporation Act, hereinafter the "Act", may be waived in writing by any person entitle to notice. The waiver of waivers may be executed either before of after the event with respect to which notice is waived. Each Executive Council member attending a meeting without protesting, prior to its conclusion, the lack of proper notice shall be deemed conclusively to have waived notice of the meeting.

ARTICLE XII Amendments, Review of, and Force of Effect of Bylaws

- A. These bylaws may be amended, repealed or altered by a majority vote of the Executive Council, except for provisions which by law requires the membership to approve the proposed amendments. Proposed amendments

of these bylaws must be submitted in writing and may be adopted by two-thirds vote of all voting members present at the bi-annual meeting or any special or business meeting of the Association provided that the notice of the meeting shall include the proposed amendments.

- B. These bylaws will be reviewed and amended if needed on a bi-annual basis to coincide with the election of officers or by action of the Executive Council.
- C. Force and Effect of Bylaws. These bylaws are subject to the provisions of the "Act" and the Corporation's certificate of incorporation, as it may be amended from time to time. If any provision in these bylaws is inconsistent with a provision in the "Act" of the certificate of incorporation, the provision of the "Act" shall govern.

Amended and Approved March 24, 2010