

**THE KNOXVILLE AREA MEDICAL GROUP
MANAGEMENT ASSOCIATION**

BY-LAWS

**ARTICLE I
OFFICES**

1.1 Principal Office. The principal office of The Knoxville Area Medical Group Management Association (hereinafter referred to as the "KAMGMA") shall be located at the principal address as registered with the State of Tennessee for Corporation Non-Profit filing. KAMGMA may have such other offices, either within or without the State of Tennessee, as the Executive Council may designate from time to time.

1.2 Registered Office. The registered office of KAMGMA required to be maintained in the State of Tennessee by the Tennessee Nonprofit Corporation Act, as amended from time to time (hereinafter referred to as the "Act") shall be located at the principal address as registered with the State of Tennessee for Corporation Non-Profit filing.. The address of the registered office may be changed from time to time by the Executive Council.

1.3 Fiscal Year. KAMGMA shall operate on a fiscal year basis defined as October to September for all business purposes.

**ARTICLE II
PURPOSES**

2.1 Purposes. The purposes of KAMGMA are those set forth in its charter of incorporation, as from time to time amended or restated (hereinafter referred to as the "Charter").

2.2 Prohibitions. KAMGMA is not formed for financial or pecuniary gain; and no part of the assets, income, or profits of KAMGMA shall be distributable to, or inure to, the benefit of its trustees, officers, or any other private person, except as provided herein as reimbursement for reasonable expenses on behalf of KAMGMA, and except to make payments and distributions in furtherance of the purposes of KAMGMA, as set forth in the Charter. No substantial part of the activities of KAMGMA shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and no part of the activities of KAMGMA shall be the participation in, or intervention in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office. In no event shall any gift or bequest of property be received or accepted by KAMGMA if such gift or bequest is conditioned or limited in such manner as to require the disposition of its income or principal to any person or organization other than in accordance with KAMGMA's purposes.

ARTICLE III MEMBERSHIP

3.1 Membership. KAMGMA shall have members. _

3.2 Regular Membership. Regular membership may be held by one who is actively engaged as an administrative head or full-time administrative staff member of a medical practice of a licensed Doctor of Medicine. Each Regular Member will have one vote. Applications will be presented to the Executive Council for acceptance or denial.

3.2 b. Member in Transition. An individual who is a Regular Member in good standing whose employment, association or affiliation with a medical practice ceased for any reason and who has been a Regular Member for a least three (3) consecutive years prior to the end of such employment relationship may apply for Member in Transition status by submitting a written request to the current Secretary/Treasurer. Member in Transition 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 the previous employment relationship ended (the "Transition Period"). A Member in Transition will be granted the same privileges as a Regular Member (including the right to vote on corporation matters) and will be permitted to remain an officer or director of the corporation, as applicable. Applicable membership dues during the Transition Period will be waived. If the Member in Transition is reemployed during the Transition Period, all applicable membership guidelines and requirements will re-apply (including the obligation to pay membership dues), or, if employed out of health care, membership benefits will immediately terminate. If the Member in Transition is not employed at the conclusion of the Transition Period, such member shall cease to be treated as a Regular Member and will be required to resign from any officer or director positions that he or she holds; provided, that, such member may continue to participate in the corporation as a member another qualifying membership level (and will be required to pay applicable membership dues). Notwithstanding the foregoing, a Member-in Transition may apply in writing to extend the Transition Period for one (1) additional six (6) month period (an "Extension Period"), such extension to be granted by the Board of Directors in its sole discretion. If such extension is granted, the Member in Transition shall continue to be treated as a Regular Member for the Extension Period; provided, that such member will be required to immediately resign from any officer or director position that he or she holds at the beginning of the Extension Period.

3.3 Associate Membership. Associate memberships may be held by one who is actively engaged as an administrative head or full-time administrative staff member of a medically related practice, but not of a licensed Doctor of Medicine, such as, but not limited to, dentists, chiropractors, and podiatrists. This will be a limited membership with no voting privileges, but permitted attendance of meetings and activities. Applications will be considered from applicants whose company or employer is of a medically related field that is not specifically responsible for, or manages patient care but not of a Doctor of Medicine. Applications will be presented to the Executive Council for acceptance or denial.

3.4 Corporate Affiliate. Application may be considered for membership of a corporate affiliate member or vendor/supplier. This will be a limited membership with no voting privileges, but permitted attendance of meetings and activities. The affiliation of vendor/supplier to KAMGMA does not in any way connote KAMGMA's endorsement of said product and/or services. Applications will be considered from medically related fields only. Applications will be considered from a representative whose company or employer has an affiliation or business relationship with medically related businesses dealing with patient care. Applications will be presented to the Executive Council for acceptance or denial.

3.5 Life Membership. A life membership may be conferred upon any active Regular Member in good standing who becomes permanently disassociated from medical administration and who had been an active Regular Member of KAMGMA for at least ten (10) years; or one who retires because of age or disability and has been a Regular Member of KAMGMA for at least ten (10) years. A Life Member shall pay no dues or have a vote within KAMGMA, but shall be considered a guest of KAMGMA at all functions. Applications will be presented to the Executive Council for acceptance or denial.

3.6 Application for Membership. Application for membership shall be in writing and sent to the Vice-President for Membership for presentation to the Executive Council for acceptance or denial.

ARTICLE IV MEMBERSHIP MEETINGS

4.1 Regular Meetings. Meetings shall be held monthly at a time and place determined by the Executive Council. Scheduling allowances may be made to allow members to attend meetings of the Tennessee Medical Group Managers Association and the National Medical Group Managers Association. One monthly meeting of the year shall be reserved for KAMGMA's Annual Seminar. Notice of such meetings shall be given to all members at least fourteen (14) days prior to such meeting.

4.2 Special Meetings. Special meetings may be held at any such time upon call of the Executive Council. Notice of such special meetings shall be given to all members at least fourteen (14) days prior to such meeting.

4.3 Quorum. A quorum for the transaction of business at any regular or special meeting, except where otherwise stated, shall consist of no less than a majority of the Regular Members appearing on the membership roster for that year.

4.4 Voting. Voting at any business session shall be limited to one (1) vote per each Regular Member. A proxy vote from a Regular Member may be accepted if presented in writing prior to the meeting from which he/she will be absent.

ARTICLE V MEMBERSHIP DUES; GUESTS

5.1 Membership Dues. Annual dues shall be recommended by the Executive Council to the general membership at the October meeting. Dues are payable upon acceptance of membership. Dues shall be payable by February 1st of each year. Failure to pay dues by February 1st will result in termination from the Association; reinstatement will require application.

5.2 Guests. Members of KAMGMA shall have the privilege of inviting guests to meetings of the Association.

ARTICLE VI EXECUTIVE COUNCIL

6.1 Duties. Pursuant to Section 48-58-101 of the Act, and except as otherwise provided by the Act and the Charter of KAMGMA, all corporate powers of KAMGMA shall be exercised by and under the authority of, and the affairs of KAMGMA managed under the direction of, the KAMGMA's Executive Council. In addition to the powers listed above, the Executive Council shall be responsible for the planning and implementation of the meetings of the membership of KAMGMA and the management and affairs of KAMGMA between such meetings and the acceptance of new members, providing such qualify according to these by-laws and the Charter of KAMGMA.

6.1 b. Vacancies in Board: A vacancy occurring in the Board for any reason need not be filled prior to the next annual election unless the remaining directors are fewer in number than required by law; any vacancy may be filled by vote of the affirmative vote of the remaining voting Executive Council Members then in office or by vote of the Regular Members of the corporation or, in the discretion of the executive committee (if applicable), it may elect a member to fill a vacancy until the next annual election is held.

6.2 Contracts. The Executive Council, except as in these by-laws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of or on behalf of KAMGMA wherein such contract does not obligate KAMGMA for more money than presently in KAMGMA's account. No officer, agent, or employee shall have any power or authority to bind KAMGMA by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

6.3 Members. The Executive Council shall be made up of the officers of KAMGMA and the immediate past-President.

6.4 Annual Meeting. The annual meeting of the Executive Council shall be held within or without the State of Tennessee within the first four months of the fiscal year of KAMGMA at such time and date as shall be determined by the Executive Council. The

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purpose of the annual meeting shall be to transact such business as may properly be brought before the meeting in accordance with the Act.

6.5 Special Meetings. Special meetings of the Executive Council may be called by the President or at the request of any two (2) members of the Executive Council.

6.6 Notices. Notice of the time and place of each annual or special meeting shall be given to each member of the Executive Council by the Secretary or by the person or persons calling such meeting. Notice of each annual and special meeting shall be given at least ten (10) days prior thereto. The attendance of a member of the Executive Council at a meeting shall constitute a waiver of notice of such meeting, except where a member of the Executive Council attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

6.7 Quorum and Participation. A majority of the total number of members of the Executive Council in office shall constitute a quorum for the transaction of business at any meeting of the Executive Council. The members of the Executive Council, or any committee designated by the Executive Council, may participate in a meeting of the Executive Council, or of such committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another; and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

6.8 Manner of Acting. Each member of the Executive Council shall be entitled to one (1) vote upon any matter properly submitted for a vote to the Executive Council. The act of a majority of the members of the Executive Council present at a meeting at which a quorum is present shall be the act of the Executive Council, except as may otherwise be specifically provided by law, by the Charter, or by these by-laws. Members of the Executive Council absent from any meeting shall not be permitted to vote at such meeting by written proxies.

6.9 Action Without a Meeting. Any action required or permitted to be taken at a meeting by the Executive Council, or by any committee thereof, may be taken without a meeting if all voting members of the Executive Council, or committee thereof as the case may be, consent in writing to taking such action without a meeting. If all members of the Executive Council entitled to vote on the action shall consent in writing to taking such action without a meeting, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting shall be the act of the Executive Council, or committee thereof as the case may be. The action must be evidenced by one or more written consents describing the action taken, signed in one or more counterparts by each member entitled to vote on the action, indicating each signing Executive Council member's vote or abstention on the action taken. All such written consents and actions shall be filed with the minutes for the proceedings of the Executive Council, or committee thereof.

6.10 Resignation. A member of the Executive Council may resign his or her membership at any time by tendering his or her resignation in writing to the President or, in the case of the resignation of the President, to the Secretary. A resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the resignation by KAMGMA at its principal place of business.

6.10 b. Vacancies in Board. A vacancy occurring in the Board for any reason need not be filled prior to the next annual election unless the remaining directors are fewer in number than required by law; any vacancy may be filled by vote of the affirmative vote of the remaining voting Executive Council Members then in office or by vote of the Regular Members of the corporation or, in the discretion of the executive committee (if applicable), it may elect a member to fill a vacancy until the next annual election is held.

6.11 Removal. Any member of the Executive Council may be removed at any time, with or without cause, by a two-thirds vote of all of the Regular Members.

6.12 Committees. The Executive Council shall appoint such committees as it deems advisable from time to time to carry on the work of KAMGMA. Members from any membership classification may serve on committees as requested by the Executive Council. The President shall, in August, appoint a Nominating Committee of at least three (3) Regular Members with the President-Elect as Chairperson, who will recommend the slate of officers to the membership at the October meeting.

ARTICLE VII OFFICERS AND THEIR DUTIES

7.1 Number. There shall be six (6) officers of KAMGMA, the President, the President-Elect, the Vice-President for Programs, the Vice-President for Membership, the Secretary and the Treasurer.

7.2 Election. Election of officers shall take place at the August/September meeting each year and officers shall begin their term of service in October of the same year. Only Regular Members can be elected to any official office in KAMGMA. Elections shall be decided by a simple majority of those voting at the August/September meeting.

7.3 TMGMA. Officers will be required to join the Tennessee Medical Group Management Association ("TMGMA") with their annual dues paid by KAMGMA.

7.4 President. The President shall be the chief officer and shall preside at all meetings of KAMGMA. The President shall cause to be communicated to the membership all matters affecting KAMGMA between the meetings and shall perform such other duties as are necessarily incident to the office. The President will also act as the liaison between the local, state and national MGMA organizations. The President shall fill, via appointment, all expired terms of office.

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7.5 President-Elect. The President-Elect shall perform all duties of the President during his/her absence and shall assist the President in fulfillment of his/her executive duties as required by the President. The President-Elect shall become President following his/her term as President-Elect. The President-Elect shall coordinate the annual spring Wage and Benefit Survey and work with the Vice-President for Programs on the Annual Seminar.

7.6 Vice-President For Programs. The Vice-President for Programs shall be responsible for arranging programs for the monthly meetings, to include contacting and arranging for speakers and/or panel members, and to contact corporate affiliates for assistance of a social hour before monthly meetings. The Vice-President for Programs will work with the President-Elect on the Annual Seminar.

7.7 Vice-President For Membership. The Vice-President for Membership shall take such steps as he/she deems necessary to ascertain that all persons or firms eligible for membership to KAMGMA are contacted personally, by phone, or by letter, and invited to join KAMGMA. The Vice-President for Membership shall evaluate the qualifications of all applications and make recommendations to the Executive Council for final approval. The Vice-President for Membership shall prepare and distribute membership certificates to new members. The Vice-President for Membership shall also be responsible for the publishing of the annual membership directory in February of each year.

7.8 Secretary. The Secretary shall give notice of all meetings of KAMGMA and make provisions for keeping of a record of all proceedings.

7.9 Treasurer. The Treasurer shall send out notices of dues payable October of each year, collect and in coordination with the Vice-President for Membership, deposit same in a bank approved by the Executive Council. The Treasurer shall also maintain KAMGMA financial records, file required reports, make disbursements upon the direction of the Executive Council, work with an outside firm for purposes of a regularly scheduled audits of the financial records of the organization, file the appropriate organizational forms for tax filing purposes prior to any deadlines, coordinate with the Vice-President for Programs the reservations and payments for the meetings and develop a yearly budget to be voted, and adopted by the Executive Council for purposes of fiscal planning. The Treasurer shall within thirty (30) days after the December meeting, deliver all financial records to his/her successor.

ARTICLE VIII INDEMNIFICATION

No Executive Council member or other officer of KAMGMA shall have personal liability to KAMGMA or to any third part for monetary damages for breach of his or her fiduciary duty as an Executive Council member or officer, and any such personal liability is hereby eliminated; provided, however, that the personal liability of an Executive Council member

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and/or officer is not eliminated or limited:

- a) For any breach of the member's duty of loyalty to KAMGMA;
- b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; or
- c) Under T.C.A. § 48-58-304.

KAMGMA shall hold harmless and indemnify officers and Executive Council members, whether or not then in office, and their respective executors, administrators and heirs from and against any and all claims, demands, expenses (including attorneys' fees), judgments, fines, amounts paid in settlement, and any other costs with respect to any demand, threat, suit or proceeding, whether civil or criminal, arising with respect to such person's previous, present or future service as an officer or Executive Council member of KAMGMA to the maximum extent permitted by law.

KAMGMA shall pay for or reimburse all reasonable expenses incurred by an officer or Executive Council member for KAMGMA in advance of the final disposition of the proceedings to the maximum extent permitted by law.

ARTICLE IX NOTICES AND WAIVER OF NOTICE

The notices provided for in these by-laws shall be communicated in person, by telephone, facsimile, telegraph, teletype, electronic or e-mail, or by mail or private carrier. Written notice is effective at the earliest of:

- a) receipt;
- b) five (5) days after its deposit in the United States mail, if mailed correctly addressed and with first-class postage affixed thereon;
- c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

Whenever any notice is required to be given to any Executive Council member, officer, or committee member of KAMGMA under the provisions of these by-laws, the Charter, or the Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X AMENDMENTS

Amendments to these by-laws shall be submitted to the President of the corporation in writing by any active Regular Member in good standing of KAMGMA two months prior to any monthly meeting. Proposed amendments will be mailed to all members one month before being voted upon. Amendments may be adopted only upon the affirmative vote of two-thirds (2/3) of the Regular Members present at the meeting; provided that no provisions shall be changed, modified or appealed in such manner as to be inconsistent with the objects and purposes for which KAMGMA is formed and KAMGMA shall only conduct or carry on activities permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended and its regulations (collectively, the "Code").

ARTICLE XI EXEMPT STATUS

KAMGMA has been organized and will be operated exclusively for exempt purposes within the meaning of Section 501(c)(6) of the Code. Any provisions of these by-laws or of the Charter which would in any manner adversely affect KAMGMA's tax exempt status shall be void and shall be deleted or modified as necessary to comply with all applicable federal and state requirements for the maintenance of KAMGMA's tax exempt status.