

BYLAWS
OF
IDAHO MEDICAL GROUP MANAGEMENT ASSOCIATION, INC.

ARTICLE I. OFFICES

The principal office of the corporation in the state of Idaho shall be located in the city of Boise, County of Ada. The corporation may have such other offices, either within or without the state of Idaho, as the Board of Directors may designate or as the business of the corporation may require from time-to-time.

The registered office of the corporation required by the Idaho Non-Profit Corporation Act to be maintained in the state of Idaho, and the address of the registered office may be changed from time-to-time by the Board of Directors.

ARTICLE II. PURPOSE

The purpose of the corporation will be to provide a forum for (1) the exchange of ideas and information among business professionals engaged in medical practice management; (2) to provide education and professional development opportunities for members; and (3) influence the regulatory environment for medical group management through concerted group action.

ARTICLE III. MEMBERS

Section 1. Classes, Qualifications and Rights of Members. The corporation has members and its membership is not restricted to those who work or live in Idaho. All membership categories listed below are non-transferable. Memberships are intended to be issued to an

individual and not a practice as a whole. The membership shall be divided into the following classes of members. The qualifications and rights of the members in each class shall be as follows:

Active: Any person employed by or contracted to provide management services for a medical practice, hospital or investor-owned organization managing medical practices;

And must have one of the following as a principal role:

- aa. performing managerial duties involving multiple areas;
- bb. perform administrative tasks involving a single area, including significant management responsibility within the organization; or
- cc. provide patient care and also performing significant managerial or administrative tasks.

An active member is entitled to all Association membership services, as defined by the Board of Directors, including the right to vote on all matters, and to serve as an officer of the Association.

Affiliate: Any person with significant responsibility to provide services to medical practices in a vending or consulting role who does not qualify under the definition of active member. An affiliate member shall not be a voting member of the Association, nor be eligible to hold office.

Student: Any full time student, according to the guidelines of his/her college or university, pursuing a university degree in a healthcare or business related program who does not qualify for active, affiliate, or supporting membership status is eligible to be a student member. A student member is entitled to Association membership services as determined by the Board of Directors, will be a non-voting member of the Association, and will not be eligible to hold office.

Faculty: Any person serving on a university faculty teaching in a healthcare or business related program who does not qualify for active or affiliate membership status is eligible to be a faculty member. A faculty member is entitled to Association membership services as determined

by the Board of Directors, will be a non-voting member of the Association, and will not be eligible to hold office.

Transitional: Any person who becomes unemployed from the management of physician professional practices, and has been an Active member of the Association for at least six months, and in good standing with the Association at the time of unemployment. A transitional member shall be limited to a period of twelve months of membership in the Association, and shall receive all benefits afforded to an Active or Affiliate member. If a member of the Board of Directors becomes unemployed, the member shall have the option to complete his or her term in the current position. Upon completion of the term, his or her status will convert to Transitional at which time he or she will become ineligible to serve additional terms on the Board of Directors.

Supporting Member: Any person who has a supporting role in a medical practice, hospital or investor-owned organization managing medical practices. A supporting member shall be a non-voting member of the Association, and will not be eligible to hold office.

Provider (Physician or Allied Healthcare Professional) Member: Any person who has a professional clinical role in a medical practice, hospital or investor-owned organization managing medical practices. A provider member shall be a non-voting member of the Association, and will not be eligible to hold office.

Retired Member: Any person who has permanently retired from medical practice administration and was a former Active member of the Association and does not qualify for membership within any other category. Dues shall be waived for a retired member, and the retired member shall not be eligible to vote or hold office.

Honorary Member: Any person who has rendered outstanding service to the Association or to the medical group management profession and is deemed worthy of this distinction. This membership is an honor bestowed by the board.

Section 2. Annual Meeting. The annual meeting of the members shall be held once each year, as shall be fixed by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the state of Idaho, such meeting shall be held on the preceding business day. If the election of Directors shall not be held on the day designated herein or any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 3. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of the holders of not less than one-fifth (1/5) of the membership of the corporation entitled to vote at the meeting.

Section 4. Place of Meeting. The Board of Directors may designate any place, either within or without the state of Idaho, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all members at a meeting may also designate any place, either within or without the state of Idaho, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of the meeting shall be the principal office of the corporation in the state of Idaho.

Section 5. Notice of Meeting. Written notice stating the place, the day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is

called, shall, unless otherwise prescribed by statute, be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, - by mail, or by electronic means, by or at the direction of the President, or the Treasurer, or the officer or other persons calling the meeting, to each member of the record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the corporation, or at such other last-known address of which the corporation may have notice, with postage thereof prepaid.

Section 6. Quorum. Those present at any meeting of the membership shall constitute a quorum at a meeting of the members.

Section 7. Voting. Each Active member is entitled one vote upon each matter submitted to a vote at a meeting of the members.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number and Tenure. The Board of Directors consists of the officers of the corporation, and five directors. The officers of the corporation shall be the President, Vice-President/President-Elect, Treasurer and Immediate Past President. The Board of Directors may only be elected from among those members qualifying for specific offices. Each officer and director of the corporation shall hold office for a term specified below and until his/her successor shall qualify.

Section 3. Election of Officers. At each annual meeting of the members, the Board of Directors, acting as a Nominating Committee, shall nominate a member for election by the

membership to the position of Vice President/President-Elect and the membership shall vote on this member. The member serving in the position of Vice President/President-Elect shall automatically move to the position of President, to be replaced by the new Vice President/President-Elect. The individual serving in the position of President shall automatically move to the position of Past-President. Each of these officers shall assume office on January First (1) of the year following the election to serve in his/her respective office for a period of one (1) year. Additionally, at the annual meeting of the members in the final year of the Treasurer's term of service, the Board of Directors, acting as a Nominating Committee, shall nominate a member for election by the membership to the position of Treasurer and the membership shall vote on this member. The Treasurer shall assume office on January First (1) of the year following the election to serve in his/her respective office for a period of three (3) years.

Section 4. Election of Directors. At each annual meeting of the members, the Board of Directors, acting as a Nominating Committee, shall nominate a member for election by the membership to each Director position that will be vacated in the following year and the membership shall vote on these members. Each Director shall assume office on January First (1) following the year of election to serve as a Director in any Director position for a period of three (3) years.

Section 5. Term of Board of Directors. The first election of the Board of Directors shall be held at the meeting in which these bylaws are adopted by the membership of the corporation. The term of each officer and director shall begin on January First (1) following the election year and shall continue for the durations described above or on term commencement of his/her successor. No person shall be eligible to succeed his/herself as President.

Section 6. Removal. Any officer or agent may be removed by majority vote of the Board of Directors whenever, in its judgment, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not, of itself, create contract rights.

Section 7. Resignation. Any officer or agent may resign their position at any time with 10 days advanced written notice to the Board of Directors.

Section 8. Vacancies. Any vacancy occurring because of death, resignation, removal, disqualification or otherwise of officers of the corporation may be filled by unanimous vote of the Board of Directors for the remaining portion of the term. Any vacancy occurring of directors of the corporation because of death, resignation, removal, disqualification or otherwise, may be filled on an interim basis by unanimous vote of the Board of Directors for the remaining portion of the term until confirmation may be obtained at the next annual meeting of the membership. Any vacancy occurring on the Board of Directors may also be filled by the affirmative vote of a majority of the membership.

Section 9. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall, in general, supervise and control all of the business and affairs of the corporation. The President, when present, shall preside at all meetings of the members and of the Board of Directors. The President shall have the authority to designate committees of the Board of Directors at his or her discretion. He or she may sign, with the Treasurer or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deed, mortgages, bonds, loans, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by

these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; The President, in general, shall perform all duties incident to the office of President, including service as Chairperson of an annual conference or educational event, and such other duties as may be prescribed by the Board of Directors from time-to-time. Duties of the position may be delegated at the discretion of the President as he or she determines from time to time. The President must maintain current membership with national MGMA for the entirety of their term.

Section 10. Vice President/President-Elect. In the absence of the President or in the event of his/her death, disability or refusal to act, the Vice President/President-Elect shall perform the duties of the President, and when so acting shall have all powers of and be subject to all the restrictions upon the President. The Vice President/President-Elect may perform such other duties as from time-to-time may be assigned by the President or by the Board of Directors. The Vice President/President-Elect must maintain current membership with national MGMA for the entirety of their term.

Section 11. Treasurer. The Treasurer shall; (a) keep the minutes of the members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) keep a register of the post office address of each member which shall be furnished to the Treasurer by such member; (d) have charge and custody of and be responsible for all funds of the corporation; (e) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies and other depositories as shall be selected by the corporation; (f) take out loans on behalf of the association with approval from the Board of Directors; and (g) in general, perform

all of the duties incident to the office of Treasurer and such other duties as from time-to-time may be assigned by the President of the Board of Directors.

Section 12. Immediate Past President. The Immediate Past President shall serve as an active member of the Board of Directors for the purpose of providing continuity to the operations of the corporation. The Immediate Past President shall be notified of all general as well as Board of Director meetings and shall serve as a voting member of the Board of Directors.

ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this bylaw immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place, either within or without the state of Idaho, for the holding of additional regular meetings without other notice than such resolution.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the state of Idaho, as the place for holding any special meeting of the Board of Directors called by them.

Section 3. Notice. Notice of any special meeting shall be given at least three (3) days previously thereto by written notice delivered personally or mailed to each Director at his/her business address, or by electronic means. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given electronically, such notice shall be deemed to be delivered upon successful transmission

of the electronic message. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 4. Quorum. A majority of the number of Directors fixed by Section 2 of the Article IV shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time-to-time without further notice.

Section 5. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6. Action without a Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent, in writing setting forth the action so taken, shall be approved by all of the Directors either in writing or electronic means.

ARTICLE VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Recommendations and approval for signature of contracts presented by various committees must be documented in the minutes of the Board of Directors. The President and Treasurer are

responsible to develop a budget for the annual operations of the association, which will be presented to the Board of Directors annually for approval.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time-to-time be determined by resolution of the Board of Directors. Ad-hoc and other committees must recommend expenditures to the Board of Directors for approval prior to commitment of monies for expenditures.

Section 3. Deposit. All funds of the corporation not otherwise employed shall be deposited from time-to-time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII. FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE VIII. AMENDMENTS

These bylaws may be amended or rescinded at any meeting of the corporation by an affirmative vote of two-thirds (2/3) of the members present; provided further, that notice of the proposed change shall be given by the Treasurer to the members by mail or electronic means at least fifteen (15) days before the meeting at which such action is proposed.

Section 1. Removal of Members. A member may be removed or expelled from membership by a unanimous vote of the Board of Directors or by a majority vote of the members

of the corporation for conduct, which is adverse to the best interests of the corporation. A member shall have the right to a full hearing before the Board of Directors, before action to expel is taken.

Section 2. Admission for Membership. Application for membership in such form as the Board of Directors may, from time-to-time, be submitted to the Treasurer of the corporation and shall be accompanied by a draft for the membership fee. The application shall be referred by the Treasurer to the Board of Directors for acceptance or rejection.

Section 3. Annual Membership Fees. Annual membership fees shall be set annually by the Board of Directors with the approval of the majority of the membership at the annual meeting.

Section 4. Membership Transfers. Memberships are non-transferable within a medical practice. In the case of an employment change, a membership will remain with the individual.

Signed by:

President

Date

Treasurer

Date