

**BYLAWS
of
SOUTH CAROLINA
MEDICAL GROUP
MANAGEMENT ASSOCIATION**



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BYLAWS
South Carolina Healthcare Managers Association

The following areas are mandatory in order to be in compliance with the South Carolina Healthcare Managers Association, and, therefore must be present in all component chapter bylaws.

1. Chapter name and affiliation statement
2. Purpose
3. Organizational policy
4. Membership requirements
5. Voting
6. Dues
7. Reciprocity of membership
8. Dissolution
9. Compliance with national MGMA affiliation requirements
10. Forward a copy of all approved membership applications to state membership chair

These areas of mandatory compliance are editorial changes for the chapter organization and do not require prior approval by the chapter's legislative body.

No chapter may make rules of membership eligibility which are more stringent or more lenient than the state organization.

Article I: Name

The name of this organization shall be South Carolina Medical Group Management Association hereinafter referred to as SCMGMA.

Article II: Objectives

The objectives of this organization shall be to:

- 1) Enhance the quality of medical care in South Carolina through the professional administration of healthcare practices,
- 2) Encourage the effective and efficient management of healthcare delivery systems through professional development and the exchange of ideas within its membership,
- 3) Promote excellence in healthcare management by its commitment to training, continuing education, and the recognition of achievement and leadership of healthcare managers.

Article III: Organizational Policy

This association shall be a state organization, but shall encourage the development of component chapters throughout the state. All chapters shall be affiliates of SCMGMA, and shall be governed by the SCMGMA Board of Governors. Membership in a local chapter, or as a member-at-large shall automatically become a member of SCMGMA.

Section 1. Affiliations.

- A. The Medical Group Management Associations (“National MGMA”). By entering into an affiliation agreement with the National MGMA, which agreement may be amended from time to time upon approval of the Associations Board of Governors.
- B. The South Carolina Medical Association (SCMA). This affiliation is for State Board administrative support and to enhance the mutual efforts and communication between SCMA physician members and SCMGMA healthcare managers.
- C. Other Affiliations. The association may be affiliated with other healthcare associations for the purpose of fulfilling educational, legislative, and certification goals.

Section 2. Non-Profit Association.

This organization shall maintain its status as a non-profit corporation and shall comply with the laws of South Carolina and the requirements of the Office of the Secretary of State.

- Section 3. **Discrimination.**
This organization shall never become a trade union or collective bargaining agency. No person otherwise qualified for membership in this organization shall be denied membership because of race, religion, sexual orientation, gender, national origin, or political affiliation. No person who participates in the activities of organizations whose purpose is to overthrow the government of the United States shall be a member of South Carolina Medical Group Management Association.
- Section 4. **Fiscal Year.** The fiscal year of this organization shall be January 1 – December 31.

Article IV. Membership

Dues-paying members at the state level will automatically constitute membership at the local level.

- Section 1. There shall be fourteen classes of membership in this organization: Active, Provider, Faculty, Provider, Student, Uniformed Services, Affiliate, Retried, Retired (non-dues paying), and Honorary, shall be members of individual chapters. Corporate, Life, and Members- at-Large shall be members of the state organization
- A. **Active Members.** Active membership shall include those members employed by a management organization, hospital/system, practice management firm or other business entity responsible for managing any operational component(s) of an entity providing healthcare services. This includes consultants who are responsible for operations of one or more practices on an ongoing basis.
 - 1. **Organizational Members.** Individuals must meet Active Membership criteria and be employed under the same Organizational Tax ID#. Organizational members must constitute a group of at least five members. A designated individual at the organization shall be responsible for updating their membership listing, and provide updates to SCMGMA.
 - B. **Provider Members.** Provider membership is available for healthcare providers/clinicians who hold an active license in the state and/or is in a healthcare administrative position.
 - C. **Faculty Members.** Faculty membership shall include professors or instructors who teach or instruct courses related to the provision of healthcare or the administration thereof at an accredited institution.
 - D. **Student Members.** Student membership is offered to those individuals who are pursuing a healthcare or business-related degree at an accredited institution of higher learning and does not qualify for any other member category.

- E. Uniformed Services Member. Uniformed service membership shall include individuals who are employed in a supervisory, management or administrative capacity in a military healthcare clinic or hospital.
- F. Affiliate Members. Affiliate membership is offered to those individuals employed by an organization that provides products or services to healthcare delivery organizations and/or medical practices and who choose not to join as a corporate member.
- G. Retired Member (dues paying). Individuals who have been members of the SCMGMA for three or more years and retired from managing healthcare delivery or providing services to medical practices/healthcare delivery and who work a maximum of 10 hours/week or 500 billable hours/year in support of consultative services to a medical practice. Dues paying retired members may hold office, chair committees, and vote.
- H. Retired Member (non-dues paying). Individuals who have been members of the SCMGMA for three or more years and retired from managing healthcare delivery or providing services to medical practices/healthcare delivery and who work a maximum of 10 hours/week or 500 billable hours/year in support of consultative services to a medical practice. Non-dues-paying retired members may not hold office, chair committees, or vote.
- I. Honorary Members. Honorary membership shall be limited to those members recognized by SCMGMA in recognition of outstanding service to the medical profession or to the organization. Chapters may submit recommendations for honorary members to the state organization for review and approval. Any honorary member meeting qualifications of active member will have the same rights and privileges as active members, but must pay dues in order to vote.
- J. Members-At-Large. Members-At-Large membership shall include those members who qualify for active membership but who are unable to form a chapter.
- K. Corporate Members. Corporate membership shall be limited to companies that provide products or services to healthcare organizations and who join the association at one of the bronze, silver, gold, or platinum structures.
- L. Corporate/Individual Members. Individuals employed by the company maintaining the corporate membership may join two or more local chapter(s) of choice at the corporate/individual rate per member, per chapter if they desire to participate at the chapter level.
- M. Life Members. Life membership is offered to those individuals who have been members of the SCHMA for twenty (20) years, have been active,

inactive or members-at-large and are retired from a healthcare organization. Members who have served as members of SCHMA and who were previously grandfathered in through the 2004 merger of the SCMMA and the SCMGMA may be eligible with the same requirements. Life membership requires state board approval. Life members may be allowed to serve at the chapter level with the approval of the Chapter Executive Committee.

- N. Inactive Members. Inactive membership shall include any active member who is not currently in compliance with active membership requirements but who wishes to remain a member of this organization for the remainder of the year. Inactive members shall have the same rights and privileges as active members.

Section 2. Application for Membership.

All applicants for membership shall register through the established communication portal of the SCMGMA and may pay their membership dues online by credit card or by mailing in a check.

Section 3. Reciprocity.

All members automatically hold membership in the state organization SCMGMA. This organization shall offer reciprocity to any member who wishes to attend a chapter meeting, provided the member makes a reservation and submits the established fee to cover cost of meal and/or any other additional meeting expense for the specific meeting attended.

Section 4. Dual Membership.

Members who are also members of MGMA will be Active state members. The state association must sign the MGMA “Partner Affiliate” agreement in order to participate in dual membership.

Article V. Dues

Section 1. Annual Membership Dues

The dues of the organization shall be set by the State Board of Governors and shall be payable annually in advance. Members who have not paid their dues within 90 days following their anniversary date shall not be eligible to hold office or vote until such dues are paid. Seventy-five percent (75%) of all dues (excluding corporate/individual dues in which 100% shall be forwarded to the chapter) shall be forwarded to the chapter in which membership is requested. One hundred percent (100%) of the corporate contribution shall be deposited with the treasurer of the State Board. Dues are not prorated and are non-refundable.

Membership dues shall be due annually by December 31 of the calendar year to be effective January 1 of the upcoming year

Dual Membership will have state dues collected by MGMA and forwarded to the state. Such dues are collected on an anniversary date rather than calendar year.

Life members and non-dues-paying retired members are exempt from annual dues, but may attend chapter meetings or the state conference upon payment of required fees.

Section 2. Non-Paying Dues Membership

Life members and Retired Members (non-dues paying) are exempt from annual dues, but may attend chapter meetings or the state conference upon payment of required fees.

Section 3. Termination of Membership

The Board of Governors by affirmative vote from two-thirds of the members of the Board may suspend or expel an Association member for cause. In the event the Board considers such action, the member shall be given two (2) weeks' notice by certified mail to the address on file of the impending consideration and the member shall be given a reasonable opportunity to be heard.

The Board may, without such hearing, suspend or expel any member who is in arrearage of payment of dues or fees.

Section 4. Reinstatement of Membership.

Upon written application signed by a suspended or expelled member, the Board of Governors may reinstate the membership upon such terms as the Board may deem appropriate. This shall require an affirmative vote of two-thirds of the Board members.

Section 5. Ownership of Membership.

The member or company paying the membership dues owns the membership.

Following written approval from the owner, the membership may be transferred to another individual within the same organization, provided the individual meets eligibility requirements.

Article VI. Voting

All members, except for Affiliate, Corporate and non-paying dues members, with the exception of Life Members, shall be entitled to voting privileges, with only one vote per member. Eligible members may vote in person ("In Person, herein meaning at a location with face-to-face meeting) or virtually, ("Virtual" herein meaning, via phone or web-based meeting site such as join.me, Zoom, etc) when offered by the association's board, at any official meeting of the organization. Those members present, in person or virtual attendance, shall constitute a quorum for the purpose of voting by the membership.

Article VII. Officers

Section 1. Elected Officers

Officers shall be elected as follows: Governor, Governor-Elect, Recording Secretary, and Treasurer. The Immediate Past Governor shall also serve as an officer. Officers shall serve without compensation.

Section 2. Appointed Officers

The Governor shall have the option to appoint the following officers: Corresponding Secretary, Parliamentarian, and Chaplain, all as ex-officio without vote.

Section 3. Qualifications and Eligibility

1. A candidate for any elected office shall be a dues paying member or member at large in good standing, except for Corporate or Affiliate member, and with dues postmarked by December 31.

2. Additional qualifications for specific offices shall be as follows:

Any active member nominated for a state office must have served as a member of the SCMGMA in good standing for at least one year.

Governor. Shall be a member of a component chapter or served as a member-at-large, shall have served at least two terms on the local Board of Directors with one term served as an officer. In addition, the member shall have served at least one term on the state Board of Governors. The latter may be served simultaneously.

Governor-Elect. Shall be a member of a component chapter or served as a member-at-large, shall have served at least two terms on the local Board of Directors with one term served as an officer. In addition, the member shall have served at least one term on the state Board of Governors. The latter may be served simultaneously.

Secretary. Shall be a member of a component chapter or a member-at-large and/or have served at least one term on the local Board of Directors.

Treasurer. Shall be a member of a component chapter or a member-at-large and/or have served at least one term on the local Board of Directors.

Section 4. Term and Vacancy in Office:

The term of office shall be from January 1 through December 31.

- A. Governor and Governor-Elect shall serve for only one term. A retiring Governor may be re-elected to the office of Governor or Governor-Elect after a lapse of one year.

All officers shall serve no more than two (2) consecutive terms without an affirmative vote from the Board of Governors to accommodate special circumstances to provide continuity for the association executive committee.

- B. The term of office for all elected and appointed officers shall be for one year or until their successors are elected and/or appointed and have assumed office.
- C. A vacancy in the office of Governor shall be filled by the Governor-Elect.
- D. In the event of a vacancy in the office of Governor-Elect, the current Governor may appoint the immediate past governor to serve the remainder of the term. If the Immediate Past Governor is unable to serve, then the Governor may appoint an individual already serving on the executive committee to serve as Governor-Elect as well until such time as the annual conference. At that time, and if eligible, the interim individual shall be eligible to be elected by regular ballot of the current active members at the annual conference. Time served as an interim Governor-Elect shall not count as time served under a regular election.

In the event of a vacancy in the office of an executive position, excluding the Governor or Governor -Elect, the current Governor may appoint an individual who is a member of the state board to fulfill the vacated role until such time as the annual conference. At that time, and if eligible, the interim individual shall be eligible to be elected by regular ballot of the current active members at the annual conference. Time served as an interim shall not count as time served under a regular election.

- E. When a Governor-Elect assumes the office of Governor under the conditions of a vacancy, any restrictions on consecutive terms is lifted and she/he may serve as Governor for the ensuing year.
- F. A vacancy in an elected office shall be filled following a recommendation from the Board of Governors.

Section 5. Removal from Office

An officer who fails to perform the required duties or gives just cause for removal from office shall be removed from office by the Board of

Governors. Removal from office shall require an affirmative vote of two-thirds of the Board of Governors.

Section 6. Resignation from Office

An officer who for any reason is unable to perform the duties of office for a period of 90 days shall submit a resignation to the Board of Governors.

An officer who misses at least three or more unexcused mandatory meetings will be considered to have resigned.

Section 7. Duties of Officers

- A. Officers shall perform such duties as are implied by their respective offices consistent with standard parliamentary procedures and/or as required by law.
- B. The Governor shall:
 - 1. Preside at meetings of the Board of Governors.
 - 2. Serve as chairman of the Board of Governors and the Executive Committee.
 - 3. Serve as ex-officio member without vote of all committees except the Nominating Committee.
 - 4. Appoint, subject to the approval of the Board of Governors, committee chairmen and members to fill vacancies occurring during the year.
 - 5. Have the option to appoint a corresponding secretary, parliamentarian, and chaplain.
 - 6. Be empowered to co-sign checks and be bonded, premiums on such bond to be paid by the association.
 - 7. Appoint special committees subject to the approval of the Board of Governors.
- C. The Governor-Elect shall:
 - 1. Assist the Governor throughout the year.
 - 2. Assume the duties of Governor in the latter's absence.
 - 3. Succeed to the office of Governor in the event of a vacancy in that office.
 - 4. Automatically succeed to the office of Governor at the upcoming election year.
 - 5. Chair the Annual Conference Committee
- D. The Secretary shall:
 - 1. Record, transcribe and keep the minutes of all regular and special meetings of the Board of Governors and the general membership.
 - 2. Have the responsibility of distributing a copy of all minutes of SCMGMA Board meetings to the Board of Governors.
 - 3. Maintain a current list of officers, committees and

members.

4. Serve as custodian of important documents and records except financial records.
5. Generate Virtual meeting invitations

E. The Treasurer shall:

1. Be custodian of all funds.
2. Be empowered to sign checks on behalf of the association.
3. Maintain a detailed account of receipts and disbursements and furnish a financial report to the Executive Committee and Board of Governors and an annual financial report to the membership.
4. Serve as chairman of the Budget and Finance Committee.
5. Submit a proposed fiscal year budget to the Board of Governors by the first meeting of the new year in which the member takes office.
6. Be responsible for providing appropriate documents to the Association's accountant for the purpose of filing an annual tax return.

Section 8. Transfer of Files.

- A. Immediately following the close of the fiscal year, retiring officer shall transfer files and records to his/her successor.
- B. An officer vacating an office before the expiration of a term shall immediately transfer to the successor the records of that office or to the state board in the event no successor exists.

Article VIII. Executive Committee

Section 1. Composition.

There shall be an Executive Committee composed of the Governor, Governor-Elect, Recording Secretary, Treasurer, and the Immediate Past Governor. In addition, the MGMA Legislative Liaison and the ACMPE Forum Representative shall serve as members of the Executive Committee, as ex-officio member without vote. The Governor shall serve as chairman. The Parliamentarian shall serve as ex-officio member without vote.

Section 2. Duties

The duties of this Committee shall be to:

- A. Transact necessary business between meetings of the Board of Governors and to report any action to the Board.
- B. Appoint a member to serve the unexpired term of any vacancy in

any office not provided for elsewhere in these bylaws, provided the appointee meets any prescribed qualifications.

- C. Authority to act in a fiduciary capacity to authorize financial obligations on behalf of SCMGMA. Ability to authorize and request Small Business Administration loans or other government loans, under qualifying circumstances for SCMGMA. A majority approval vote from the Executive Committee is required prior to pursuant of said loan.

Article IX. Board of Governors

Section 1. Composition.

The Board of Governors shall consist of: Governor, Governor-Elect, Recording Secretary, Treasurer, Immediate Past Governor, Chapter Presidents, Committee Chairs, MGMA Legislative Liaison, ACPME Forum Representative, and the MGMA State Liaison. The Governor shall serve as Chairman of the Board and shall preside at all meetings, including the annual board retreat. The Parliamentarian shall be ex-officio member without vote.

Section 2. Authority.

The Board of Governors shall have authority to transact the business of this chapter between membership meetings, but shall take no action contrary to any policy which has been adopted by the membership which is still in effect.

Section 3. Quorum.

A quorum shall consist of a majority of the Board members present.

Section 4. Majority Vote.

A majority vote of the quorum shall be required for action on an order of business, except where a two-thirds vote is required.

Section 5. Responsibilities of Officers:

The Board of Governors shall:

- A. Have charge of the property and financial affairs of the association.
- B. Conduct the business of the association between meetings of the membership.
- C. Appoint committees essential to the proper functioning of the association.
- D. Fill vacancies in office according to these bylaws.
- E. Be authorized to vote in person or virtually if warranted, on any actions, taken, verified and made a part of the minutes of the next

meeting of the Board.

- F. Approve at the annual board retreat, the standing and special committee appointments of Governor-Elect.
- G. Approve a fiscal year budget.
- H. Research, evaluate, and provide the planning framework for all activities of this association, provide educational programs to the membership, and develop, assess, and implement strategic planning for SCMGMA.
- I. Submit a report of activities to the membership.
- J. Contract with individuals and/or organizations as deemed necessary to conduct the business of the association.
- K. Participate in appropriate new board member orientation, to include but not limited to the annual board retreat and the MGMA new board member orientation.

Section 6. Meetings.

The Board of Governors shall hold an annual board retreat, after election of officers, for the purpose of strategic planning. The Board shall meet at such other times as determined by the Governor, but at least twice annually, or by the written request of five dues-paying members. Meetings may be held in person or virtually.

Article X. Committees

Section. 1. Authority.

Committees have no authority to contract, commit, or otherwise financially obligate the statewide Association or its State Board in any manner whatsoever. All fundraising activities, all financial obligations incurred, and all expenditures by or through a committee shall be consistent with the purposes and provisions of these bylaws.

Section 2. Types of Committees.

There shall be the following chairs and/or committees: standing, special, special appointments, and subcommittees.

Section 3. Qualifications of Committee Chairs.

Committee chairs shall be dues paying or life members at the chapter and state level. Affiliate and Corporate members will be permitted to serve as committee members as deemed appropriate by the Executive Committee.

Section 4: Standing Chairs.

Standing chairs shall be:

- A. Bylaws Committee
- B. Conference Committee
- C. Continuing Education Committee / ACMPE
- D. Executive Committee
- E. Insurance and Legislative Committee
- F. Membership/Chapter Development Committee
- G. Nominating Committee
- H. Council of Governors
- I. Corporate Development Committee
- J. Communications Committee

Section 5. Duties of Standing Chairs.

All Committee members shall be SCMGMA members in good standing. The specific duties of the standing committee chairs shall be as follows:

- A. The Bylaws Committee Chair shall establish a bylaws committee which will:
 1. Edit and/or generate amendments to the bylaws.
 2. Assist the membership committee and chapters with the preparation of bylaws.
 3. Review chapter bylaws and insure they are in compliance with state bylaws.
 4. Present proposed amendments to general membership prior to annual business meeting for approval.
 5. Be responsible for standing rules, and policy/procedure manual.
 6. Include the parliamentarian as ex-officio member without vote.
 7. May make housekeeping changes for editorial content or grammatical completeness on issues not requiring vote by the membership.
 8. The committee chair is responsible for providing a report to the Board at the close of each meeting.
- B. The Conference Committee Chair shall establish a conference committee which will:
 1. Be responsible for planning, coordinating, overseeing, and implementing as aspects of the annual conference.

2. The secretary shall record minutes of conference committee planning meetings and provide these to the conference committee members.
 3. The Conference Committee may consist of subcommittees necessary to produce a quality educational event.
- C. The Continuing Education / ACMPE Chair shall establish a continuing education committee which will:
1. Promote the educational goals of SCMGMA.
 2. Assist chapters in development of educational activities.
 3. Provide an educational session at the Annual Conference, in person or virtually, for those achieving certification or fellowship.
 4. Prepare a worksheet listing CE credits for those participating in the annual conference.
 5. The ACMPE Forum representative shall Chair the continuing education committee
 6. Educational content will follow the Body of Knowledge.
 7. The ACMPE Forum representative may recruit other members to participate on the committee as needed.
 8. The ACMPE Forum representative is responsible for providing a report to the Board at the close of each meeting, including the annual business meeting.
 9. Will assist individuals and chapters regarding the certification process.
 10. Shall ensure 12 hours of CE hours is provided annually. (May include conferences, lunch and learns, traveling roadshows, face-to-face or virtual programming.
 11. Shall ensure each chapter has provided at least one digital program per year.
- D. The Executive Committee Chair shall:
1. Transact necessary business between meetings of the Board of Governors and report any action to the Board.
 2. Appoint a member to serve the unexpired term of any vacancy in any office not provided for elsewhere in these bylaws, provided the appointee meets any prescribed qualifications.
- E. The Insurance and Legislative Committee Chair shall establish an Insurance and Legislative Committee that consists of a member from each chapter. Ex-officio members may include the State Board Governor and Executive Director. Other resource persons as appropriate may be included with the prior approval of the State Board of Governors.
1. The Insurance and Legislative Committee shall:
 - (a) identify substantive topics and issues relative to

- healthcare administration.
 - (b) facilitate communication and information exchange, to the extent authorized by law between SCMGMA members, state and national legislative bodies, third party (private and governmental) payers, licensing and other regulatory agencies, and other persons and organizations involved in the delivery, management, and reimbursement of healthcare services.
 - 2. The committee chair is responsible for providing a report to the Board at each meeting.
- F. The Membership/Chapter Development Committee Chair shall establish a membership/chapter development committee which will:
- 1. Receive all chapter and state member applications.
 - 2. Maintain and disseminate a current list of names, addresses, phone and fax numbers of corporate and member-at-large members.
 - 3. Be responsible for disseminating membership information to all members.
 - 4. Actively recruit new members and encourage the development of new chapters throughout the State of South Carolina.
 - 5. Develop and promote an annual membership event.
 - 6. The committee chair is responsible for providing a report to the Board at the close of each meeting.
- G. The Nominating Committee Chair shall establish a nominating committee which shall:
- 1. Consist of at least three members, two of which shall be current State Board members, and who have been approved by the Board of Governors.
 - 2. Be responsible for receiving proposed nominees for office and other state board members as described in Article 7, Section 1.
 - 3. Be responsible for soliciting, screening, verifying eligibility and presenting a slate of nominees for office at the annual business meeting held either face to face or virtually.
 - 4. Post the slate of officers to the association's website at least 30 days prior to the annual business meeting.
- H. The Council of Governors
- 1. Active committee members will consist of state governors who have served within the past five years. Any state governor or president who served prior to that time frame, who remain an SCMGMA member of any capacity, may

choose to continue to be a COG member as long as they wish. The incoming chairperson will be responsible for contacting each potential COG member to establish their current standing on the committee for that year.

2. The committee chair shall be the Immediate Past Governor and will be a member of the state board of Governors.
 3. The Council shall assist new chapters with development and membership recruitment.
 4. The Council shall provide resources for new and forming chapters.
 5. The Council shall serve in an advisory capacity to the Executive Committee regarding possible resolution to pending issues.
 6. The Council shall participate in special projects as assigned.
- I. The Corporate Development Chair shall establish a Corporate Development Committee which shall:
1. Consist of at least two members, one of whom shall be a state board member, and who has been approved by the State Board of Governors.
 2. Be responsible for receiving corporate member applications from companies who provide products and/or services to medical practices.
 3. Be responsible for recruiting members from organizations which meet established criteria.
 4. Be knowledgeable regarding benefits of corporate membership.
 5. Participate on the SCMGMA Conference Committee.
 6. Recruit members to assist with various aspects of exhibiting at the annual conference to include but not limited to booth selection, layout review, and onsite coordination of booth placement.
 7. Oversee and Work closely with committee members in order to produce a successful conference.
- J. The Communications Chair shall establish a Communications Committee which shall:
1. Consist of at least two members, one of whom shall be a state board member.
 2. Be responsible for updating, adding, or revising items to the website in a timely manner.

3. Present necessary upgrades or additions to communications systems as needed, providing at least three quotes when financial consideration is necessary.
4. Participate on the Conference Committee with respect to updating registration, hotel, brochure, handouts, or other areas on the website as required.
5. Insure a formal online networking site is available for the membership. To include, chat room, list-serv, member community, linkedin community, or Facebook.
6. Make available a job posting board on the associations website for the membership.
7. Insures the MGMA logo is used accurately and following MGMA guidelines on associations website.
8. Posts at least once quarterly a regulatory/legislative update of both national and state issues and activities. These could include items from, Washington Update, a report from MGMA Legislative Liaison, or partner with the SCMA or SCHA for local issues)

Section 6. Special Committees.

Special committees may be appointed by the Governor for a special function or task and will remain active until their function is completed and/or dissolved upon the completion of their responsibility.

Special committees and specific duties may include but are not limited to:

- A. Archives: Maintenance of historical and pictorial data relating to organization and members.
- B. Audit: Audit financial records annually.
- C. Hospitality: Assist with registration for all state events, extend hospitality to all members at all functions, and assist conference committee in securing hospitality and coffee break sponsors.

Section 7. Special Appointments.

Special appointments shall be made at the discretion of the Governor, and approved by the Executive Committee.

Section 8. Term of Office

All members of standing, special and subcommittees, and special appointments shall serve for a term of one year and may be eligible for reappointment to these positions.

Section 9. Vacancies

If a vacancy occurs, in a committee, the Governor shall appoint someone to fill this unexpired term with approval of the Executive Committee.

Article XI. Nominations and Elections

Section 1. Nominations

There shall be a nominating committee composed of three members who shall present a slate of nominees for office and other board positions at the Annual Business Meeting which may be face-to-face or virtual. The chair and one other member shall come from the Board of Governors.

Additional nominations may be made from the floor.

Section 2. Elections

Officers shall be elected at the Annual Business Meeting by majority vote of those in attendance. Attendance either in-person or virtual, contingent upon the format of the Annual Business Meeting.

Section 3. Qualifications of Nominees.

1. Names and qualifications of nominees shall be presented to the membership 30 days prior to the annual business meeting. Names submitted in any other manner shall not be considered by the committee.
2. A letter of commitment from the candidate, a candidate profile, and letter of recommendation from the component chapter of which the candidate is a member must be submitted by the established deadline to the chair of the nominating committee
3. Additional nominations may be made from the floor during the annual business meeting provided:
 - A. All eligibility requirements are met.
 - B. Documentation of the qualifications and eligibility of nominees and specified written endorsements have been submitted to the Chair of the nominating committee before the name is placed in nomination.

Article XII. Meetings and Quorum of Board of Governors and General Membership

Section 1. Board of Governors

The Board of Governors shall meet at least twice annually, in addition to an annual board retreat. The Governor shall determine the time and place of these meetings. Meetings may be held **as in-person or virtual.**

A majority of the Board shall constitute a quorum for the transaction of

business, provided that at least two members of the Executive Committee are present.

A special meeting may be called at the written request of three members of the State Board. The person(s) authorized to call a special meeting may fix the time and place, provided the meeting is held at a convenient location. Notice of special called meetings shall be given at least five (5) days in advance, by telephone, fax, e-mail or mail provided that mail deliveries shall be sent no less than ten (10) days in advance of the meeting date, and provided that the purpose **and mode (in-person or virtual)** of the meeting is stated in the communication.

Section 2. General Membership

The annual business meeting of the general membership **shall be held once a year** for the purpose of electing officers for the ensuing year, presenting committee chairmen, presenting any proposed bylaw amendments, and to conduct such other business as deemed appropriate by the Governor and/or the Board. The annual business meeting may be held in person or virtually and will be communicated to the general membership.

Special meetings of the general membership may be called by the Governor or at the request of any three members of the State Board. The person(s) authorized to call special meetings of the general membership may fix the time and place. The meeting may be in person or virtually. Special meetings shall be announced at least ten (10) days in advance of the meeting date, and provided that the purpose of the meeting is included in the call.

Section 3. Quorum.

A quorum of the general membership meetings shall be those members in attendance, provided that at least five members of the Board of Governors are present.

Article XIII. SCMGMA Chapters

Section 1. **Active Chapters.**

- A. Chapters will be affiliated with the South Carolina Medical Group Management Association and will enter into an affiliation agreement which may be amended from time to time upon approval by the SCMGMA Board of Governors.
- B. All local Chapters must meet at least four (4) times per year to be considered an Active Chapter. The Chapter must submit attendance reports and speaker information to the SCMGMA Executive Director at least four (4) times per year. Executive

Director shall report Chapter Attendance reports to the COG at least two (2) times per year. **Meetings may be held in person or virtually.**

- C. Each Chapter shall provide an educational opportunity that follows the ACMPE Body of Knowledge.
- D. Articles of Incorporation. Each chapter will apply for nonprofit status through the South Carolina Secretary of State's office and maintain an active tax identification number. The tax identification number shall be separate from the state association.
- E. Compliance with State bylaws. Chapters will remain in compliance with the mandated areas as indicated in the state bylaws.
- F. Membership - At least 10 members who have paid active membership dues may establish a chapter following the guidelines as set forth by the SC MGMA.
- G. Chapter Presidents will participate in the required monthly Board of Governors meeting, either in person or virtual. If Chapter President is unable to attend, they must provide a substitute representative from their respective Chapter Board.
- H. Chapter Presidents may be called upon to be an active participant or serve as a Committee Chair on one of the Standing or Special Committees as established by SCMGMA.
- I. Three or more unexcused absences from a chapter or state board meeting, where there is no representative from the Chapter, constitutes a chapter board member resignation.

Section 2. **Dissolution of Chapter.**

Upon the dissolution or liquidation of a Chapter, no member thereof shall share in or receive any funds or other assets then remaining in possession of the Chapter.

Any membership dues which had been paid by members and then transferred to the Chapter by the state association must be returned to the state association upon dissolution of the Chapter. Members will be able to join another chapter or become Members-At-Large.

Other funds or other assets shall be transferred to a corporation, fund or foundation organized and operating exclusively for charitable, scientific, or education purposes as the same is now defined in Section 501 C3 of the Internal Revenue Code of 1982 by the Congress of the United States of America, and any amendments or re-enactments of such section. Selection of such organization shall be subject to the approval of majority of the active membership of South Carolina Board of Governors.

Articles of Incorporation for Nonprofit Public Benefit Corporations.

South Carolina Medical Group Management Association (SCMGMA) is recognized as a Public Benefit Corporation. As such, during the completion of the Articles of Incorporation for each Chapter, each Chapter should select under item number 6 of the Articles of Incorporation that all assets should be distributed as indicated by the Internal Revenue Code of 1982 by the Congress of the United States or to the South Carolina Medical Group Management Association.

- Section 3. **Annual Financial Statements and Educational Reports**
All Chapters must provide financial statement & education reports to SCMGMA, no later than 15 days into the new calendar year. Reporting is to include: beginning and ending bank balances of the Chapter, a listing of speakers and topics presented during the year, and the total attendance at each meeting (in person or virtual attendance). Chapter membership dues will be released to chapter upon receipt of the Chapter's annual reporting.

Article XIV. Contracts and Financial Matters of Local Boards

- Section 1. A local chapter has no authority to contract, commit or otherwise financially obligate the statewide Association or its State Board in any manner whatsoever. All fundraising activities, all financial obligations incurred, and all expenditures by or through a Local Chapter shall be consistent with the purposes and provisions of these bylaws.

Article XV. Authority

- Section 1. The rules contained in Robert's Rules of Order, Newly Revised shall govern this Society in all cases to which they are applicable and in which they are not inconsistent with the bylaws of this association.

Article XVI. Amendments

- Section 1. **Voting.**
The bylaws may be amended by a two-thirds vote at the Annual Business Meeting of the members in attendance, provided the proposed amendments shall have been submitted in writing to the general membership no later than thirty (30) days prior to the annual meeting. A meeting held for the purpose of voting may be held in person or virtually.
- Section 2. **Provisions.**
These bylaws may be amended at the Annual Business Meeting without previous notice by the unanimous vote of the eligible voting members in attendance. In the event any provision in these bylaws is in conflict with the bylaws of SCMGMA, that provision which is in conflict shall be

automatically amended to comply.

Article XVII. Dissolution

Section 1. Property of SCMGMA.

The property of SCMGMA shall never inure to the benefit of, nor be distributed to, any member of SCMGMA. In the event of the dissolution of SCMGMA, any property remaining after the payment of debts and liabilities of the organization shall be transferred to a corporation, fund or foundation organized and operating exclusively for charitable, scientific, or educational purposes whose goals and objectives shall be subject to the approval of a majority of the Board of Governors on the date of dissolution.

Bylaws adopted:	1/1/2004
Bylaws amended:	9/3/2004
Bylaws amended:	9/1/2006
Bylaws amended:	8/31/2007
Bylaws amended:	9/4/2009
Bylaws amended:	8/10/2011
Bylaws amended:	12/03/2013
Bylaws amended:	10/3/2014
Bylaws amended:	9/4/2015
Bylaws amended:	8/31/2018
Bylaws amended:	8/30/2019
Bylaws amended:	11/13/2020