

By-Laws

Guilford Medical and Dental Managers

Article I

Mission Statement

The Guilford Medical and Dental Managers is dedicated to the professional education of its members by providing opportunities for networking, professional support, personal support, and community service.

Article II

Goals

The goals of this nonprofit organization shall be as follows:

1. Provide educational development through monthly luncheon meetings, a monthly newsletter, seminars, and staff workshops.
2. Provide networking opportunities that enable marketing and practice development through enhanced communication.
3. Maintain personal and motivational support by providing an environment that promotes open communication among members.
4. Enhance and support the medical/dental community through educational scholarships.
5. Fund projects that benefit Guilford County residents with special needs.
6. Assist new members to become familiar with the medical and dental community.
7. Promote awareness of the organization's mission, goals, and accomplishments throughout the Triad area.

Article III

Officers

A. The Officers of the group shall consist of:

1. President:

The President shall be the principal executive officer subject to the control of the Executive Committee, shall in general, supervise and control all of the business and affairs of the Medical and Dental Managers. The President shall, when present, preside at all meetings of the general membership, Board and Executive Committee. The President shall, with the Secretary and any other officer authorized by the Executive Committee, sign contracts or other instruments, which the Board has authorized to be executed.

2. Vice President:

The Vice President shall preside at all meetings of the general membership, Board or the Executive Committee in the absence of the President. The Vice President shall be the Education Chairman. The Vice President shall assume the responsibilities of the President in the event that the President is unable to complete his/her term.

3. President Elect:

The President Elect shall serve as a member of the Membership Outreach Committee. The President Elect will keep an up-to-date membership roster and send out dues notices in November. The President Elect will assume the office of President of the organization the

following year. The President Elect shall report the number of meals needed prior to each monthly meeting.

4. Secretary:

The Secretary shall keep the minutes of all business transacted at the meeting of the Board and Executive Committee.

5. Treasurer:

The Treasurer shall have charge and custody of and be responsible for all funds and securities, receiving and giving receipts for monies, depositing and distributing monies in the name of the Guilford Medical and Dental manager. The Treasurer will collect all lunch fees at the monthly meetings as well as account for all members present at the monthly meeting. The Treasurer shall give a financial report at each Board meeting, to be made available to the general membership upon request. The Treasurer will give an annual report to the general membership at the December meeting. The Treasurer shall provide financial records for independent audit at the end of the Treasurer's term and shall be responsible for filing taxes for the previous year as of May 15th of each year. The term of the Treasurer shall be a two year term. At the end of the two year term, the outgoing Treasurer will mentor and assist as needed, the incoming Treasurer for the first quarter of the new term.

6. Past President:

The past president shall oversee the By-laws to ensure compliance of the organization; amend as requested. Chairs nominating committee and presents a slate of officers for the coming year.

- B.** The elected officers, the immediate past President and the Associate Rep shall constitute the Executive Committee. The Board shall consist of the executive committee and the Chairmen and shall have responsibility for the management of the affairs of the group. An Officer or Committee Chair must have current "Active" or "Associate" membership status in good standing in order to serve on the Board.
- C.** One (1) Associate Member shall be chosen by the associates every other year in November to serve on the Executive Committee. This member representative shall have Executive Committee voting privileges.

The Associate Representative on the Executive Committee shall notify any Associate Members that are in violation of the GMDM By-laws concerning membership dues, attendance, and committee participation. The representative shall also contact any Associate Members who may be close to violating the GMDM attendance and/or committee participation policy and the status will be provided to the Board. The representative will be responsible for notifying associates of termination when membership requirements have not been satisfied. This position is for a two year term. Furthermore, the individual holding this position must have been an Associate member for at least two years prior to holding the position.

- D. Associate representation on the Board shall not exceed 25% of the active Board members. The 25% is calculated based on the entire members of the Board and does not include the associate representative. This is the same ratio for the general membership.**

Article IV Term

Each officer and committee chair, with the exception of the Resume Resource chair and the Treasurer shall serve one-year terms commencing in January. The Resume Resource Chairman and the Treasurer shall serve a two year term. All outgoing officers and committee chairs will remain active through January to assist the new officers and chairs with the transition. **It is expected that the officers and committee chairs will make every attempt to attend the monthly board meeting; if you are unable to attend, provide the president with a report.**

Article I Meetings

- A. The meeting of the general membership shall be held monthly with educational materials being presented at the meetings.
 - 1. Meetings of the group may be held more frequently as deemed necessary by the Executive Committee.
 - 2. The December meeting shall be considered the Annual Business Meeting. A report by the chairman, Treasurer and President on the years' accomplishments should be given at this meeting.
- B. The Vice President shall be responsible for the programs, meetings, and meeting arrangements.
- C. The Executive Committee and/or Board shall meet monthly or more frequently if deemed necessary by the President.

Article VI Membership and Dues

There will be two categories of membership. Any person desiring membership must complete a membership application. Application for membership will be approved by the Board. All memberships are held by the practice or company, and not by the individual. When there is a change in management within a practice or company, an interim representative may attend meetings until the position is filled (not to exceed 90 days). An application for transfer of membership must be submitted when there is a change of representation within a practice or company.

A. Active:

Available to persons having management responsibility to include management level employees of 1) a medical or dental practice or 2) an entity that solely exist to provide healthcare services to patients (example: Home health agencies, imaging centers). Management responsibilities include such areas as Administration, Human Resources, Financial Management, Practice Operation, Marketing or Staff Supervision. Applicants must have the written recommendation of the senior/managing physician or dentist, or the senior management person in the organization. Active members should attend all monthly business/education meetings and group activities and should actively serve on at least one committee yearly. Active members are eligible to vote and may hold office. An active member who resigns their position may elect to pay 50% of the current annual dues and retain an active individual membership for a period not to exceed six months from their date of resignation. Retiring representatives with a minimum of five years service in GMDM may apply for honorary membership status, subject to approval by the

Executive Committee. Honorary Life Members are not required to pay dues annually, but are required to pay meal and activity fees. Honorary Life Members do not have voting privileges, but are encouraged to share their experiences and knowledge with the group by serving on committee.

B. Associate:

Available to individuals or organizations, who offer purchased services or supplies or supply products or services to member organizations of Guilford Medical and Dental Manager and/or the healthcare industry as well as to other non-healthcare industries (examples: financial institutions, durable medical equipment suppliers, insurance companies, medical supply companies, attorney, consultants). Associate members are eligible to vote and are required to attend a minimum of 50% of monthly business/education meetings and group activities. Associate members must also actively serve on at least one committee yearly. Each associate must maintain attendance records to verify compliance. One member per business firm will be accepted.

- ❖ The total associate membership may not exceed 25% of the active membership total.
- ❖ Associate membership will be terminated if requirements are not met.

C. Annual Dues:

1. Annual dues for active and associate members should be received by the due date stated on the invoice but not later than February 1 of the new GMDM year.
2. Membership dues for all membership categories may be increased at the recommendation of a Board member and approved by the Board.
3. Annual dues include meals for the monthly meetings.
4. New member's dues will be prorated based on the remaining months in the calendar year and are payable within 60 days. The membership will remain inactive until payment is received.

D. Membership in the group shall be forfeited:

1. If a member fails to pay the annual dues by February 1st of the year.
2. If any representative leaves their position as manager/administrator of their member practice or company, such representative forfeits membership at that time, however the individual may elect to pay dues for six months and continue to be an individual active member for the six month period following his or her resignation. The practice or company that owned the original membership may have this membership transferred to it new manager/administrator.
3. An associate representative that leaves their position is not eligible for individual or honorary membership.
4. If a representative in any category leaves their practice or company and no replacement application from that organization is received within 90 days, the membership is terminated until another application from that organization is approved.

**Article VII
Committees**

The Board shall appoint adhoc committees, as it deems advisable from time to time to carry on the work of the group. All outgoing committee chairs will be required to serve on that committee the following year. The Board shall define the duties and powers of each committee.

Committees list as follows:

Education:

Focuses on the management needs and issues of the medical and dental practices and plans programs for the monthly luncheon meetings, which reflect those needs. Plans educational programs for the office personnel. **This committee is chaired by the Vice President.**

Resume Resources:

Manages and maintains a file of possible applicants for employment in the medical and dental community. This committee may also coordinate a Wage and Benefit Survey with other organizations at the direction of the Board.

Bosses' Recognition:

Responsible for chairing a committee to organize recognition of GMDM membership employers. This may consist of an annual event or finding an appropriate charity or other designee to which the Organization can donate funds in honor of our employers. This will operate on an annual basis at the discretion of the Board.

Collaborative Events:

Organizes educational opportunities outside of regular monthly meetings. Such opportunities may be opened to other organizations and/or other professionals in the community or surrounding areas. Profits from such events will be used within the GMDM Organization.

Membership Outreach:

Welcomes members at meetings, encourages networking among members and provides hospitality for functions. Seeks new members, focuses on member retention and encourages attendance at monthly meetings. Provides new member information and mentors new members to ensure participation to enhance individual success within the Organization. **The President Elect will serve on this committee to coordinate new and transfer members.**

Community Service:

Is responsible for organizing community service projects and/or donations intended to benefit the Guilford County community.

Communications:

Publishes a monthly newsletter to the membership, communicates the organizations activities to the media and encourages members to submit information about their practices. In coordination with the Executive Committee and/or its appointed designee, maintains and updates the Organization's website.

Scholarship:

Searches and recommends potential recipients for medical and dental scholarships at local universities and colleges. Opportunity for scholarships and the number of scholarships available is done on an annual basis and at the discretion of the Board.

Golf: Responsible for chairing a committee to organize a golf event as a fundraising effort for GMDM. This may be a scheduled annual event and will operate at the discretion of the Board. A select charity or charities will be selected as the recipient charity.

Social Media: Responsible for managing the web site content as needed and other social media issues and works in conjunction with the Communications Committee.

Article VIII
Amendments to By-laws

Any member at a monthly meeting may submit suggested amendments to the By-laws. The amendment(s) will be presented at a meeting and the Board will have at least 30 days to review prior to a vote. After review and vote by the Board, the amendment(s) will be presented to the membership whom will have at least 30 days to review prior to a vote. The amendment(s) may be adopted by a majority vote of the members present at a subsequent membership meeting.

Article IX
Nominating Committee

- A. Nominating shall be a function of the Board in that current committee Chairmen shall forward possible candidates for a position for the coming year to the Past President who oversees the process.
- B. Two (2) volunteers from the active membership will be selected, at the August meeting, to assist the Past President in preparing a slate of officers and committee chairs for the following year. These members shall meet at the discretion of the Board and will present the ballot to the Board in October.
- C. The Nominating Committee shall nominate one (1) person for each office and committee chairman and shall present the slate of nominees at the November general membership meeting. Any nominations from the general membership will be entertained at the time. Nominees for office should have served previously as a committee chair. The newly elected officers shall be installed at the December meeting.

Article X
Tax Exempt Status

The Guilford Medical Dental Managers is a 501c (6) organization and as such is exempt from state or federal taxes. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, directors, officers or other persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution, in furtherance of the exempt purposes of the organization.

Article XI
Roster

The Guilford Medical and Dental Managers' roster including all demographics and email information is proprietary and is not to be distributed to any outside organization or individual for solicitation purposes. The GMDM name, roster, letterhead or logo may be used by any membership category for communication, education or promotion within the organization. Member should visit the website for the roster.

Article XII
Miscellaneous Guidelines

- A. Members will have priority for luncheon meeting reservations. Attendance by the prospective “Active” member is encouraged. The Board will decide annually whether or not to provide one free lunch to prospective “Active” members. A prospective “Active” member may attend up to 3 meetings in a 6 month period before submitting an application for membership. Meeting attendance beyond the initial 3 will require application approval.
- B. Prospective “Associate” members may attend one meeting as a guest of a member. Payment for their meal is required at the time of attendance. Subsequent attendance will require application approval.
- C. A guest (non-prospective member) may be invited by members, providing space is available. There shall be a limit of one (non-prospective member) guest per member per meeting. There is no limit to “prospective guest” per member per meeting, providing space is available.
- D. Substitutes – Meeting attendance by a substitute for a member from their practice or company in any category is permitted.
- E. Handouts at Meetings – Dining table space is limited and is reserved for the speaker to provide supporting information to attendee that is germane to their topic. The featured associate in the current newsletter may also place approved information on the dining table. Handouts promoting upcoming GMDM events are also welcomed. There will be table space provided for one Associate member and one Active member at each meeting. This table space is by reservation only and is organized by the Associate Representative. All members are welcome to supply practice and/or business brochures to be displayed on a brochure table monthly. The President Elect will be responsible for designating someone to organize this table for each monthly meeting.

Amended and approved by the Executive Committee on December 5, 2007 and by vote of the General Membership on this day December 9, 2007.

Amended and approved by the Executive Committee on February 14, 2008 and by vote of the General Membership on this day February 20, 2008. (Change was Article VI, President Elect approve Active members.)

Amended and approved by the Executive Committee on October 8, 2008 incorporating the following changes and by vote of the General Membership on this day, November 19, 2008.

1. Article II A7-past president to oversee bylaws and nominating.
2. Article II B-definition of executive committee and board.
3. Article III D-association representation to have the same percentage as general membership.
4. Article VI B-associates to keep a record of their attendance and participation to verify in compliance to maintain membership.
5. Article VI C4-new member dues.
6. Article VI D4-time frame defined to hold a membership.
7. Article VII-several committees changed in name, dropped Managed Care, duties have been redefined.
8. Article VIII-Bylaws change in procedure to adopt changes.
9. Article IX-nomination function of the board.
10. Article XI-roster is proprietary to include email for personal gain.
11. Changes in grammatical errors, spelling and punctuation.

Amended and approved by the Board on November 8, 2011 incorporating the following changes and by vote of the General Membership this day, December 21, 2011.

1. Article III, number 4: The Secretary shall keep the minutes of all business transacted at the meeting of the Board and Executive Committee.
2. Article III, number 5: The Treasurer in assistance with the Treasurer Elect will collect all lunch fees at the monthly meetings as well as account for all members present at the monthly meeting.
3. Article III, number 6: to ensure appropriate education of the Guilford Medical and Dental Managers accounting systems.
4. Article IV: Each officer and committee chair, with the exception of the Resume Resource chair, shall serve one-year terms commencing in January. The Resume Resource Chairman shall serve a two year term.
5. Article VII, Resume Resources: Manages and maintains a file of possible applicants for employment in the medical and dental community. This committee may also coordinate a Wage and Benefit Survey with other organizations at the direction of the Board.

6. Article VII, Bosses' Recognition: Responsible for chairing a committee to organize recognition of GMDM membership employers. This may consist of an annual event or finding an appropriate
7. Charity or other designee to which the Organization can donate funds in honor of our employers. This will operate on an annual basis at the discretion of the Board.
8. Article VII, Collaborative Events: Organizes educational opportunities outside of regular monthly meetings. Such opportunities may be opened to other organizations and/or other professionals in the community or surrounding areas. Profits from such events will be used within the GMDM Organization.
9. Article VII, Membership Outreach: Welcomes members at meetings, encourages networking among members and provides hospitality for functions. Seeks new members, focuses on member retention and encourages attendance at monthly meetings. Provides new member information and mentors new members to ensure participation to enhance individual success within the Organization. **The President Elect will serve on this committee to coordinate new and transfer members.**
10. Article VII, Community Service: Is responsible for organizing community service projects and/or donations intended to benefit the Guilford County community.
11. Article VII, Communications: In coordination with the Executive Committee and/or its appointed designee, maintains and updates the Organization's website.
12. Article VII, Scholarship: Opportunity for scholarships and the number of scholarships available is done on an annual basis and at the discretion of the Board.
13. Article XII, A: Members will have priority for luncheon meeting reservations. Attendance by the prospective "Active" member is encouraged. The Board will decide annually whether or not to provide one free lunch to prospective "Active" members.
14. Article XII, C: A guest (non-prospective member) may be invited by members, providing space is available. There shall be a limit of one (non-prospective member) guest per member per meeting. There is no limit to "prospective guest" per member per meeting, providing space is available.
15. Article XII, E: Handouts at Meetings – Dining table space is limited and is reserved for the speaker to provide supporting information to attendee that is germane to their topic. The featured associate in the current newsletter may also place approved information on the dining table. Handouts promoting upcoming GMDM events are also welcomed. There will be table space provided for one Associate member and one Active member at each meeting. This table space is by reservation only and is organized by the Associate Representative. All members are welcome to supply practice and/or business brochures to be displayed on a brochure table monthly. The President Elect will be responsible for designating someone to organize this table for each monthly meeting.
16. Changes in grammatical errors, spelling and punctuation.

Amended and approved by the Board on June 12, 2012 incorporating the following changes and by a vote of the General Membership this day, July 18, 2012.

1. Article III, A: Number 5. The Treasurer will collect all lunch fees at the monthly meetings as well as account for all members present at the monthly meeting. The term of the Treasurer shall be a two year term. At the end of the two year term, the outgoing Treasurer will mentor and assist as needed the incoming Treasurer for the first quarter of the new term.
2. Article III, A: Number 6. The Treasurer Elect position will be eliminated.
3. Article III, A: Number 7. Change Number 7 to Number 6.
4. Article III, B: An Officer or Committee Chair must have current “Active” or “Associate” membership status in good standing in order to serve on the Board.
5. Article IV Each Officer and Committee chair with the exception of the Resume Resources chair and the Treasurer shall serve a one – year term commencing in January. The Resume Resources Chairman and the Treasurer shall serve a two year term.
6. Article IV B: One member per business firm will be accepted.

Amended and approved by the Board on November, 13, 2012 incorporating the following changes and by a vote of the General Membership this day, December 19, 2012.

1. Article VII, Committees. Golf: Responsible for chairing a committee to organize a golf event as a fundraising effort for GMDM. This may be a scheduled annual event and will operate at the discretion of the Board. A select charity or charities will be selected as the recipient charity. Social Media: Responsible for managing the web site content as needed and other social media issues and works in conjunction with the Communications Committee.

Amended and approved by the Board on November 12, 2013 incorporating the following changes And by a vote of the General Membership this day, December 18, 2013.

1. Article III, Number 2: The Vice President position will be eliminated.
2. Article VII: Education Committee. This committee will now have an elected chairperson.
3. Article IV: Terms of Service: It is expected that the officers and committee chairs will make every attempt to attend the monthly board meeting; if you are unable to attend, provide the president with a report. Committee chairs may serve more than one term as approved by the Board and membership.
4. Changes in grammatical errors, spelling and punctuation.