

**BY-LAWS  
OF  
NEW YORK STATE MEDICAL GROUP MANAGEMENT ASSOCIATION, INC.**

A NEW YORK NOT-FOR-PROFIT CORPORATION

**ARTICLE I  
NAME AND OFFICES**

1.1 Name. The name of the corporation is **NEW YORK STATE MEDICAL GROUP MANAGEMENT ASSOCIATION, INC.** (the "Corporation").

1.2 Offices. The principal office of the Corporation shall be located within the State of New York as the Board of Directors of the Corporation (the "Board" or the "Board of Directors") may from time to time determine. The Corporation may also have such other offices as the Board









**ARTICLE V**  
**MEETINGS OF THE BOARD OF DIRECTORS**

5.1 Annual Meetings. The annual meeting of the Board of Directors shall be held on such date and at such time as shall be fixed from time to time by the Board or as may be specified in a notice of meeting.

5.2 Special Meetings. Special meetings of the Board of Directors may be called at any time by or at the direction of the President or by a majority of the entire Board.

5.3 Notice. Notice of each meeting of the Board of Directors, stating the place, date and time of the meeting shall be given to each Director entitled to vote at such meeting. If delivered by first class mail, facsimile telecommunications or by electronic mail, such notice shall be given not less than three (3) days before the meeting and addressed to each Director at his or her residence or usual place of business. If delivered personally or by telephone, such notice shall be given not less than two (2) days before the meeting to each Director. The notice need not specify the purposes for which the meeting is called.

5.4 Waiver of Notice. Notice of a meeting need not be given to any Director who submits a

(c) Action by Directors Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the Directors consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, without limitation, facsimile signature

meeting of the Board and until their successors are appointed and qualified.

6.4 Alternate Members. The Board of Directors may designate one (1) or more Directors as alternate members of any committee, who may replace any absent members or members at any meeting of such committee.

6.5 Provisions Applicable to All Committees.

(a) Reports. It shall be the duty of each committee to make such reports as from time to time may be requested by the Board of Directors or the Chair of the Board, or as required by these By-Laws.

(b) Procedures. Subject to the provisions of these By-Laws and to any action of the Board, each committee shall establish its own rules and procedures.

(c) Waiver of Notice. If duly recorded in the minutes of the meeting, each committee member in attendance may waive notice of such meeting.

(d) Quorum; Action. A majority of the members of a committee shall constitute a quorum for the transaction of business or of any specified item of business, unless a greater quorum requirement is required by the Certificate of Incorporation. Except as otherwise provided in the Certificate of Incorporation, the vote of a majority of the committee members present at the time of the vote, if a quorum is present at such time, shall be the act of the committee.

(e) Minutes. All committees shall maintain minutes of the meetings.

(f) Action By Committee Members Without a Meeting. Any action required or permitted to be taken by any committee may be taken without a meeting if all of the members of such committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the committee member by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, without limitation, facsimile signature. If the signature is electronic, the signature must be in a format that is legible and capable of being reproduced in a permanent form.



Board by a two-thirds (2/3) vote of the entire Board and contemporaneously documents in writing the basis for the Board approval.

7.2 Term of Office and Qualification of Officers. The Secretary shall be elected by the Board of Directors at its annual meeting. The other officers listed in this Article VII shall automatically ascend to the next position (from Secretary to Treasurer to Vice President to President to Immediate Past President). Officer terms shall be for a period of one (1) year.

7.3 Additional Officers. Additional officers may be elected for such periods, have such authority and perform such duties, either in an administrative or other capacity, as the Board of Directors may from time to time determine.

7.4 Removal of Officers. Any officer may be removed by the Board of Directors, with or without cause, at any time.

7.5 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall be effective upon delivery to such officer or on such other date specified in the notice, and acceptance of the resignation shall not be necessary to make it effective. Any officer who fails to maintain their primary workplace or residence within the State of New York during their term, must submit their resignation.

7.6 Vacancies. A vacancy in an office prior to the scheduled expiration of its term may be filled at any regular or special meeting of the Board of Directors. An individual elected to fill a vacancy occurring in any such office for any reason shall serve the remainder of the term and until his or her successor shall have been duly elected and qualified.

7.7 Immediate Past President. The Immediate Past President of the Board shall advise and counsel the Board and shall be responsible for the review and presentation of the annual nominating report to the Board of Directors and perform other duties and assume responsibilities as requested by the President.

7.8 The President. The President shall be the highest ranking officer of the Corporation and shall have the general powers and duties of supervision and management of the Corporation and shall perform all such other duties as usually pertain to the office or are properly required by the Board of Directors. The President shall preside at all meetings of the Board and serve as Chair of the Executive Committee and Chair of the Board.

7.9 The Vice President. The Vice President shall, in the absence or at the request of the President, perform the duties and exercise the powers of the President. The Vice President shall also have such powers and perform such duties as usually pertain to the office or as are properly required by the Board of Directors.

7.10 The Treasurer. The Treasurer shall have the care and (7.9)]5(a)-10(1.144.05 1(e)-10(s) e nBTP50 G(P)



(b) Procedures for disclosing a conflict of interest or possible conflict of interest to the Board of Directors or to an authorized Board Committee, and procedures for the Board or authorized Board Committee to determine whether a conflict exists;

(c) A requirement that the person with the conflict of interest not be present at or participate in a Board or authorized Board Committee deliberation or vote on the matter giving rise to such conflict; provided that nothing in this **Section 9.2(c)**

(c) a requirement that the person who is the subject of a whistleblower complaint not be present at or participate in Board or committee deliberations or vote on the matter relating to such complaint, provided that nothing in this subsection (c) shall prohibit the Board or committee from requesting that the person who is subject to the complaint present information as background or answer questions at a committee or board meeting prior to the commencement of deliberations or voting relating thereto; and (d) a requirement that a copy of the policy be distributed to all Directors, officers, employees and to volunteers who provide substantial services to the Corporation. For purposes of subsection (d), posting the Whistleblower Policy

11.2 Board Approval. Notwithstanding **Section 11.1** above, except for claims for indemnification (following the final disposition of an action or proceeding) not paid in full, the Corporation shall not be required to indemnify any person in connection with any action or proceeding (or part thereof) commenced by such person unless the commencement of such action or proceeding (or part thereof) by such person was authorized in the specific case by the Board of Directors.

11.3 Insurance. The Corporation may purchase directors' and officers' liability insurance if authorized and approved by the Board of Directors.

## **ARTICLE XII FISCAL YEAR**

12.1 Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of October and end on the 30th day of September in each year.

## **ARTICLE XIII GENERAL**

13.1 Books and Records. The Corporation shall keep, at the office of the Corporation:

- (a) correct and complete books and records of account;
- (b) minutes of the proceedings of the Members;
- (c) minutes of the proceedings of the Board of Directors and executive committee (if any);
- (d) a list or record containing the names and addresses of all members of the Corporation.

**ARTICLE XV**  
**DEFINITIONS**

15.1 Definitions. As used herein the following terms shall have the meanings set forth below:

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to benefit as part of the accomplishment of its mission which benefit is available to all similarly situated