

**NORTHLAKE ASSOCIATION  
OF MEDICAL MANAGERS, INC.  
BY- LAWS**

**ARTICLE I**

Northlake Association of Medical Managers, Inc. is an organization whose goal is to enable its members to become more effective in their daily professional responsibilities, to enhance productivity and efficiency through increased knowledge of basic health care management principles, through learning experiences, through exploration of research initiatives designed to solve medical management problems and through networking opportunities

**ARTICLE II**

The name of this organization shall be the Northlake Association of Medical Managers, Inc.

**A. ARTICLE III**

**Section 1. Principal Office.** The principal office of the organization shall be within the State of Louisiana and shall be located in the Parish of St. Tammany.

**ARTICLE IV  
Membership**

**Section 1.** The members of the corporation shall consist of all natural persons who have paid all current fees, dues and assessments of the corporation. There shall be three classes of membership; Active, Associate and Honorary. Qualifications for membership of each class are as follows:

- A. **Active Members** - An active member must be a full-time member of the administrative staff of a health care provider with the responsibility for the management of personnel. Active members may vote and hold office.
- B. **Associate Members** - An associate member must be a representative of a health care organization who works with, Interfaces with and/or has similar duties as the active members of this organization. Associate members shall have no vote and may not hold office. The number of associate members of the corporation shall be limited to a number not to exceed twenty percent of the active membership.
- C. **Honorary Members** - An honorary membership may be bestowed following review by the Board of Directors. Honorary members shall have no vote and may not hold an office.

**Section 2.** In the event of an active member becoming unemployed during a membership year, the said member may continue active membership for a period not to exceed 3 months while seeking another position. An unemployed member cannot run for an office in the organization. If an officer of the organization becomes unemployed, he/she may remain in office for a period not to exceed 3 months at which time the office will be reviewed by the Board of Directors.

## **ARTICLE V** **Officers**

**Section 1.** The officers of the organization shall be President, President-Elect, Secretary, Treasurer, Program Coordinator and Membership Coordinator. All officers must be chosen from the active membership. *(A maximum of no more than 2 Healthcare Providers from the same entity shall serve on the board during any 1 term.)* Nominations will be accepted from the floor at the July meeting and reviewed by the Board of Directors. The officers will be elected at the September meeting.

**Section 2. Responsibility of Officers.** It is the responsibility of the officers to conduct the business and affairs of the corporation in accordance with the by-laws.

**Section 3. Election & Term of Officer.** The officers of the corporation shall be elected annually by the active membership at the Annual Election meeting as described In Article IV.

- A. The term of office shall be for one year. However, a member shall not serve more than two consecutive terms in any office.
- B. The term of office shall begin in January and end in December.

**Section 4. Vacancies.** The Board of Directors shall appoint any vacancy occurring within the officers and remaining Officers and the appointee shall hold office until the next election of officers.

**Section 5. Removal from Office.** Following recommendations of the Board of Directors, at a meeting of active members, called expressly for that purpose, and by a majority vote, an officer may be removed only with cause. Note: Officers and board members are expected to attend 2/3 of meetings of the Board of Directors and membership meetings. At the discretion of the Board, officers or directors may be asked to resign if, during a one-year term, they have missed more than 1/3 of regular Board of Directors meetings.

**Section 6. Executive Meetings.** The officers shall hold bimonthly meetings that may be held either within or without the State of Louisiana and may be held by means of conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other, their participation in such a meeting shall constitute their presence.

**Section 7. Conflict of Interest policy.** The officers Conflict of Interest Policy regarding transactions between the organization and one or more of its officers or any other corporation, firm, association or entity in which one or more of its officers are financially interested shall be governed by the provisions of L R S 12 84, as that section now exists or may hereafter from time to time be amended to provide and by any conflict of Interest policy adopted by the officers.

**Section 8. President.** The President shall be the principal officer of the corporation and subject to the control of the Board of Directors and shall in general, supervise and control all of the business and affairs of the corporation. The President, in general, shall perform all duties incident to the office of the President and such other duties as may be prescribed by the directors from time to time. The day-to-day execution of all or part of the President's responsibilities may be delegated to one or more members. The President shall also represent the NAMM chapter at LMGMA board meetings and annual conference.

**Section 9. President-Elect.** In the absence of the President or in the event of his/her inability or refusal to act, the President-Elect shall perform the duties and exercise the powers of the President. The President-Elect shall have such powers and perform such duties as may be delegated to him/her by the President. He or she will automatically move to the office of President the year following the election to President-Elect.

**Section 10. Secretary.** The Secretary shall keep the minutes of all meetings of the corporation and have charge of all minutes (regular and executive), perform all duties incident to the office of the secretary and shall see that all minutes are read and approved at each appropriate meeting.

**Section 11. Treasurer.** The Treasurer shall have charge and custody of all funds and securities of the organization, receive and give receipt for monies due and payable to the organization from any source whatsoever, and deposit all such monies in the name of the organization in such banks or other depositories as shall be selected by the officers. The Treasurer shall keep accurate current written records of all transactions and, in general, perform all of the duties incident to the office of treasurer and such other duties as time to time may be assigned to him/her by the President. The Treasurer will send bills to those members who failed to cancel their meeting RSVP within 24 hours prior to the meeting. A treasurer report will be read at each appropriate meeting.

**Section 12. Membership Coordinator** The Membership Coordinator shall be responsible for the following: establishing and chairing a membership committee, which will review all applications on an ongoing basis; maintain a current membership roster of all paid members, as well as, a current list of all prospective members, i.e., persons who have attended a meeting, but have not submitted a completed membership application; promote membership on an ongoing active basis; maintain a current file of membership applications and distribution of membership applications to prospective members; maintain a meeting attendance record; send timely meeting notices, as defined in Article VIII, Section 3.

**Section 13. Program Coordinator** The Program Coordinator shall be responsible for developing topics for discussion, securing educational speakers at general meetings and/or seminars, and also designate any place within the St. Tammany Parish area for scheduled monthly meetings.

**Section 14.** The President and President-Elect may appoint other committee heads as deemed necessary for the efficient management of the corporation.

## **ARTICLE VI** **Board of Directors**

The powers of this corporation shall be exercised by a Board of Directors, which will consist of three members in good standing who are selected in the following manner: The Board of Directors shall consist of the three immediate past presidents of the corporation who shall succeed to the position of Director immediately following their respective term of office. If at any time a vacancy shall occur in the Board of Directors, the vacancy shall be filled by an appointment by the remaining Board members. This appointee shall be a past officer or past member of the Board. The person so appointed to fill the vacancy shall serve for the remaining term. The Directors of the corporation shall serve staggered terms of three years each.

**Section 1. Responsibilities and Duties.** The responsibilities and duties of the Board of Directors shall be to direct the corporation and to act within the constraints of the by-laws of the Corporation. The Board shall also be responsible for maintaining the corporate by-laws. The Board of Directors shall review annual nominations for officers in accordance to Article IV and other such articles, which may pertain. The Board shall make recommendations to set the annual dues.

**Section 2. Chairperson,** The senior member of the Board shall serve as Chairperson and shall be responsible for seeing that the minutes of all Board of Directors meetings are recorded and kept as part of the organization records.

**Section 3. Board of Directors Meetings.** Board of Directors Meetings shall be called on an as-needed basis with a minimum of one meeting per year.

## **Article VII**

### **Dues**

**Section 1. Annual Dues.** Dues are due and payable by December 1st and will be considered delinquent if not paid by **December 31st**. Prospective members may attend one complementary meeting before being required to pay dues. Members whose dues are deemed delinquent may not attend any function of the organization. Dues structure will be reviewed and approved annually by the Board of Directors and, if appropriate, the Board shall recommend dues changes to the active membership, which shall be voted upon at the annual election meeting.

- A. Active member dues are **\$50.00** annually and **\$35.00** for each additional member of same practice and pro-rated on a quarterly basis.
  - 1. If dues are paid by the employer/practice, then the dues are considered paid for that employee position.
  - 2. If dues are paid by the individual member, then dues are considered paid for that Individual and may be prorated as appropriate (refer to Article IV, Sec 2).
- B. Associate member dues are \$125.00 annually.
- C. Honorary members pay no dues.

## **ARTICLE VIII**

### **Meetings**

#### **Section 1. MEETING OF MEMBERS**

- A. Regular bi-monthly meetings will be held on the third Wednesday at a location to be announced by the Program Coordinator within the St. Tammany Parish area.
- B. Special Meetings of the Active Membership for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Board of Directors and/or officers providing members ten (10) days written notice outlining the purpose, place, day and hour of meeting.

#### **Section 2. TYPES OF MEETINGS**

- A. Closed Meeting - Only Active members are invited.
- B. General Membership Meeting - All members are invited.
- C. Open Meeting - All members are invited, including interested office personnel of the Active Members staff. Business may be deferred.
- D. Seminar - Shall include topics and speakers, and will not include any business of the organization and will be announced as scheduled by meeting notices and announced at regular meetings.
- E. Designated Meetings:
  - 1. January, March, May, July, September – Regular Bi-Monthly Meetings
  - 2. April – Possible Spring Seminar
  - 3. July - Nominations taken for Officers
  - 4. September – Election of Officers
  - 3. October – Possible Fall Seminar
  - 4. November - Social and Installation of Officers
  - 5. December –No Meeting

**Section 3. MEETING NOTICES.** The meeting notice shall state the place, day, hour and type of meeting, the purpose or purposes for which the meeting has been called, shall, unless otherwise prescribed by statute, be delivered no less than ten (10) days before the day of the meeting, either personally, by mail or facsimile or e-mail. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the member at the address as it appears in the membership directory with postage thereon paid.

**Section 4. INFORMAL ACTIONS BY MEMBERS.** Any action required to be taken at a meeting of the members of the organization or any other action which may be taken at a meeting of members of the organization, may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed by a quorum.

**Section 5. BALLOTING.** Balloting will be taken by a written vote of the active members. Votes may be delivered by absentee ballot or written proxy.

**Section 6. QUORUM.** A quorum is defined as one-third of the active members of the organization.

## **Article IX**

### **Contracts, Loans Checks and Deposits**

**Section 1. Contract.** The officers shall authorize a person to enter into any contract or execute and deliver any instrument in the name of and or, behalf of the organization and such authority will be confined to specific instances, subject to review by the President.

**Section 2. Loans.** No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name.

**Section 3. Checks and Other Instruments.** Two (2) officers, i.e. President or President-Elect and Secretary or Treasurer, shall sign any checks, drafts or other orders for the payment of money in excess of \$500.00.

**Section 4. Deposits.** All funds of the organization not otherwise employed shall be deposited to the credit of the organization in such banks, trust companies or other depositories as the officers may select. The treasurer shall maintain a proper accounting. An audit may be done at least once per year under the direction of the President or Board of Directors by an independent accountant.

## **Article X**

### **Waiver of Notice**

**Section 1. Waiver of Notice.** Whenever any notice is required to be given to any member or director of the organization, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except when a member attends such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **Article XI**

### **Amendment of By-Laws**

**Section 1. Amendment.** These by-laws may be altered, amended or repealed and new by-laws may be adopted by a two-thirds (2/3) majority vote of the active membership. Members may submit suggestions regarding such amendment, alteration or repeal to the by-laws committee for consideration and adoption. The Board of Directors will institute all amendments, alterations and repeals.

## **Article XII**

### **Disbursement of Funds**

All funds of the corporation must be disbursed or allocated for use by December 31st of each year.