

THIRD AMENDED AND RESTATED BYLAWS
OF
NASHVILLE MEDICAL GROUP MANAGEMENT ASSOCIATION

ARTICLE I.

NAME AND LOCATION OF CORPORATION

The name of this Association is Nashville Medical Group Management Association (the “Association”). The Association is a non-profit corporation organized and existing under the laws of the State of Tennessee. Its principal office shall be located in Nashville, Davidson County, Tennessee, or such other location as the Board of Directors shall deem appropriate.

ARTICLE II.

PURPOSE

Section 2.1. Purpose. The Association is organized to constitute the Nashville-Davidson County, Tennessee chapter of the Medical Group Management Association (MGMA), and consistent with that affiliation and applicable law, its purposes shall include:

- a. To advance the profession of medical group practice management;
- b. To promote and/or provide continuing education to medical group practice managers;
- c. To maintain the integrity and character of the professional medical group practice management profession;
- d. To promote scope of practice and standards for medical group practice management;
- e. To provide a forum for networking and discussion of issues in the field of medical group practice management;
- f. To provided opportunities to develop association leadership skills; and
- g. To do within the limits of the law all things necessary, proper, incidental, suitable, useful and conducive to complete accomplishment of the foregoing purposes.

Section 2.2. Corporate Offices. The Association shall have and continuously maintain in the State of Tennessee a registered office and a registered agent, whose office

address is identical with any such registered office. The Association may have other offices within or without the State of Tennessee as the Board of Directors may from time to time determine.

ARTICLE III.

MEMBERSHIP

Section 3.1. Classes of Members. The Association shall initially have four (4) classes of Members, as follows:

- a. Active Regular
- b. Active Entity
- c. Affiliate
- d. Student

The Board of Directors of the Association may from time to time increase or decrease the number of membership classifications. The number of Members of any class shall not be restricted.

Section 3.2. Qualifications: Active Regular. The following persons shall be eligible for membership in the Association in the Active Regular Classification (an "Active Regular Member"):

- a. Any individual who is directly employed in management or administrative support services by an entity formally organized to provide or facilitate the provision of healthcare services;
- b. Any individual who is employed by a management organization, hospital/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; or
- c. Any healthcare providers/clinicians who hold an active license in the state of Tennessee

Any Active Regular Member who ceases to be eligible for membership as an Active Regular Member, regardless of reason, shall continue to be a Member in the Active Regular Classification for the remainder of the current membership year and for one additional consecutive year.

Section 3.3. Qualifications: Active Entity. Any entity that engages in the practice of healthcare shall be eligible for membership in the Association in the Active Entity Classification (an "Active Entity Member"). An Active Entity Member shall be entitled to designate those natural persons ("Member Representatives") entitled to attend membership meetings on behalf of the Active Entity Member. The number of Member Representatives shall be determined by the Board of Directors prior to the commencement of the Membership Year. The Board, in its sole and absolute discretion, may divide the Active Entity Membership into subclassifications and the Board may authorize a different number of Membership Representatives for each subclassification.

Section 3.4. Qualifications: Affiliate Member; Student Member.

a. Any person not otherwise eligible for membership as an Active Regular Member or an Active Entity Member, but who is interested in the field of healthcare and the purposes of the Association shall be eligible for membership in the Association in the Affiliate Classification (an "Affiliate Member").

b. Any individual who is pursuing a healthcare or business-related degree at an accredited institution of higher learning, and who does not otherwise qualify for membership in any other member category shall be eligible for membership as a Student Member.

Section 3.5. Membership Rights and Privileges. Each Member, regardless of classification, shall be entitled to one (1) vote on each matter submitted to a vote of the membership. A Member may vote in a contested election either in person or by written proxy provided that the proxy is filed with the Secretary before being voted. Such proxy shall entitle the holders thereof to vote at any adjournment of such meeting and shall continue to be valid (unless otherwise provided in the proxy) until the delivery to the Secretary of (a) a written proxy designating another person to vote on behalf of the Member or (b) a written instrument executed by the Member revoking the proxy.

Section 3.6. Application for Membership. All applications for membership in the Association in all classifications shall be written and shall be submitted to the Membership Chairperson or Secretary for consideration.

Section 3.7. Dues. The Board of Directors may determine from time to time the amount of annual dues payable to the Association for Members in each Membership category. Annual dues shall be payable at such times as the Board of Directors shall determine.

Section 3.8. Automatic Termination of Membership. Membership in the Association shall be automatically terminated if:

a. A Member, at any time, fails to satisfy the requirements for membership in the Association, or

b. A Member fails to pay dues or other fees payable to the Association in accordance with the provisions these Bylaws on or before March 1 of the fiscal year.

Section 3.9. Termination by Board Action. The Board of Directors, by an affirmative vote of two thirds of all of the members of the Board, may censure, suspend, expel or otherwise discipline a Member for violation of the Code of Ethics as adopted by the Association, these Bylaws or such other causes deemed sufficient by the Board in the exercise of its sole discretion.

Section 3.10. Resignation of Membership. Any Member may resign after fulfilling all obligations to the Association by filing a written notice of resignation with the Membership Chairperson. Such resignation shall not relieve the resigning Member of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 3.11. Reinstatement. A Member who forfeits membership for non-payment of dues may be reinstated:

a. During the year of forfeiture by payment of current dues, together with a penalty, if any, in the amount established by the Board of Directors.

b. After the year of forfeiture, by application as a new Member and payment of current dues, and satisfaction of all requirements for membership then in force.

A Member who resigns or who forfeits membership for any other reason must apply for membership as a new Member, pay the current dues and otherwise satisfy all of the requirements for membership then in force. A Member who is expelled may be reinstated only upon written application and approval by the affirmative vote of two thirds of the members of the Board of Directors, and compliance with such other conditions as the Board of Directors may deem appropriate.

Section 3.12. Transfer of Membership. Membership in the Association is not transferable or assignable. An Active Entity Member may change its Member Representatives by notice to the Association.

ARTICLE IV.

BOARD OF DIRECTORS

Section 4.1. Number and Qualifications. The affairs of the Association shall be governed by a Board of Directors composed of the Executive Officers and not fewer than three other persons. Directors shall be members, or natural persons designated as a Member Representative by an Active Entity Member, and must be of legal age.

Section 4.2. Governing Powers. The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of the affairs of the Association, consistent

with the law and with the Charter of the Association and with these Bylaws. The duties of the Board shall include, but shall not be limited to:

- a. Establishment of the Association's mission and goals;
- b. Supervision of the general business and affairs of the Association;
- c. Adoption of an annual budget;
- d. Designation of the place of deposit for money;
- e. Appointment of Executive Officers and Directors in the event of a vacancy in office that occurs during the term;
- f. Establishment of committees and appointment of Members to those committees;
- g. Initiation and conduct proceedings for the removal of Executive Officers for misconduct or neglect of duty in office;
- h. Initiation and conduct proceedings for the discipline or expulsion of members;
- i. Establishment of advisory councils, if and when needed committees and appointment of Members to those committees;
- j. Adoption of standing rules and policies, as deemed necessary or otherwise appropriate; and
- k. Establishment of the time and place of annual or special meetings of the membership.

In addition, the Directors shall perform such additional duties as shall be required by applicable law or otherwise necessary for the governance of the Association.

Section 4.3. Election and Term of Office. The term of office for members of the Board of Directors shall be one (1) year. Each Director shall hold office until the expiration of the term for which he or she is elected, and thereafter until his or her successor has been duly elected and qualified. The term of office shall commence on October 1 of each year.

Section 4.4. Vacancies. A vacancy in the office of the President shall be filled by the President-Elect. A vacancy in the office of President-Elect or any other executive office shall be filled by the Board of Directors. Vacancies in the Board of Directors, whether due to death, resignation or other cause may, but need not, be filled during the year.

Section 4.5. Annual Meeting. The annual meeting of the Board of Directors shall be held on the third Tuesday of October of each year at such time or place as the Board of Directors shall determine. The Board may at the annual meeting consider any other business which may properly be brought before it.

Section 4.6. Regular Meetings. Regular meetings of the Board of Directors shall be held on the third Tuesday of each calendar month commencing at 11:30 a.m., or such at such other time and date as shall be determined by the Board of Directors from time to time. Meetings of the Board of Directors may be held at such locations as the Board of Directors may designate. Notice of regular meetings of the Board of Directors shall not be necessary.

Section 4.7. Special Meetings. Special meetings of the Board of Directors may be called by the President, or the written request of any two (2) Directors on two days' notice to each director, given personally or by mail, telephone, electronic mail or facsimile, which notice shall state the time, place, and date of the meetings.

Section 4.8. Waiver of Notice. Before or at any meeting of the Board of Directors any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by the Director of the time and place thereof, unless the Director announces at the commencement of the meeting that he or she attends for the sole purpose of objecting to the meeting on the grounds of inadequate notice. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting. To the extent permitted by law, any lawful action of the Board of Directors may be taken without a meeting if written consent to such action is signed by a majority of the members of the Board, or such larger number as may be required by the Tennessee Nonprofit Corporation Act.

Section 4.9. Quorum. At all meetings of the Board of Directors, a majority of the Directors, one of whom shall be an Executive Officer, shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except when a larger number is required by law, the Charter of the Association, or these Bylaws. No proxy voting shall be permitted. Directors may participate in and act at any meeting through the use of a conference telephone or other communication equipment that enables all persons participating in the meeting to communicate with each other and simultaneously hear the other person. If, at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 4.10. Manner of Acting. At all meetings of the Board of Directors, each Director shall have one (1) vote. The act of a majority of the Directors present at any duly called meeting in which a quorum is present shall be the act of the Board, except as otherwise required by law, the Charter of the Association or these Bylaws.

Section 4.11. Removal of Director. Any Director may be removed by an affirmative vote of at least seventy-five (75%) of the members of the Board whenever in their sole judgment, the best interests of the Association would be served thereby. Any such removal shall be deemed "for cause."

Section 4.12. Compensation. No Director shall be entitled to receive any compensation for his or her service to the Association; provided that the Board may reimburse any Director for actual and reasonable expenses incurred in the conduct of the Association's purposes. Nothing herein shall be construed to preclude any Director from receiving any compensation for services rendered or for expenses incurred in any capacity other than as a Director.

ARTICLE V.

EXECUTIVE OFFICERS

Section 5.1. Number. The Association shall have a President, a Secretary, a Treasurer and a President-Elect who shall be the Executive Officers of the Association. No person may hold more than one Executive Office at any one time. All Executive Officers shall be Members or a Member Representative, provided that no Active Entity Member shall have more than one (1) Member Representative serving as an Executive Officer at any one time. In addition, the President and the President-Elect shall have served at least one (1) term as a Director.

Section 5.2. Election and Term. Executive Officers (other than the President and Immediate Past President) shall be elected by the Board of Directors. Each Executive Officer shall serve a term of one (1) year commencing on October 1 of the current fiscal year and continuing until his or her successor has been elected and qualified.

Section 5.3. Duties. All Executive Officers shall have such authority and perform such duties in the management of the Association as are normally incident to their offices and as the Board of Directors may from time to time provide. If not specified, the duties shall be as follows:

a. **President:** The President shall be the chief elected officer and official representative of the Association and shall have general charge and control of the affairs of the Association, subject to the direction of the Board of Directors and to these Bylaws. The President shall have the power to call special meetings of the Board of Directors, as provided for in these Bylaws. The President shall have the power to appoint, subject to the approval of the Board of Directors, standing and ad hoc committees. In addition, the President shall have the power to approve bills for payment, subject to limits prescribed by the Board of Directors. The President shall have the power to sign and execute all contracts and instruments of conveyance in the name of the Association; to sign checks, drafts, and notes; and to perform all other duties usually incident to the office of the President. The President shall establish policies to ensure proper accounting procedures are followed and shall provide a written report to the membership at the annual meeting of the Association. The President shall submit written reports as requested by the

Association's Board of Directors and shall notify the Association in writing of the election or any change in Executive Officers within thirty (30) days of the effective date.

b. President-Elect: The President-Elect shall perform such duties as may be assigned to him by the Board of Directors. In case of the death, disability, or absence of the President, the President-Elect shall perform and be vested with all the duties and powers of the President. The President-Elect shall succeed to the unexpired term of the President in the event of a vacancy in that office. The President-Elect shall automatically succeed to the office of President on October 1 of the fiscal year following his or her appointment as President-Elect.

c. Immediate Past President: The Immediate Past President shall aid the President in the performance of the President's responsibilities, in the manner and to the extent that the President may request. The Immediate Past President shall perform all other duties as are properly required by the Board of Directors. The President shall automatically succeed to the office of Immediate Past President on October 1 of the fiscal year following his or her appointment as President.

c. Secretary: The Secretary shall keep the minutes of the meetings of the Board of Directors in a well bound book or books; he or she shall attend to the giving and serving of notice; he or she may sign with the President in the name of the Association all contracts, and instruments authorized by the Board of Directors; he or she shall have charge of the books or papers as the Board of Directors may direct; all of which shall at all reasonable times be open to the examination of any Director or Member, to the extent required by law, upon application at the office of the Association during business hours; he or she shall authenticate records of the Association; and he or she shall in addition perform all duties incident to the office of Secretary, subject to the control of the Board of Directors. He or she shall submit such reports to the Board of Directors as may be required by it. In the event the Board of Directors elects not to appoint a Treasurer, or if that office shall otherwise be vacant, the Secretary shall also serve as the Treasurer of the Association.

d. Treasurer: The Treasurer shall have the custody of all funds of the Association and shall keep proper accounts of same; when necessary or proper, he shall endorse, on behalf of the Association, all checks, notes, and other obligations and shall deposit the same to the credit of the Association in such bank or banks as the Board of Directors may designate. He or she shall enter regularly in the books of the Association to be kept by him or her for that purpose a full and accurate account of all monies received and paid out by him or her on account of the Association, and he or she shall at all reasonable times and as required by law exhibit his or her books and accounts to any Director or Member upon application at the office of the Association during business hours; he or she shall perform all acts incident to the position of the Treasurer, subject to the control of the Board of Directors. The Treasurer shall pay all bills approved by the President. He or she shall submit the books and records of the Association for an annual independent review by an external party appointed by the Board of Directors. The Treasurer shall file or cause to be filed the annual report with the Tennessee Secretary of

State, the annual information return with the Tennessee Department of Revenue and the Return of Organization Exempt from Taxation (IRS Form 990) with the Internal Revenue Service. The Treasurer shall submit an annual financial report at the annual meeting of the Association's Board of Directors. The Treasurer shall in conjunction with the Membership Chairperson prepare an accurate list of the Members entitled to vote at the annual meeting or any special meeting. The Treasurer shall submit a written report of the Association's financial status at each regular meeting of the Association's Board of Directors.

Section 5.4. Resignation. Any Executive Officer may resign at any time by giving written notice to the President or the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time is specified, then upon its delivery to the Association at its principal offices.

Section 5.5. Removal of Executive Officer. Any Executive Officer may be removed by the affirmative vote of seventy-five (75%) percent of the members of the Board of Directors at any time, with or without cause.

Section 5.6. Compensation. No Executive Officer shall be entitled to receive any compensation for his or her service to the Association except as authorized by the Board; provided that the Board may reimburse any Executive Officer for actual and reasonable expenses incurred in the conduct of the Association's purposes.

ARTICLE VI.

ELECTION OF DIRECTORS

Section 6.1. Election of Board of Directors. The Board of Directors shall elect individuals to serve as members of the Board of Directors annually. All Directors must be Members or Member Representatives.

ARTICLE VII.

FISCAL MANAGEMENT

Section 7.1. Fiscal Year. The fiscal year of the Association shall begin on the first day of October of every year. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors.

Section 7.2. Execution of Corporate Documents. All notes and contracts are authorized to be executed on behalf of the Association by the President or their express designees, and may be attested by the Secretary, and all checks executed on behalf of the Association by the President, the Secretary or the Treasurer, or their express designees. The Board may authorize any Executive Officer, agent or agents to enter into any contract or execute

and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific matters.

Section 7.3. Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. No loan shall be granted to an Executive Officer or Director of the Association.

Section 7.4. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such Executive Officers or agents of the Association in such manner as shall from time to time be determined by resolution of the Board.

Section 7.5. Maintenance of Records. The Association shall keep correct and complete books and records of account and other records of the activities of the Association in accordance with commonly accepted good business standards or as necessary for compliance with legal requirements.

Section 7.6. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

ARTICLE VIII.

CONFLICTS OR DUALITY OF INTEREST

Section 8.1. Statement of General Policy. It is anticipated that real and apparent conflicts or dualities of interest sometimes occur in the course of conducting the daily affairs of the Association. A conflict or duality of interest is defined as referring only to personal, proprietary interests of the persons covered by this policy and their immediate families and not to philosophical or professional differences of opinion. Conflicts or dualities of interest will occur because the many persons associated with the Association should be expected to have and do in fact generally have multiple interests and affiliations and various positions of responsibility within the community. Sometimes a person will owe identical duties to two (2) or more organizations having similar activities.

Conflicts or dualities of interest are to be avoided because they potentially or apparently place the interests of others ahead of the Association's obligations to its corporate purposes and to the public interest. Conflicts or dualities of interest are also undesirable because they often reflect adversely upon the persons involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. However, it is decidedly not in the long-range best interests of the Association to terminate or cease all association with persons who may have real or apparent conflicts or dualities of interest if there is a prescribed and effective method of rendering such conflicts harmless to all concerned.

It shall be the policy of the Association, therefore, not to preclude dealings with those having actual or apparent conflicts or dualities of interest so long as the same are disclosed promptly and fully to all necessary parties whenever they occur.

Section 8.2. Coverage of this Policy. This policy shall apply to all members of the Board and Executive Officers, agents, and employees of the Association, including independent contractor providers of services and materials. It shall be the obligation of the Association's management to publicize this policy to all such parties on a recurring basis.

Section 8.3. Disclosure of all Conflicts. All members of the Board and all Executive Officers, agents, and employees of the Association shall disclose all real or apparent conflicts or dualities of interest which they discover or have brought to their attention in connection with the Association's activities. "Disclosure" as used in these Bylaws shall mean providing to the appropriate persons a written description of the facts comprising the real or apparent conflict or duality of interest.

Section 8.4. Proscribed Activity by Persons Having Conflicts. Where an individual Director, Executive Officer, agent or employee believes that he or a member of his or her immediate family might have or does have a real or apparent conflict or duality of interest, he or she should, in addition to filing the notice of disclosure required under Section 8.3, abstain from making motions, participating in relevant deliberations, voting, executing agreements, attempting to influence others' votes, or taking any other similar direct action on behalf of the Association where the conflict or duality of interest might pertain.

ARTICLE IX.

INDEMNIFICATION

Section 9.1. Coverage. Any person who at any time serves or has served as a Director or Executive Officer of the Association, or in such capacity at the request of the Association for any other corporation, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the Association to the fullest extent permitted by the Tennessee Nonprofit Association Act, Tennessee Code Annotated sections 48-51-101 *et seq.* (or the corresponding provision(s) of any successor statute or law) against (a) reasonable expenses, including reasonable attorneys' fees, actually incurred by him or her in connection with any threatened, pending or completed action, suit or proceedings and any appeal thereof, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Association, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine (including, without limitation, an excise tax assessed with respect to an employee benefit plan), penalty or settlement for which he or she may have become liable in any such action, suit or proceeding.

Section 9.2. Payment. Expenses incurred by such person may be paid in advance of the final disposition of such investigation, action, suit or proceeding upon receipt of any

undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association under the laws of the State of Tennessee.

Section 9.3. Evaluation. The Board of the Association shall take all such action as may be necessary and appropriate to authorize the Association to pay the indemnification required by this Article IX, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the amount of indemnity due him or her and giving notice to, and obtaining approval by, the Association.

Section 9.4. Consideration. Any person who at any time after the adoption of this Article IX serves or has served in any of the aforesaid capacities for or on behalf of the Association shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Article IX. Any repeal or modification of these indemnification provisions shall not affect any rights or obligations existing at the time of such repeal or modification.

Section 9.5. Insurance. The Association shall have the power, by resolution of the Board, to purchase and maintain insurance on behalf of any person who is or was a Director, Executive Officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, Executive Officer, employee or agent of any other Association, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, against any liability asserted him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability.

Section 9.6. Non-Exclusivity of Rights. The right of indemnification hereinabove provided shall be in addition to other rights of indemnification permitted by applicable law, and shall not be exclusive of any rights to which any such Director, Executive Officer, employee or agent may otherwise be entitled under any bylaws, agreement, vote of the Board or otherwise with respect to any liability or litigation expenses arising out of his or her activities in such capacity.

ARTICLE X.

MEETINGS

Section 10.1. Annual Meetings. There shall be an annual meeting of the Members of the Association on the second Tuesday of September of each year at the principal office of the Association, or at such other time or place as the Board of Directors shall determine. At the annual meeting, the Members shall consider such other business as may properly be brought before the meeting. In the event of an emergency, the Board of Directors by two-thirds (2/3) vote may cancel or reschedule the annual meeting. All Members shall be notified of the cancellation or rescheduling and the results of the election.

Section 10.2. Special Meetings. Special Meetings of the Members may be called by the President, the Board of Directors or upon written request of 33.34% of the membership.

Section 10.3. Notices. Notices of all meeting of the membership shall be mailed at least thirty (30) days before the date of the meeting.

Section 10.4. Quorum. A majority of the members of the Board of Directors shall constitute a quorum.

Section 10.5. Official Record. An official record of the meetings will be made.

ARTICLE XI.

COMMITTEES

Section 11.1. Standing Committees. There shall be a Membership Committee as provided in this Article XI and such other standing or special committees as may be provided in these Bylaws or needed to advance the interest of the Association as established by resolution of the Board. The members of all committees not otherwise provided by these Bylaws shall be appointed by the President or his or her designee and need not be members of the Board of Directors. The President shall be a voting member of all Standing Committees.

Section 11.2. Actions of Committees. All actions taken and recommendations made by a committee shall be advisory and shall not have any effect unless they are formally approved by the Board.

Section 11.3. Membership Committee. The Board of Directors shall establish a Membership Committee to coordinate and promote membership in the Association. The Committee shall develop and implement strategies for recruiting and retaining members. The Committee shall also research and recommend membership benefits and incentives for adoption by the Board of Directors.

Section 11.4. Liaisons and Advisors. The Board of Directors may, from time to time, appoint Members to serve as special advisors to the Board of Directors or liaisons to other healthcare related organizations, including physicians, hospitals, managed care organizations or ancillary providers. Liaisons and special advisors shall be ex-officio, non-voting members of the Board of Directors.

Section 11.5. Quorum. The quorum for any committee meeting shall be a majority of the members of the committee.

ARTICLE XII.

PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern the proceedings of this Association, in all cases not provided for in these Bylaws or in the standing rules or policies adopted by the Board of Directors.

ARTICLE XIII.

AMENDMENT OF BYLAWS

These Bylaws may be amended, added to, or repealed by an affirmative vote of two-thirds (2/3) of the members of the Board of Directors. The Secretary shall publish notice of any amendment to the Bylaws to the membership either in the Association's newsletter or on the Association's website within thirty (30) days of adoption. In addition, these Bylaws may be amended at any annual meeting or special meeting called for that purpose, by a two-thirds (2/3) vote of the members present and voting, provided that the proposed amendments shall have been mailed to each voting member at least thirty (30) days in advance.

SECRETARY'S CERTIFICATE

The foregoing Third Amended and Restated Bylaws were duly adopted by an affirmative vote of two-thirds of the members of the Board of Directors of the Nashville Medical Group Management Association at a duly called and noticed regular meeting of the Board of Directors, held on July 21, 2020.

Secretary