



*Supporting health care leaders  
in clinic management*

## **ONTARIO MEDICAL GROUP MANAGEMENT ASSOCIATION (OMGMA)**

### **BYLAWS**

*As approved by the membership at the Annual General Meeting September 26, 2013*

#### **1. PURPOSE**

The purpose of this association is to assist and coordinate the efforts of its members seeking to improve the standards of management of the business affairs of group medical practice.

#### **2. EXECUTIVE COMMITTEE**

- 1) President
- 2) Vice-President
- 3) Treasurer
- 4) Secretary
- 5) Past President
- 6) Members at large (2 to 4)

All of the above Officers will constitute the Executive Committee of the Association and shall have control and management of the affairs of the Association during their term of office.

In case of the resignation, disqualification, or death of one or more of the Officers of the Association, the Executive Committee may elect a qualified member to fill an unexpired term of such office, and that term shall not extend beyond the date of the next Annual Meeting.

Executive Committee members will be elected by the voting members at the Annual Meeting and shall serve a two-year term, with the option of accepting a subsequent term(s) of office should there be difficulty finding a successor for that office.

It is desirable that the President and Secretary are up for election on alternate years to the Vice-President and Treasurer.

The Executive Committee shall have the power to appoint committees as required from time to time. Committees are to consist of three or more members.

The Executive Committee will be responsible for establishing the annual operating budget for the Association, which will be ratified by a majority vote of voting members at any Annual Meeting of the Association.

The Executive Committee may engage an individual or company to perform such duties as may be assigned to the individual or company by the Executive Committee. The Executive Committee shall set the amount of compensation for carrying out these duties.

The Treasurer shall be responsible for the keeping of all Association funds in a chartered bank or trust company in the name of the Association. Alternatively, the Executive Committee may authorize investments as they deem appropriate. The Treasurer shall keep full and complete records of all Association transactions and report on financial results and position to the Executive Committee from time to time. Formal financial statements will be prepared by the Treasurer and presented at each Annual Meeting. The Treasurer will be responsible to bill and collect membership dues and keep up-to-date membership records.

### **3. EXECUTIVE COMMITTEE MEETINGS**

- (a) A majority number of members of the Executive shall constitute a quorum at any meeting, whether in person or by telephone or other electronic means.
- (b) The Chair shall not have a casting vote, unless a vote is required to break a tie.
- (c) Voting shall be by a show of hands (or its equivalent action, if meeting via telephone or other electronic means) except where a member requests a secret ballot.
- (d) The Committee will hold meetings at least quarterly in each financial year.
- (e) The Committee shall meet/teleconference within the month before the Annual Meeting of the Association.
- (f) The Chair shall provide at least seven days written notice of any Executive Committee meeting to all Executive Committee members.

- (g) The Chair may call a meeting of the Executive Committee at any time, provided that the notice requirements of subsection (f) are complied with, on his/her own initiative.
- (h) Unless otherwise specified herein, all business shall be decided by majority vote of the members in attendance and votes submitted via a proxy.
- (i) A meeting of the Executive Committee or other sub-committee of the Executive may be held by telephone, electronic, or other communication facilities that permit all persons participating to communicate with each other simultaneously and instantaneously. Any person so participating shall be deemed to be present at such meeting.

#### **4. DUTIES AND RESPONSIBILITIES OF EXECUTIVE COMMITTEE**

The duties and responsibilities of the Executive Committee may be determined from time to time by the members. The Executive Committee may, by majority vote:

- (a) Conduct the operation of the Association.
- (b) Receive and review monthly financial reports.
- (c) Authorize and approve for payment appropriate Association expenses, considering the approved annual budget.

#### **5. ANNUAL MEETING**

The Annual Meeting shall be held within six months of the end of the financial year and is open to all members.

Formal financial statements for the most recent fiscal year-end and the annual operating budget for the current fiscal year will be prepared by the Treasurer and presented for approval by a majority vote of voting members at the Annual Meeting.

Members are to receive no less than 30 days notice of the date, time, and location of the Annual Meeting. Failure of a member to receive notice of a meeting will not invalidate any proceedings occurring at that meeting.

Attendance by a minimum of 25 per cent of the members, including one half of the Executive Committee, constitutes a quorum for the Annual Meeting.

Only OMGMA members in good standing shall have the right to vote at the Annual Meeting. Each member has one vote. A member's voting power may be delegated to another OMGMA member (a proxy) by completing an official proxy form.

## 6. MEMBERSHIP

An OMGMA member must hold a management position in a group medical practice and have paid the appropriate membership dues. He or she must also abide by the OMGMA Members' Code of Professional Conduct.

**Active Membership:** May be held by any manager actively engaged in the administration of the business affairs of a medical practice being conducted by two or more professionals (physicians and/or nurse practitioners). Each Active Member shall be entitled to one vote.

**Life Membership:** May be held by any member who permanently retires and has been an Active Member of the Association for at least 15 years. Life membership shall be granted by the Executive upon receiving signed recommendations from at least three OMGMA members. Life Members will have the same rights and privileges as Active Members except the right to vote and hold office in the Association. The costs of annual dues are waived for Life Members.

The application content and process for Active membership in the Association shall be approved by the Executive Committee. The Executive shall be responsible for all applications for membership and may rule on such applications before they are accepted. It will also be the responsibility of the Executive Committee to remove the name of any member from the list of those eligible for the coming year's membership if it comes to their attention that the member has become ineligible. (Criteria for eligibility for membership may change from time to time. Previously accepted members may be grandfathered in upon approval by the Executive.)

Should a member lose his/her job in the management of the business affairs of a medical practice, he or she shall be entitled to pay the annual dues and remain an active member for one year from the date of the next renewal. This transition period will allow the member to maintain contact with the Association and fellow members while seeking alternative employment.

The Executive shall have the power to set and assess annual dues to be paid by each member, to be confirmed by a simple majority vote of those members present and voting at the Annual Meeting. The membership year will run from July 1 through June 30.

## 7. AMENDMENTS TO BYLAWS

Amendments to the Bylaws of the Association shall be submitted in writing to the President and may be adopted by a majority vote of members present and voting at any Annual Meeting of the Association.

Members shall receive notice of any proposed changes to the Bylaws of the Association no less than 14 days in advance of the Annual Meeting at which the vote is to occur.

Should a situation arise where there is an immediate need to amend Bylaws, the Executive Committee may amend such Bylaws, effective only until the next Annual Meeting, at which time a majority vote of the voting members will be required to permanently amend the Bylaw.

#### **8. CONFLICT OF INTEREST**

Every Executive member who, either directly or through one of his or her associates, has, or thinks he or she may potentially have, a conflict of interest shall disclose the nature and extent of the conflict.

#### **9. CONFIDENTIALITY**

Every Executive member shall respect the confidentiality of matters brought before the Executive, or any committee or subcommittee of the Association that requires confidential handling.