

BYLAWS
TENNESSEE MUSIC CITY CHAPTER OF THE
AMERICAN ASSOCIATION OF HEALTHCARE ADMINISTRATIVE MANAGEMENT

ARTICLE I
NAME

The name of this Corporation shall be the Tennessee Music City Chapter of the American Association of Healthcare Administrative Management (“Corporation or “TN Music City Chapter”).

ARTICLE II
PURPOSE AND OBJECTIVES

This Corporation is organized exclusively as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended). The Corporation is not organized for profit, does not engage in a regular business of any kind ordinarily carried on for profit, and no part of the net earnings will inure to the benefit of any member or individual. The Corporation’s stated purposes are to:

- (1) Promote and encourage the recognition of Healthcare Administrative Management as an integral part of the financial management in healthcare providers and throughout the healthcare industry;
- (2) Encourage the implementation of effective and efficient business and receivables management policies and procedures in all types of healthcare providers;
- (3) Stimulate and encourage the exchange of information among members and associates;
- (4) Develop and encourage the implementation of programs for the purpose of furthering the education and increasing the knowledge of the current membership and persons new to the hospital or healthcare industry;
- (5) Establish non-discriminatory standards of performance and professional conduct for persons who participate or are involved in the management of revenue cycle of any healthcare providers or related field conducting business in the healthcare industry; and
- (6) Promote the healthcare professional by cooperating with other healthcare organizations, institutions and related agencies, third party payors and the general public.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal income tax under

section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue Law).

ARTICLE III

DIRECTORS

3.1 Authority of Directors The Directors shall act in their Director capacity only as a Board and no individual Director has any power to act for the Corporation without prior specific Board authority, unless specific authority is set out in the Bylaws. The Board shall have all authority over the Corporation and shall institute the overall programming and policy of the Corporation. The President shall supervise and administer the Corporation's operation. The Board of Directors shall determine compensation to be paid to Officers. Any Officer may be removed at any time with or without cause upon the unanimous vote of the Board of Directors.

3.2. Number and Term of Directors. The Board of Directors shall be composed of nine (9) members, who shall serve a term of two years. Four (4) Directors shall be elected in every odd numbered year and five (5) Directors shall be elected in every even numbered year. A term shall be based on a calendar year. The Incorporator shall appoint the original Board of Directors, which shall be staggered. Directors may serve one consecutive term.

Directors shall be elected by a plurality vote of the Members. Votes shall be cast on official mail ballots only. Mail shall be defined as United States Postal Service delivery, courier delivery or electronic mail. All members of record 60 days prior to the first day of the election month set by the Board of Directors shall be permitted to vote. The Directors elected shall take office the following January 1, and shall serve for two years, or until their respective successors take office. Directors shall be eligible for re-election. The Chair may serve no more than two consecutive terms.

3.3. Qualification of Directors. Only members of record sixty (60) days prior to the first day of the election month shall have the right to be voted in as a Director. All Directors must be National Members in the American Association of Healthcare Administrative Management.

3.4. Regular and Special Meetings. The Board of Directors shall set the date, time, and place, or occasion of the annual meetings of the Board of Directors which thereafter may be held without notice if the date, time and place, or occasion remain unchanged. In addition to the annual meeting, the Board of Directors shall hold a minimum of five (5) additional regular meeting of the Board at least annually. Special meetings may be held at any time upon the call of the Chair, President, or a minimum of three (3) Directors. Notice and purpose of such special meetings shall be in writing postmarked at least one week before the meeting. Directors may attend meetings of the Board of Directors electronically, and shall be counted as present, so long as the Director attending electronically can hear the conversation of the Board and can communicate directly back to the Board during the meeting.

Whenever the Directors of this Corporation are required or permitted to take any action by vote, such action may be taken without a meeting, upon written consent setting forth the action so taken, so long as the meeting by written consent complies with the requirements of T.C.A. § 48-57-104.

3.5. Quorum. A Quorum shall consist of six elected Directors and a majority vote of the Directors present shall decide the issues brought before the meeting.

3.6. Compensation and Expenses. Directors shall serve as such without compensation. Expenses incurred in connection with the performance of their official duties may be reimbursed to Directors upon approval of the Board of Directors. A Director shall not be precluded from serving the Corporation in any other capacity nor from receiving compensation for such services.

3.7. Vacancies Any vacancy occurring in the Board of Directors shall be filled by a special election within sixty (60) days of the vacancy. The successor Director shall be nominated by the Chair of the Board. The nominee shall then be elected by a three-fourths (3/4) vote of the Board of Directors. The Director shall be elected to fill the remaining term of the vacating Director.

3.8. Removal The Board of Directors, by a two-thirds (2/3) vote, may remove any Director if the Director engages in fraudulent or dishonest conduct, or gross abuse of authority or discretion, with respect to the Corporation, or a final judgment has been entered finding that the Director has violated a duty set forth in T.C.A. 48-58-30, or the Director no longer meets the qualifications set forth in Section 3.3 above. The Board of Directors, by a majority vote, may remove any Director if the Director is absent from more than two Regular Meetings in any calendar year.

3.9. Liability Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

3.10 Indemnification Directors shall be indemnified by the Corporation to the fullest extent permissible under the laws of Tennessee.

3.11. Chair of the Board. The Chair of the Board shall be elected by the Board of Directors and shall preside at all meetings of the Board of Directors except in his/her absence the Vice Chair shall preside.

3.12. Vice Chair. The Vice Chair of the Corporation shall be elected by the Board of Directors and shall perform all the duties and have all the powers commonly incident to the office and shall have other powers and perform other duties as may be assigned to him/her by the Board of Directors and/or the Chair, and shall preside at the meetings of the Board of Directors when the Chair directs or in the Chair's absence.

3.13 Committees The Committees are charged with assisting the Board of Directors and facilitating the ongoing operations of the Corporation. All committees report to and are directly governed by the Board of Directors. The Board shall set, by resolution, policies for the governance of its standing committees, as well as any ad hoc committee. Similarly, the Board may suspend or dissolve any committee(s) that has been created and absorb the suspended or dissolved committee's responsibilities back at the Board level or transfer such responsibilities to a newly formed committee. The Board of Directors shall have the following standing committees:

- (a) Membership Committee – the Membership Committee will not exceed five (5) members and will be led by the Membership Chairperson whose duties it shall be to provide for the solicitation of applicants for membership and maintenance of a current member register.
- (b) Education Committee – the Education Committee shall create, arrange for and conduct programs for the education and enrichment of members and participants, and help prepare membership for any examinations required for certification. The Education Committee Chair shall work with the 2nd Vice President for continuity of the committee leadership.
- (c) Certification Committee – the Certification Committee shall oversee the certification process for anyone trying to certify association with the TN Music City Chapter.
- (d) Sponsorship Committee – the Sponsorship Committee shall solicit and maintain vendor relationships with the TN Music City Chapter. Members on the Committee will work with the President.
- (e) Communications & Marketing Committee – the Communications & Marketing Committee shall be responsible for the maintenance and updating of the Corporation’s website and social media accounts.
- (f) Government Relations Committee – The Government Relations Committee will be responsible for communicating with the membership about National AAHAM’s Legislative efforts.

In addition to the standing committee, the Chair of the Board may create and make appointments to special ad hoc committees from among the members of the Corporation, from time to time as the need arises. The Board of Directors shall have the authority to assign special tasks to members for appropriate study and for action. The term of all members on a special ad hoc committee shall expire at the end of the calendar year unless otherwise provided for by the action of the Board of Directors.

ARTICLE IV **OFFICERS**

4.1 Officers The Officers of the TN Music City Chapter shall be the President, the 1st Vice President, 2nd Vice President, the Treasurer, and the Secretary, all of whom shall be ex-officio non-voting members of the Board of Directors.

4.2 Election of Officers The Officers shall be elected by a plurality vote of the members. Only members of record sixty (60) days prior to the first day of the election month shall have the right to be voted in as an Officer. The President, 1st Vice President, and 2nd Vice President must be a National Member in good standing throughout their term of office. Votes shall be cast on official mail ballots only. Mail shall be defined as United States Postal Service delivery, courier delivery or electronic mail. All members of record 60 days prior to the first day of the election month shall be permitted to vote. In the event the Corporation receives no votes from the membership, then a unanimous vote of the Board of Directors shall appoint Officers. The Officers

elected shall take office the following January 1, and shall serve for two years, or until their respective successors take office. Officers shall be eligible for re-election. The President may serve no more than two consecutive terms.

4.3 Duties of the President The President of the TN Music City Chapter shall be the Chief Executive Officer subject to the direction of the Board of Director. The President shall be responsible for maintaining regular communications with the National Organization. The President shall be an ex-officio member of all committees. The President shall execute policy, provide leadership to the membership, and strive during the President's term of office to guide the TN Music City Chapter so as to meet the objectives outlined in Article II.

The President or the President's Proxy is to attend all Presidential meetings held by the National Organization and to represent the TN Music City Chapter on the National Executive Committee. National AAHAM requires that all individuals requested as Proxy be a National member in good standing. The individual does not have to be an Officer or a member of the Board of Director for the TN Music City Chapter. The President will directly serve as the Chair of the Sponsorship and Government Relations Committees.

4.4 Duties of the First Vice President The First Vice-President shall perform the duties of the President in the absence of the President and shall perform such other duties as may be directed by the President or the Board of Director. The First Vice President will familiarize himself/herself with the duties of the Presidency of the TN Music City Chapter. The First Vice President will serve as the Chair of the Certification Committee.

4.5 Duties of the Second Vice President The Second Vice-President will be responsible for supporting the President and 1st Vice President and shall perform the duties in the absence of these individuals. The Second Vice President will serve as the Chair of the Membership Committee.

4.6 Duties of the Treasurer The Treasurer shall supervise the financial affairs of the TN Music City Chapter, and keep and preserve a record of all financial transactions, which shall be open to inspection by the Board of Directors and subject to audit at any time by an auditor duly appointed by the President and authorized by the Board of Directors.

The Treasurer shall deposit funds of the TN Music City Chapter in such banks as may be approved the Board of Directors and shall disburse funds only upon the approval of the Board of Directors, unless for ordinary and routine expenses by check only. Checks made payable to an individual and drawn upon the funds of the TN Music City Chapter in excess of \$2,000.00 shall require the signature of the Treasurer and one other Officer. Checks of less than \$2,000 can be signed by the Treasurer. In the absence of the Treasurer, the signature of the President and one other Officer is required.

The Treasurer shall prepare the Annual Budget and present a budget to the Board of Directors for approval by the March Board of Directors meeting each year.

The Treasurer shall submit a current financial report to the Board of Directors at all meetings of the Board of Directors but no less frequently than semi-annually. An annual report must be submitted to the membership and such reports as may be required by the President or the Executive Committee or the National Organization.

The Treasurer shall review the balance in the checking account and anytime the balance exceeds five thousand dollars (\$5,000.00) by a reasonable amount, the Treasurer should transfer, as soon as possible, any amount in excess of five thousand dollars (\$5,000.00) to a high yield bank account. The Treasurer will directly oversee the Communications Committee and the Marketing Committee.

4.7 Duties of the Secretary The Secretary shall keep a record of the meetings of the TN Music City Chapter, and shall keep a roster of members, keep the minutes of the Board of Directors meetings (providing copies to the Board of Directors) and perform such other duties as may be assigned by the President or the Board of Directors. The Secretary will directly serve as the Chair of the Education Committee.

4.8 Liability Corporate Officers shall not be personally liable for the debts, liabilities, or other obligations of the Corporation and shall be immune from suit arising from the conduct of the affairs of the Corporation, however, this provision shall not eliminate or limit the liability of an Officer for any breach of the Officer's duty of loyalty or for acts in bad faith or which involve an intentional misconduct or a knowing violation of law or for unlawful distribution pursuant hereunder T.C.A. §48-58-601.

4.9 Indemnification Corporate Officers shall be indemnified by the Corporation to the fullest extent permissible under the laws of Tennessee.

ARTICLE V

TRANSACTIONS WITH DIRECTORS

5.1. No contract or other transaction between this Corporation and any of its Directors or Officers shall be void or voidable so long as the arrangement or transaction is unanimously approved by the full Board of Directors pursuant to the Corporation's Conflict of Interest Policy, which is incorporated herein as if set forth verbatim.

5.2 In the event a transaction, contract or financial arrangement is approved by the Board of Directors pursuant to the Corporation's Conflict of Interest of Policy, the applicable Director or Officer receiving the financial benefit of the transaction shall not be liable to account to the Corporation for any profit realized by him/her from or through any such contract or transaction.

5.3. Notwithstanding anything herein to the contrary, the Corporation shall not lend money to or use its credit to assist its Directors or Officers, whether or not employees.

ARTICLE VI

MEMBERSHIP

6.1 **Membership** The Corporation shall have membership. A member shall be an individual involved in or interested in the management of the healthcare industry or related field conducting business in the healthcare industry. Membership shall be on an individual basis and not on an institutional basis. In order to receive any benefits of being a member, or to vote as a member, the member's dues must be paid, and the member must be in good standing.

6.2 **Application for Membership** Subject to the provisions of these Bylaws and meeting the qualifications of being a member, any person may become a member of the TN Music City Chapter of American Association of Healthcare Administrative Management. Membership shall not be transferable. A member who changes his place of employment during a membership year shall continue as a member during the remainder of the membership year for which dues have been paid.

6.3 **Regular Meetings** Regular meetings of the membership shall be held at least two (2) times a year at such time and place as may be designated by the Board of Directors. A Quorum shall be ten (10) members present at any duly called Regular Meeting.

6.4 **Special Meetings** Special meetings of the membership may be called at any time by Motion of the Board of Directors or the President. A Quorum shall be ten (10) members present at any duly called Regular Meeting.

ARTICLE VII

DUES

7.1 **National Dues** The annual dues and any other fees to the National organization shall be as determined by the National Board of Directors

7.2 **The TN Music City Chapter Dues and/or Assessment** The TN Music City Chapter may levy additional dues and/or assessments upon members for the sole benefit of the TN Music City Chapter provided such dues and/or assessments are for purposes consistent with the aims and purposes of the National Organization.

7.3 **Payments of Annual Dues** TN Music City Chapter dues are payable by December 31st for the upcoming calendar year of January 1 through December 31. No proration of dues is allowed. Applicants will be allowed to join the TN Music City Chapter only. Any TN Music City Chapter member joining within the last three (3) months of a calendar year will be maintained as a member for the following year.

7.4 **Delinquency** Members who have not paid their annual dues in full within thirty (30) days of the stated due date shall cease to be members. If the delinquent dues are paid in full within the calendar year, the delinquent member shall be reinstated without future penalty.

ARTICLE VIII
REMOVAL OF OFFICERS, MEMBERS & DIRECTORS

8.1 Removal of Officers and Directors Officers and Directors may be removed as follows: When suspension or expulsion is contemplated in the case of an Officer or a Director, the affected Officer or Director shall be entitled to receive specific charges in writing from the Board of Directors, and shall, if the person charged so desires, be afforded a hearing before the full Board of Directors of the TN Music City Chapter of AAHAM. Final determination as to either suspension or expulsion of the Officer or Director or the dropping of charges shall be made by a simple majority vote of the Board of Directors.

8.2 Removal of Members When suspension or expulsion is contemplated in the case of a member, the affected member shall be entitled to receive specific charges in writing from the Board of Directors, and shall, if the person charged so desires, be afforded a hearing before the full Board of Directors. Final determination as to either suspension or expulsion of the member, or the dropping of charges shall be made by a simple majority vote of the Board of Directors.

ARTICLE IX
MISCELLANEOUS

9.1 Fiscal Year The fiscal year of the Corporation shall be the calendar year.

9.2 National Affiliation and Jurisdiction The TN Music City Chapter of AAHAM is affiliated with the National organization known as American Association of Healthcare Administrative Management ("AAHAM"). As such, the TN Music City Chapter is subject to the rules, regulations and code of ethics of National AAHAM. The TN Music City Chapter of AAHAM is subject to the jurisdiction of National AAHAM. As such these Bylaws shall be constructed in such a manner that the philosophy of AAHAM is not violated.

9.3 Amendments to Bylaws The Bylaws may be amended in the following manner:

- (a) The membership may propose a change to the Bylaws. Changes must be proposed by a representation of five percent (5%) of membership, or a Director. Proposed changes must be in writing and accompanied by a signed petition of the members, or in writing submitted by a Director. The amendment shall be submitted to the Board of Directors for discussion at the next Board meeting.
- (b) The Board of Directors shall, by a majority vote, determine if the proposed change should be endorsed and therefore submitted to the membership for a vote.
- (c) Voting by the membership on amendments may occur at the annual meeting, a special meeting, or by mail, or other electronic communication. Amendment to the Bylaws shall require a majority vote of the membership. Mail shall be defined as United States Postal Service delivery, courier delivery or electronic mail. Notification to the membership shall be

in writing and shall inform the membership of the Article or Articles to be amended. This notification shall be mailed thirty (30) days prior to the voting deadline. Voting by means other than electronic mail shall be counted only if postmarked by the date specified on the ballot. When voting by electronic mail, the vote shall be counted only if the electronic mail is dated on or received before the date specified on the notification.

- (d) The Article or Articles to be amended shall be written for the membership in present form and in the proposed change form.

George Buck, Director

Amy Gray, Director

Jeff Foster, Director

Ross Kurtz, Director