

Emergency Medicine Business Coalition (EMBC)
FOUNDED: 2020
INCORPORATED: 2020
Amended April, 21, 2022

BYLAWS

(Adopted by the Emergency Medicine Business Coalition on July 1, 2020)

Article I

Name and Location

Section 1.1. Name

The name of this association shall be the Emergency Medicine Business Coalition (“the Coalition”) incorporated and organized under the statutes of the Commonwealth of Virginia.

Section 1.2. Location

The Coalition shall be located as determined by the board of directors.

Article II

Section 2.1. Period of Duration

The period of duration of the Coalition shall be perpetual.

Article III

Section 3.1. Purpose

The purpose of the Coalition is to deliver modern business solutions to physician group partners, by taking advantage of technology, shared best business practices, and collective size, to ensure the continued strength and success of independent democratic emergency medicine practice groups.

Article IV

Membership

Section 4.1. The Coalition offers expertise to Member organizations in the management of corporate practices and in the delivery of services to Member organizations to their clients.

Section 4.1.1. Categories of Membership

There shall be two categories of membership, as follows:

1. Voting Membership
 - a Regular Member – Regular Members shall be entitled to all activities of the Coalition.
2. Non-voting Membership

The board of directors may approve other classes of both voting and non-voting Members. A Member shall name a primary representative to serve as the main point of contact to the Coalition.

Section 4.1.2. Membership Qualifications

Applications for membership shall be presented to the Executive Director who shall provisionally accept them and report the same to the Membership Committee. Decisions of the Membership Committee shall be reviewed by the Board of Directors as the final authority. An organization may become a Member upon completion of the application process. Criteria for membership is defined by the Coalition's policy and procedure manual.

Section 4.1.3. Membership Term and Voting Right Classifications

The term, voting rights, limitations, and obligations attached to each or any class of Members shall be determined by the Board of Directors in the Coalition's policy and procedure manual.

Section 4.2. Goods and Services

Members are organized to provide management services.

Section 4.3. Rescission

The Board of Directors, may at any time after admitting an applicant as a Member,

rescind the membership, in the event the Board determines that the application filed by the applicant or any data furnished in connection with the application was misstated, or that the organization omitted any material facts which, if correctly stated or adequately supplied, would have resulted in the Board's denying the application.

Section 4.4. Dues and Assessments

The dues and assessments shall be determined from time to time by the Board of Directors. Should any Member fail to pay any dues or assessments for thirty days after the time when such report or payment shall become due, the Member shall be notified of this by the Finance Committee Chair. Dues shall be assessed and collected per current Coalition Policies, which shall be reviewed periodically by the Finance Committee.

Section 4.5. Termination of Membership

(a) Any Member may resign at any time by submitting to the Board of Directors a resignation in writing effective as of the date received by the Board.

(b) Any Member which fails to be represented at three (3) consecutive annual meetings of the Membership shall automatically cease to be a Member at the conclusion of the third annual meeting; however, the Membership shall consider each absence as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of the Members.

(c) Membership in the Coalition, and/or specific membership rights, may be suspended or terminated if a Member does not pay the required membership dues, in full, by the due date established by the board, or according to policies adopted by the board.

(d) When a Member ceases to be a Member for any reason, all rights, titles, and interest, if any, in or to the Coalition, or its property, ceases.

Article V

Board of Directors

Section 5.1. Composition

5.1.1. The Board of Directors of the Coalition shall consist of 5 Regular Members to include the Chair; Chair-Elect; Immediate Past Chair and the Committee Chairs of the standing committees, all of whom are elected by the Coalition Members. A representative of any Regular Member in good standing (current on dues payment) may be elected to be a member of the Board of Directors. In order that the Board of Directors

be as broadly representative of the membership as possible, no more than one representative of a Member or related organization in good standing may serve on the Board of Directors simultaneously.

5.1.2. The Executive Director of Coalition serves as an ex-officio non-voting member of the Board of Directors.

5.1.3. The Coalition Chair has the ability to appoint up to three (3) ex-officio non-voting directors to the Coalition Board of Directors.

5.1.4 The officers of the Coalition shall consist of a Chair, Chair-Elect and Immediate Past Chair.

Section 5.2. Duties

The Chair of the Board of Directors shall have the authority to fill vacancies in the board occurring between annual meetings. Directors so chosen shall hold office until their successors are elected, or they are elected for a full term at the next annual meeting of the Coalition.

The Board of Directors and Executive Director shall have general charge of the affairs and business of the Coalition.

The Board of Directors shall determine the number and responsibilities of committees of the Coalition and shall receive reports and recommendations from all standing and special committees, the Chair, and the Executive Director. It shall consider reports of committees, and may approve or disapprove thereof, but shall not have the authority to alter these reports, but shall bring them directly to the Coalition with its recommendations as to their disposition, or refer the matter back to the committee for further disposition based on the Board's recommendation. It shall have full authority to act for the Coalition, when an emergency arises, and prompt action is necessary.

Section 5.3. Terms

The terms of the Chair, Chair-Elect, and Immediate Past Chair of the Coalition shall be two years, non-renewable. The Chair, Chair-Elect, and Immediate Past Chair shall remain in office until a successor is elected and assumes office. Board members may serve a maximum of two consecutive, two (2) year terms in a non-officer position.

Article VI

Election of Officers and Directors

Section 6.1. Procedure

The Nominating Committee shall select candidates for Chair-Elect of the Board of Directors and open standing Committee Chair positions. The Nominating Committee may consider nominations from the Chair of the Board, Executive Director, and Members in good standing, for election to the Board of Directors.

Any member of the Coalition may propose another member for nomination by doing so in writing to the Nominating Committee at least forty-five (45) days prior to the date of election. Nominations are closed forty-five days prior to the date of election.

The slate of officers and directors so nominated shall be presented to the Regular Members in writing at least thirty (30) days prior to the date of election.

The Nominating Committee shall prepare its report and submit it as the first order of business at the meeting. The nominees of the Nominating Committee will be considered elected by acclamation. Newly elected officers and board members will take office at the close of the Coalition's annual meeting.

Section 6.2. Eligibility

A person shall not be eligible to serve as Chair of the Board unless that person has served at least one one-year term as Chair-Elect. No person is eligible to serve more than one, two-year term as Chair, except that the second one-year term may be extended for a limited period of time to be determined by the Board in order to ensure continuity in governance during a reorganization, a change in management, or a national emergency. If no such eligible person is willing or able to serve as Chair, then any member of the Board who has served at least two years, may be elected as Chair.

Section 6.3. Committees

The Coalition shall have committees that are established by the Board of Directors. Committees shall have a Chair and the committees shall establish charters subject to approval by the Board of Directors. A committee Chair may appoint a Vice Chair and establish subcommittees as needed. Committees may include subject matter experts who are not Members of the Coalition.

Section 6.4. Committee Chairpersons

In considering any question, the Chair of a committee shall have the discretion to form subcommittees. The types of committees may be amended or abolished from time to time to include those committees agreed upon by the Board of Directors.

Section 6.5. Standing Committees

Standing Committees shall be as follows:

Finance Committee: The Finance Committee shall include the position of Chair, this position is elected by the membership. Members of the committee are appointed by the Coalition Chair, and shall be responsible for investigating and evaluating methods of financing the operation of the Coalition, responsible for submitting an annual budget each year for Board approval, authorize changes to the Coalition's investments with the recommendation of a financial advisor, in accordance with the investment policy and shall report to the Board of Directors as directed.

Nominating/Governance Committee: The Nominating Committee, consisting of up to four members, including the Coalition Chair-Elect who serves as Chair, shall recruit and review nominees for the Coalition Chair-Elect and standing committee chairs.

Membership Committee: The Membership Committee, which shall consist of the immediate Past- Chair of the Coalition, who serves as Chair, and members appointed by the Coalition Chair, shall review and approve applications to the Coalition and promote and develop membership in the Coalition including the recruitment of new Members and the retention of existing Members.

Collective Purchasing Committee: The Collective Purchasing Committee, shall include the position of Chair, this position is elected by the membership, and members of the committee are appointed by the Coalition Chair, shall collaborate to manage the purchase process.

Article VII

Duties

Section 7.1. Chair of the Board of Directors

The Chair of the Board of Directors shall preside over meetings of the Board of Directors and at regular and special meetings of the Coalition; appoint all standing and special

committee members of the Coalition; and to be a member ex-officio of all such committees.

Section 7.2. Chair-Elect

In the absence of the Chair, the Chair-Elect shall preside at meetings of the Board of Directors. In the event of the absence or disability of the Chair, the Chair-Elect shall perform all of the duties of the Chair.

The Chair-Elect shall also serve as Chair of Nominating Committee, and in the role of Corporate Secretary, as needed to enact Board Resolutions.

Section 7.3. Immediate Past Chair

The Immediate Past Chair shall serve as the Chair of the membership committee.

Section 7.4. Executive Director

The Executive Director shall serve as the chief operating officer of the Coalition; shall conduct and coordinate the operations of the organization under the direction of the Board of Directors; shall have charge of the executive offices of the Coalition; ensure that all bills are audited and a process is in place to maintain necessary controls for all checks/funds drawn from the Coalition's bank account.

The Executive Director shall keep the Chair of the Board of Directors advised of the affairs of the Coalition generally and shall regularly counsel in the interest of greater efficiency in the work of the Coalition.

The Executive Director shall perform such other duties, as from time to time, may be assigned to him/her by the Board of Directors, and its designees.

Article VIII

Association Management Company (AMC)

Section 8.1. Management Partner

The Coalition may employ the services of an Association Management Company (AMC) to conduct the day-to-day affairs of the Coalition. If AMC services are contracted by the Coalition, the scope of services (which may include financial reporting), staffing, expenses, and all other terms shall be governed by a written and signed contract between the AMC and the Coalition.

Primary responsibility for the development of an AMC contract shall lie with the Chair of the Board in consultation with designated legal counsel for the Coalition. The authority to enter into a binding agreement with an AMC shall require the approval of the Board of Directors. The Chair, or in his/her absence another officer designated by the Board, shall have the authority to sign the agreement on behalf of the Coalition.

The position of Executive Director may be employed by the AMC and shall receive guidance and direction from the Chair of the Board, and Board of Directors in the planning and execution of the affairs of the Coalition.

Article IX

Meetings

Section 9.1. Members

The annual meeting of the Coalition shall be held at such time and place as determined by the Board of Directors. Special meetings of Members may be called by such Board of Directors or the Chair of the Board at such times and places as may be determined by them. Written notice of annual meetings of the Coalition shall be given to all Members at least twenty (20) days in advance of the dates set for such meetings. Written notice of special meetings of the Coalition shall be given to all Members as least fifteen (15) days in advance of dates set for such meetings. All Members of the Coalition are entitled to one vote per Member, cast by their primary representative at such meetings, either in person or by proxy.

Proxies must be in writing and may be held only by a non-primary representative of the proprietorship, firm, coalition, or organization whose designated representative who is unable to attend. A person may not hold more than one proxy.

Section 9.2. Board of Directors

The Board of Directors shall hold at least two meetings per fiscal year. Other meetings of the Board may be called, from time to time, by its Chair, or upon the written request of ten (10) members thereof.

Section 9.3. Voting

When it is impractical to hold an in-person meeting of the Coalition or the Board of Directors, any matter or question to be considered by either body may be decided by mail vote, or electronically by email vote, or voice vote subject to any provisions of the Bylaws. If a voice vote is conducted and the vote is not unanimous, a roll call of Members present will be done to verify results. Regardless of voting method used, an independent collection and verification of votes will be conducted by legal counsel of the Coalition or by the Executive Director.

Section 9.4. Member Privileges

At meetings of the Coalition only Members, or their proxies, are allowed to vote. Non-primary representatives are able to participate in the discussion. A majority vote shall determine questions unless otherwise specifically provided for. The determination of any question by the Coalition shall not abridge the right of individual action by any Member even though such action may be contrary to the Coalition's position.

Article X

Quorums

Section 10.1. Quorum

A majority of Members shall constitute a quorum, at all meetings of the Coalition.

A majority of members of the Board of Directors then in office shall constitute a quorum, at meetings of the Board.

Any number may constitute a quorum at meetings of the Coalition or the Board of Directors for the purpose of adjournment.

Article XI

Parliamentary Authority

Section 11.1. Parliamentary Authority

Except as otherwise provided in these Bylaws or in any special rules of order the Coalition may adopt, all proceedings of the Coalition shall be governed by the most recent edition of Robert's Rules of Order, Newly Revised.

Article XII

Amendments

Section 12.1. Amending Procedures

The procedures for amending these Articles shall be as follows: The Chair of the Board of Directors or Executive Director shall present a resolution setting forth the proposed amendment and directing it to be submitted to the Board of Directors for a vote at their next meeting.

The Board shall submit the proposed amendment to all voting Members in good standing for approval and shall provide notice of the amendment and of any meeting of the Members at which the amendment is to be approved at least thirty (30) days prior to such meeting.

The proposed amendment shall be adopted upon receiving at least two-thirds (2/3) of the votes entitled to be cast at such meeting of the Members.

Article XIII

Finance

Section 13.1. Fiscal Period

The Fiscal Year of the Coalition shall begin on July 1 and shall end on June 30 in each year.

Section 13.2. Budget

With recommendations of the Finance Committee, the Board shall adopt, in advance of the next fiscal period, an annual operating budget covering all activities of the Coalition.

Section 13.3. Expenditures

No financial obligations shall be incurred on behalf of the Coalition, nor shall the Coalition embark upon a course of action which would lead to the incurring of such financial obligations, nor shall any of the Coalition's funds be expended except on the authority of the Board of Directors, provided, however, that the Board of Directors may authorize the Executive Director to make current expenditures in order that the work of the Coalition may be facilitated.

Section 13.4. Investments

The Board of Directors shall establish a policy and plan for the investment of surplus funds of the Coalition, which (a) shall confine such investments to United States government securities and bonds, stocks, bonds, and other investments such as are qualified for trust investments; (b) insure and protect the integrity of such funds against dissipation, improvident, or improper use; (c) and no changes shall be made in such plan or investments made which are not in conformity thereto, excepting upon two-thirds (2/3) vote of the members present at any meeting of the Board of Directors after at least ten (10) days prior notice.

Article XIV

Indemnification of Officers and Directors

Section 14.1. Indemnification

Each member of the Board of Directors of the Coalition now or hereafter serving as such, shall be indemnified by the Coalition against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such director, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as such director; and the Coalition shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his or her own willful misconduct or gross negligence.

The amount paid to any director by way of indemnification shall not exceed his or her actual, reasonable, and necessary expenses incurred in connection with the matter involved, as may be fixed by a committee of not less than five nor more than nine persons selected by the Board of Directors, who shall be Members of the Coalition but not officers or directors and any determination so made shall be binding on the indemnified officer or director.

The right of indemnification herein above provided for shall not be exclusive of any rights to which any director or officer of the Coalition may otherwise be entitled by law.

Article XV

Dissolution

Section 15.1. Dissolution

In the event of a dissolution or final liquidation of the Coalition (whether such is voluntary or involuntary), no Member shall be entitled to any distribution or division of the Coalition's property therefrom. All money and any other property received by the Coalition from any source, after the payment of all debts and obligations of the Coalition shall be distributed to a non-profit institution at the discretion of the directors in compliance with Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code and Regulations adopted thereunder.