

BYLAWS
OF
California MGMA, INC.
A California Nonprofit Mutual Benefit Corporation
Revised June 2016

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BYLAWS
OF
California MGMA, INC.
A California Nonprofit Mutual Benefit Corporation
Approved June 2016

ARTICLE 1

NAME AND OFFICES

1.1 Name. The name of this organization shall be the California MGMA, INC. (the "Association").

1.2 Office. Offices of the Association shall be located at such location(s) as may be determined by the Board of Directors. For purposes of Agent for Service of Process, the Association shall use the address of the California Medical Group Management Association ("CAMGMA").

1.3 Change of Address. The Board of Directors is hereby granted full power and authority to change the principal office of the Association from one location to another Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE 2

PURPOSE

The corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The Association is organized and formed as a professional association and business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 to advance the profession of practice group management, the industry of ambulatory health care delivery carried on through various forms of medical group practice, and to cooperate with other systems of allied health care delivery to the general public.

ARTICLE 3

MEMBERS

3.1 Member Class. The Association shall have six (6) classes of members as follows: Active, Associate, Honorary, Life, Affiliate, and Student/Faculty.

A. Active. Active membership may be held by individuals who are; (1) directly employed in management or administrative support services by an entity formally organized to provide or facilitate the provision of healthcare; (2) 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 (including consultants who are responsible for operations of one or more practices on an ongoing basis); or (3) healthcare providers/clinicians who hold an active license in California. An Active Member is entitled to all Association membership services, including the right to vote on all matters and, if the criteria as stated in Article 7 is met, can serve as a director or officer of the Association.

B. Associate. An Associate member is any person conducting a business, or consulting service, whose principal practice is directed toward assisting and advising medical groups, or integrated delivery organizations, in relation to medical practice management issues, and, therefore, would not qualify for active membership. An Associate Member may serve on committees at the discretion of the Board of Directors. Associate Members are entitled to all Association membership services, including the right to vote on all matters and, if the criteria as stated in Article 7 is met, can serve as a director or officer of the Association. Associate Members are required to pay dues.

C. Honorary. Honorary membership may be conferred upon an Active Member who has disassociated from medical group administration. Honorary membership shall be conferred only, if in the judgment of the Board of Directors, such member has rendered outstanding service to this organization or to the profession of medical group administration. An Honorary Member may serve on committees at the discretion of the Board of Directors. Honorary Members are nonvoting members of the Association and cannot hold office. Honorary Members will not be required to pay dues.

D. Life. A Life Member is an Association member who permanently retires from Group practice administration and petitions to the Association's Board of Directors for such membership. This individual must have been an Active Member for at least twenty (20) years to qualify. A Life Member may serve on committees at the discretion of the Board of Directors.

Life Members are nonvoting members of the Association and cannot hold office. Life Members will not be required to pay dues.

E. Affiliate Member. Affiliate membership in the Association may be granted to persons interested in supporting the Association, its goals and activities, and who are not members of any organization whose interests are in conflict with the purpose of the Association as determined by the Board of Directors. Criterion for affiliate membership shall appropriately be developed by the Board of Directors, which will consider applications individually at its regular meetings. An Affiliate Member may serve on committees at the discretion of the Board of Directors. Affiliate Members entitled to all Association membership services, including the right to vote on all matters and, if the criteria as stated in Article 7 is met, can serve as a director or officer of the Association. Affiliate Members will be required to pay dues.

F. Student. An individual who is pursuing a healthcare or business-related degree at an accredited institution of higher learning and does not qualify for any other member category. A Student Member may serve on committees at the discretion of the Board of Directors. Student Members are nonvoting members of the Association and cannot hold office. Student/ Members will be required to pay discounted dues.

G. Faculty. A Faculty Member, enrolled in teaching, business or healthcare administration in an accredited college or university, who is not eligible for other membership categories is eligible to be a Faculty Member. A Faculty Member may serve on committees at the discretion of the Board of Directors. Faculty Members are nonvoting members of the Association and cannot hold office. Faculty Members will be required to pay discounted dues.

3.2 Application. Application for membership in the Association will be by such manner and form as will be prescribed from time to time by the Board of Directors of the Association. Applications will be submitted for approval by the Board of Directors.

ARTICLE 4

ORGANIZATION STRUCTURE

4.1 Organization. The Board of Directors shall appoint such committees as it deems necessary to perform the objectives of the Association, with related responsibilities and authority.

4.2 Allied Organizations. The Association shall be affiliated with the Medical Group Management Association ("National MGMA"). The Association shall enter into an affiliation agreement with National MGMA, which may be amended from time to time.

ARTICLE 5

MEMBERSHIP AND RIGHTS

5.1 Establishment of Dues. Dues and admission fees, if any, for all classes of membership shall be established by the Board of Directors of CAMGMA.

5.2 Delinquency and Cancellation. Any member of the Association who shall be delinquent in dues for a period of sixty (60) days from the deadline for payment shall be notified via email and/or letter, of such delinquency and shall be suspended from further membership. The delinquent member shall be dropped from the rolls and, thereupon, forfeit all rights and privileges of membership, unless such suspension, at the request of the member, is waived by affirmative action of the Board of Directors.

5.3 Waiver of Dues. An unemployed member who is actively seeking employment in medical group practice management may request, in writing to the Board of Directors, to have dues deferred while continuing to hold the same membership status for one (1) year past the current membership year for which dues have been paid.

5.4 Membership Record. The Association shall keep in written form or in any form capable of being converted into written form a membership record containing the name, address, and class of each member. The record shall also contain the fact of termination and the date on which such membership ceased. Such record shall be kept at the principal office of the Association and shall be subject to the rights of inspection required by law as set forth in Section 5.5 of these Bylaws.

5.5 Inspection Rights of Members. Demand. Subject to the Association's right to set aside a demand for inspection pursuant to Section 8331 of the Corporations Code and the power of the court to limit inspection rights pursuant to Section 8332 of the Corporations Code, and unless the Association provides a reasonable alternative as permitted by Section 5.7 of these Bylaws, a member satisfying the qualifications set forth hereinafter may do either or both of the following:

A. (1) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five (5) business days prior written demand on the Association, which demand shall state the purpose for which the inspection rights are requested; or (2) Obtain from the Secretary of the Association, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

5.6 Members Permitted to Exercise Rights of Inspection. The rights of inspection set forth in Section 5.5 of these Bylaws may be exercised by the following: (1) Any member, for a purpose reasonably related to such person's interest as a member; or (2) The authorized number of members for a purpose reasonably related to the members' interest as members.

5.7 Alternative Method of Achieving Purpose. The Association may, within ten (10) business days after receiving a demand pursuant to Section 5.5 of these Bylaws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 5.5 of these Bylaws shall be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Association fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Association does not meet the proper purpose of the demand made pursuant to Section 5.5 of these Bylaws.

ARTICLE 6

MEETINGS OF MEMBERS

6.1 Annual Business Meeting. The Annual Business Meeting of the Association shall be held at such place, and on such date, as may be determined by the Board of Directors, for the purpose of transacting such proper business as may come before the meeting.

If the day fixed for the regular meeting of members falls on a legal holiday, such meeting shall be held at the same hour and place on the next succeeding day.

6.2 Special Meetings. Special meetings of members may be called by the Board of Directors at any time, or shall be called by the Board Chair upon receipt of a written request by five percent (5%) of the members of the Association. Five percent (5%) or more of the members of the Corporation may call special meetings for any lawful purpose. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

6.3 Notice of Meetings. Written notice of every meeting of members shall be: (1) either personally delivered or mailed by first-class United States mail, postage prepaid; (2) sent by facsimile with verification of receipt; or (3) sent by e-mail with verification of receipt; not less than ten (10) nor more than sixty (60) days before the date of the meeting to each member, who on the record date for notice of the meeting is entitled to vote thereat. In the event notice is given by mail or other means of written communication, the notice shall be addressed to the member at the address of such member appearing on the books of the Association or at the address given by the member to the Association for the purpose of notice. Where no such address appears or is given, notice shall be given at the principal office of the Association. The Secretary of the Association, or any transfer agent specially designated by the Secretary for the purpose herein mentioned, shall execute an affidavit of the giving of the notice of the meeting of members. In the case of a specially called meeting of members, notice that a meeting will be held at a time requested by the person or persons calling the meeting not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from such person or persons by the Chairman of the Board of the Association shall be sent to the members forthwith and in any event within twenty (20) days after the request was received. No meeting of members may be adjourned more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record date is filed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

6.4 Contents of Notice. The notice shall state the place, date, and time of the meeting. In the case of regular meetings, the notice shall state those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members. The

notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

6.5 Waivers, Consents, and Approvals. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote but not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

6.6 Quorum. One-seventh (1/7) of the voting power, represented in person or by proxy, shall constitute a quorum at a meeting of members. For purposes of this bylaw, "voting power" means the power to vote for the election of directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

6.7 Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

6.8 Adjournment for Lack of Quorum. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy.

6.9 Voting of Membership. Except as provided in Section 6.11 of these Bylaws authorizing cumulative voting at the election of Directors, each Active, Associate, and Affiliate Member is entitled to one vote on each matter submitted to a vote of the members. Honorary, Life and Student/Faculty Members shall not be entitled to vote on any matter submitted to a vote of the members.

6.10 Record Date of Membership. The Board of Directors may fix, in advance, a date as the record date for the purposes of determining the members entitled to notice of and to vote at any meeting of members. Such former record date shall not be more than ninety (90) nor less than ten (10) days before the date of the meeting. Such latter record date shall not be more than sixty (60) days before the date of the meeting. The Board shall also fix, in advance, a date

as the record date for the purpose of determining the members entitled to exercise any rights in respect any other lawful action. Such record date shall not be more than (sixty) 60 days prior to such other action.

6.11 Action Without Meeting by Written Ballot.

A. Ballot Requirements: Any action which may be taken at any regular or special meeting of members may be taken without a meeting provided there is satisfaction of the following ballot requirements:

1. The Association distributes a written or electronic ballot to every member entitled to vote on the matter;

2. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation;

3. The number of votes cast by ballot with the time period specified equals or exceeds the quorum required at a meeting authorizing the action; and

4. The number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

B. Limitations Pertaining to Election of Directors: Directors may be elected by written or electronic ballot.

C. Solicitation of Ballots: Ballots shall be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 6.3 of these Bylaws and of voting by written or electronic ballot set forth in this section. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.

D. Voting by Written or Electronic Ballot: The form of written or electronic ballot distributed to ten (10) or more members shall afford an opportunity on the form of written or electronic ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written or electronic ballot is distributed, to be acted on by such written or electronic ballot. The form shall also provide, subject to reasonable

specified conditions, that where the person solicited specifies a choice with respect to any such matter, the vote must be cast in accordance therewith. In any election of Directors, any form of written or electronic ballot in which the Directors to be voted on are named therein as candidates and which is marked by a member "withheld" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.

E. Electronic Ballot: An Electronic ballot could be email, fax or other electronic means of receiving/distributing information.

6.12 Conduct of Meetings.

A. President. The President of the Association or, in his or her absence, the President-Elect, shall be Chairman of and shall preside over the meetings of the members. Should both the President and President-Elect be absent, then the Secretary, followed by the Treasurer shall preside.

B. Secretary. The Secretary of the Association shall act as the secretary of all meetings of members; provided that in his or her absence, the Chairman of the meetings of members shall appoint another person to act as secretary of the meetings.

C. Rules of Order. The Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Association, or the law.

6.13 Inspectors of Election Appointment.

A. Appointment. In advance of any meeting of members, the Board may appoint inspectors of election to act at the meeting and any adjournment thereof. If the inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the Chairman of any meeting may, and on request of any member, appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). If appointed at a meeting on the request of one or more members, the majority of members represented in person shall determine whether one (1) or three (3) inspectors are to be appointed.

B. Duties. The inspectors of election shall perform the following duties:

1. Determine the number of voting memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;
2. Receive votes, ballots, or consents;
3. Hear and determine all challenges and questions in any way arising in connection with the right to vote;
4. Count and tabulate all votes and consents;
5. Determine when the polls shall close;
6. Determine the result; and
7. Do such acts as may be proper to conduct the election or vote with fairness to all members.

The Inspectors shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.

C. Vote of Inspectors. If there are three (3) inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act, or certificate of all.

D. Report and Certificate. On request of the Chairman or any member or member's proxy, the inspectors of election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors shall be prima facie evidence of the facts stated therein.

ARTICLE 7

DIRECTORS

7.1 Number of Directors. The Association shall have between three (3) and nine (9) Directors as approved by the Board of Directors. The Directors shall be known ~~be known~~ collectively as the Board of Directors.

7.2 Qualifications of Directors. The Directors of the Association shall be residents of the State of California and shall also be members of the Association. Officers (President, President Elect, Secretary and Treasurer) shall also be members of National MGMA.

7.3 Directors from Regions. The President of each Region in CAMGMA shall be the representative of the region to the CAMGMA Board of Directors and shall serve as a member of that board.

7.4 Terms of Office. Each Director shall hold office for one (1) year from the date of the Director's election, and until the Director's successor is elected and qualifies under Section 7.2 of these Bylaws. No Director shall serve more than three (3) consecutive one-year terms in the same position. Fulfilling an incomplete term is not considered part of the term limit. The election of directors shall occur before the start of the annual conference, enabling the new directors to assume their responsibility at the end of the annual conference. If there is no annual conference, the directors will take office May 1. In the event a Director is removed at a special meeting of the members called and held as prescribed by Section 6.2 of these Bylaws, the Director shall hold office until his or her removal and his or her successor is elected and qualifies and no longer.

7.5 Nomination of Directors. The Board of Directors will nominate the Members who will serve as next year's Directors and said Members shall be confirmed in accordance with Section 7.5 (except for vacancies filled under Section 7.8L. Unless otherwise determined by the Board, all Association officers will be named as next year's Directors with the balance of the nominees being appointed as Members-at-large.

7.6 Election of Directors. Except for vacancies filled under Section 7.8L, the Directors shall be conferred at each annual meeting of the Members as prescribed by these Bylaws or by written or electronic ballot as authorized by Section 6.11.D of these Bylaws.

7.7 Compensation. The Directors and Elected Officers shall not receive any compensation for their services.

7.8 Board Authority, Responsibility and Meetings. The governing body of this nonprofit corporation shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the corporation, its committees and publications. The Board shall determine corporate policies, or changes there in; it shall actively execute the Association's objectives, supervise the disbursement of funds, and shall be responsible for the interpretation of these Bylaws. The President will serve as the Board Chair. The Board may adopt such rules and regulations to conduct its business as shall be deemed advisable.

A. Call of Meetings. Meetings of the Board may be called by the Chairman of the Board, President, President-Elect or the Secretary or any two (2) Directors.

B. Place of Meetings. All meetings of the Board shall be held at the place and time as specified in Section 1.2 of these Bylaws or as changed from time to time as provided in Section 1.2 of these Bylaws.

C. Time of Regular Meetings. Regular meetings of the Board shall be held, with call or notice, immediately following each annual meeting of the members of the Corporation as set forth in Section 6.1 of these Bylaws.

D. Special Meetings. Special meetings of the Board may be called by the Chairman of the Board or the President or any Vice-President or the Secretary or any two (2) Directors. Special meeting shall be held on four (4) days' notice in any matter permitted for the notice of meetings in Section 6.3. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approval shall be filed with the corporate records or made a part of the minutes of the meetings.

E. Quorum. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.

F. Transactions of Board. Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting.

G. Conduct of Meetings. The Chairman of the Board or, in his or her absence, any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Association or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications

equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

H. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

I. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

J. Removal of Directors.

1. Removal for Cause. The Board may declare vacant the office of a Director on the occurrence of any of the following events:

- a. The Director has been declared of unsound mind by a final order of court;
- b. The Director has been convicted of a felony; or
- c. The Director has been found by a final order or judgment of any court to have breached duties imposed by Section 7238 of the Corporations Code on directors who perform functions with respect to assets held in charitable trust.

2. Removal Without Cause. Any or all of the Directors may be removed without cause if, where the Association has fewer than fifty (50) members, such removal shall be approved by a majority of all members pursuant to Section 5033 of the Corporations Code; or where the Association has more than fifty (50) members, such removal shall be approved by the members within the meaning of Section 5034 of the Corporations Code.

K. Resignation of Director. Any Director may resign effective on giving written notice to the Chairman of the Board of Directors, the President, the Secretary, or the Board of Directors of the Association, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

L. Vacancies in the Board.

1. Causes. Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full number of Directors authorized.

2. Filling Vacancies by Directors. Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 7.8K of these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice; or (3) a sole remaining Director.

3. Filling Vacancies by Members. Vacancies created by removal of Directors shall be filled only by the approval of the members within the meaning of Section 5034 of the Corporations Code. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

8

OFFICERS AND THEIR DUTIES

The officers of the Association shall be President, President-Elect, Secretary, and Treasurer. Officers shall be elected for a one-year term from the majority vote of the Board of Directors. No officer shall serve more than three (3) consecutive one-year terms in the same position. Fulfilling an incomplete term is not considered part of the term limit. Terms of office shall be the same as Directors in section 7.4 of these bylaws.

8.1 President. The President will be the chief executive officer and will preside at all meetings of the Association. The President will be the designated representative of CAMGMA. The President will communicate to the membership all matters affecting the Association between meetings, and will perform such other duties as are necessarily incident to the office. The President will also preside as Chair at special meetings.

8.2 President-Elect. The President-Elect will perform all duties of the President during any absence, and will assist the President in the fulfillment of the executive duties as requested by the President.

8.3 Secretary. The Secretary's duties are as follows:

A. To give notice of all meetings of the Association, and to make provision for keeping of a record at all proceedings;

B. To conduct correspondence at the direction of the President; and

C. To keep a current listing of the members of the Association.

8.4 Treasurer. The Treasurer's duties are as follows:

A. To send out notice of dues payable, collecting same and depositing in a bank approved by the Board of Directors;

B. To make disbursement upon the direction of the Board of Directors, and additional related duties assigned; and

C. To file tax returns in conjunction with the accountant of record.

9

SUPERSEDING AUTHORITY

To the extent that there is any conflict between these Bylaws and the Local Chapter Affiliation Addendum, the provisions of the Local Chapter Affiliation Addendum shall be controlling. Pursuant to the Addendum, in the event that there is a failure by the region to appoint Directors and Officers or the Association is unable to comply with its obligations under the Affiliation Addendum, or any other event occurs which affects the viability of Association, then in lieu of termination of Association's affiliation (and notwithstanding any provision herein to the contrary), CAMGMA will have the right and authority, but not the duty to take one or more of the following actions: (i) place the regional Association on Probationary Status pending correction and further elect to retain Association Dues during the period of probation; (ii) transfer funds held by Association to CAMGMA to be held for the benefit of the Association, (iii) designate without confirmation of its Members of Association one or more interim Directors and officers; (iv) suspend the voting rights of the Members of Association placing all voting rights held by the Members of Association with the Directors, (v) pursue on behalf of the Association as its attorney-in-fact, any claims, (vi) require, elect or direct the dissolution of the

Association or the merger of the Association with another local affiliate, or (vii) direct such further actions on behalf of or through Association not inconsistent herewith.

10

CORPORATE RECORDS, REPORTS, AND SEAL

10.1 Fiscal Year. The Association shall adopt a calendar year as its fiscal year.

10.2 Accounting. The financial statements of the regional Associations shall be approved by the region's Board of Directors and presented to CAMGMA in a form acceptable to CAMGMA not less than quarterly. The copies of financial records of the regional association shall be made available to CAMGMA upon request.

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ACTIVITIES AND PROPERTY

The Association will not engage in any business activity not directly related to the purpose of the Association, and no pecuniary gain will inure to the benefit of any member. All dues received will be used exclusively for the purpose as herein described. The property of the Association will never inure to the benefit of, or be distributed to, any member of the Association. In the event of the dissolution of the Association, any property remaining after the payment of debts and liabilities of the Association shall be transferred to a corporation, fund, or foundation organized and operating exclusively for charitable, scientific, or educational purposes as the same is now defined in Section 501(c)(6) of the Internal Revenue Code of 1954 by the Congress of the United States of America, and any amendments or re-enactments of such section. Selection of such organizations shall be subject to the approval of a majority of the Active Members.

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AMENDMENTS

Amendments to the Bylaws of the Association as approved by State Affiliate may be submitted by an Active Member of the Association, in writing, to the Secretary, at any regularly called meeting of the Association and may be adopted by the Affirmative vote of at least fifty-one percent (51%) of the Active Members present.

**CERTIFICATE OF SECRETARY
OF
California MGMA, INC.
A California Nonprofit Mutual Benefit Corporation**

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Amended Bylaws, comprising 16 pages, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors thereof held on June 10, 2016.

Dated: _____, 2016

By: _____

Its: _____
Secretary