

**FOURTH RESTATED BYLAWS
OF
MEDICAL GROUP MANAGEMENT ASSOCIATION OF ALABAMA, INC.**

ARTICLE I

NAME, SEAL, AND OFFICES

1. The name of this Corporation is Medical Group Management Association of Alabama, Inc.
2. The seal of the Corporation shall be circular in form and shall bear on its outer edge the words, "Medical Group Management Association of Alabama, Inc." and in the center, the words, "Corporate Seal — Alabama." The Board of Directors may change the form of the seal or the inscription thereon at pleasure.
3. The principal office of the Corporation shall be at 4288 Ashington Drive, Birmingham, Alabama, 35242. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the purposes of the Corporation may require.

ARTICLE II

DIRECTORS

1. The management of the business and affairs of the Corporation shall be vested in its Board of Directors. Unless otherwise provided in this Article II, Section 1 of these Bylaws, the number of Directors shall be eight (8), consisting of the President, President-Elect, Vice President, Secretary/Treasurer, the immediate Past President, an At-Large Director from North Alabama, an At-Large Director from South Alabama, and an At-Large Director from the Past Presidents of the Corporation. The number of Directors of the Corporation shall never be less than seven (7).

Those individuals serving in the offices of President, President-Elect, Vice President, and the Secretary/Treasurer shall, by virtue of such positions, serve as directors of the Corporation during the period that each holds his or her respective office. The immediate Past President shall serve a one-year term as Director or until the term of the then current President expires, whichever occurs last. The At-Large Directors shall be elected annually for one-year terms by the members at the annual meeting of the members of the Corporation which shall be at such time and place as the Board shall determine. A past president of the Corporation may only serve as the At-Large Director from the Past Presidents for a term of one year, after which such Past President may not serve on the Board for the next two years. The At-Large North Alabama and South Alabama Directors may be reelected for one additional consecutive one-year term.

A Board Member whose employment, association or affiliation with a medical practice has ceased for any reason is eligible for Member in Transition status and should do so within the membership guidelines with benefits as described in Article IV of these Bylaws. To remain an active Board Member, the individual must be reemployed within ninety (90) days in a position that continues to qualify the individual for Active Member status or, with respect to the At-Large Director from the Past Presidents, such individual must qualify as an Active or Affiliate Member. If not, the individual shall vacate his or her position on the Board.

Whenever a vacancy occurs on the Board of Directors as a result of the death, resignation, removal, refusal, ineligibility or inability to serve, or otherwise, of any of the Directors under the

provisions of these Bylaws, the surviving or remaining Directors or Director may, at their discretion, as promptly as possible following the occurrence of such vacancy, elect and designate a successor or successors as set forth below, who shall likewise hold office as members of the Board until the next annual meeting at which time the members shall elect a successor. If the Board chooses not to elect a successor, then the number of members of the Board shall be reduced by one until the election by the members of a successor at the next regular or special meeting of the members. In the event of the death, resignation or removal or failure of a Director to serve who shall also have been an officer of the Corporation, then, if a successor Director is elected by the Board, the successor Director shall also serve as an officer of the Corporation in the same capacity as the vacating Director for the remaining term of said vacating Director. Every such successor Director so elected and designated from time to time shall have, possess and exercise all the powers, authority, and discretion conferred upon the first and original Board of Directors, as fully and effectively as though such successor were named in the Articles of Incorporation as one of the members of the first Board of Directors. Any member of the Board of Directors may be removed as a member at any time and without assigning any cause therefor, by the affirmative vote of no less than two-thirds of the remaining Directors, and written notification of such removal to such Director so removed who shall forthwith upon receipt of such notice be considered as removed from the Board of Directors.

In the event of the death, resignation, removal or failure of the immediate Past President to serve as a member of the Board, the surviving or remaining Directors shall, as promptly as possible following the event causing a vacancy, elect and designate a successor or successors, who shall likewise hold office as a member of the Board for the remaining term of the vacating Director. In the event any Director is a new member Director and also an ex officio member Director, it is the intention that there be only one position created for this ex officio-new member Director.

2. Meetings of the Board of Directors shall be held at such place as may from time to time be fixed by resolution of the Board of Directors as may be specified in the notice of the meeting. Regular meetings of the Board of Directors may be held at such times as may from time to time be fixed by resolution of the Board of Directors, and special meetings may be held at any time upon the call of the President, by oral, telegraphic or written notice, duly served on or sent or mailed to each Director not less than two (2) days before such meeting. Notice need not be given of regular meetings of the Board of Directors held at times fixed by resolution of the Board of Directors. Meetings may be held at any time without notice if all the Directors are present, or if at any time before or after the meeting, those present waive notice of the meeting in writing.

3. A majority of the duly elected Board of Directors shall constitute a quorum for the transaction of business. Each Director shall be entitled to one vote and may vote by being present in person at any meeting. All decisions on behalf of the Corporation shall be determined on the basis of a majority of all of the duly elected Directors, except that the adoption of any amendment to these Bylaws shall be done in accordance with Article X of these Restated Bylaws.

ARTICLE III

OFFICERS

1. The Active Members of the Corporation shall elect a President, President-Elect, a Vice President, and a Secretary/Treasurer at the annual meeting of the Corporation. The Board of Directors from time to time may appoint such Assistant Secretaries, Assistant Treasurers, and such other officers, agents and employees as it may deem proper. Any two (2) offices may be held by the same person, except the offices of President and Secretary.

2. The term of office of all officers shall be one (1) year and until their respective successors are elected and qualified. Except for the Secretary/Treasurer, individuals may not serve

consecutive terms in the same office. An individual may serve in the office of Secretary/Treasurer for no more than two (2) consecutive terms. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board of Directors and until the next annual meeting of the Corporation.

3. The officers of the Corporation shall have the following powers and duties:

(a) The President shall be the principal executive officer of the Corporation and shall have in his or her charge the general direction and promotion of its affairs with authority to do such acts and to make such contracts as are necessary or proper to carry on the activities of the Corporation. He or she shall preside over all official meetings of the Corporation, provided no one has been specifically elected to the office of Chairman of the Board, and shall also perform those duties which usually devolve upon a president of a corporation under the laws of the State of Alabama. The President may, during the absence of any officer, delegate said officer's duties to any other officer or director.

(b) The President-Elect, in the absence or disability of the President, shall perform the duties of the President and shall perform such other duties as may be delegated to him or her from time to time by the Board of Directors or by the President. The President-Elect shall also serve as the Membership Chair.

(c) The Secretary/Treasurer shall issue notices of all meetings, shall keep the minutes of all meetings, shall have charge of the seal of the Corporation, if any, shall serve as custodian for all corporate records, and shall render to the President and Board of Directors at such times as may be requested an account of all financial transactions and of the financial condition of the Corporation. The Secretary/Treasurer shall perform such other duties as are incident to the office or as may be delegated to that office by the President or by the Board of Directors.

(d) The Vice President shall serve as program chairperson of the Corporation, and shall perform such other duties as are incident to the office or as may be delegated to that office by the President or by the Board of Directors.

ARTICLE IV

MEMBERSHIP

1. Membership Categories:

(a) Active Member. An Active Member shall be an individual directly employed full-time by a medical practice in the State of Alabama with at least one full-time licensed physician formally organized for health care delivery, or an individual directly employed full-time by a management organization, hospital/hospital system, practice management firm or other independent business entity in the State of Alabama which provides administrative and related support services to one or more medical practices of at least one full-time licensed physician formally organized for health care delivery. (These can include MSOs, PHOs, and IPAs.) The individual must have direct management responsibilities or be engaged in the daily operation of such business entity. Annual dues shall be determined by the Board of Directors. Each Active Member shall be entitled to one vote and is eligible to hold office and serve on committees.

(b) Affiliate Member. An Affiliate Member shall be an organization or individual which provides products and services directly to health care delivery organizations. Examples of these are accounting/financial services, legal or consulting services, data processing or information management systems/services and office or medical systems/suppliers; or an organization or individual that provides health care services by non-physician providers such as physical therapy services, home health care

services, ancillary services, etc. Affiliate Members cannot vote, hold office or serve on committees. Annual dues shall be determined by the Board of Directors.

(c) Corporate Member. A Corporate Member is an organization or company which provides products and services directly to health care delivery organizations. Examples of these are accounting/financial services, legal or consulting services, data processing or information management systems/services and office or medical systems/suppliers; or an organization that provides health care services by non-physician providers such as physical therapy services, home health care services, ancillary services, etc. Special recognition of Corporate Member will be provided at Corporation's conferences and Corporation's website. Corporate membership includes up to three individuals from the corporation for membership. Corporate Members cannot vote, hold office or serve on committees.

(d) Life Member. An individual who is an Active Member in good standing whose employment, association or affiliation with a medical practice has ceased for any reason and who has been a member for at least fifteen (15) consecutive years prior may apply for Life Member status by written request from the member to the Membership Chair. A Life Member cannot vote, hold office or serve on committees. Annual membership dues will be waived. Applicable conference registration fees shall be at the Active Member rate.

(e) Member in Transition. An individual who is an Active Member in good standing whose employment, association or affiliation with a medical practice has ceased for any reason and who has been an Active Member for at least five (5) consecutive years prior may apply for Member in Transition status by submitting a written request to the Membership Chair. Transitional status will be granted at the discretion of the Board of Directors, and will be for a period not to exceed six (6) months from the date previous employment relationship ended. Applicable membership dues within this six-month period will be waived, and applicable conference registration fees for one conference within this six-month period may be waived. Once the individual is reemployed, all applicable membership guidelines and requirements will re-apply, or, if employed out of health care, membership benefits will immediately terminate.

(e) Honorary Member. An honorary membership may be conferred upon a former Active Member who has become disassociated from Medical Group Management. Such honorary membership shall be conferred only if, in the judgment of the Corporation, such member has rendered an outstanding service to the Corporation or to the profession of Medical Group Management. An Honorary Member shall have no voting privileges. Dues for such membership shall be set by the Board of Directors.

2. Application for Membership:

(a) Application for active, affiliate, or corporate membership in this Corporation together with two recommendations from Active Members shall be submitted to the Membership Chair for approval of member status.

(b) Recommendations for life membership shall be submitted to the Membership Chair in writing and may be granted by the approval of the Board of Directors.

(c) Nominations for honorary membership shall be submitted in writing to the Membership Chair and may be granted upon the recommendation of the Board of Directors at the subsequent conference of this Corporation where it must be approved by a majority of the voting members present.

3. Membership Dues:

(a) The Board of Directors shall have the authority to fix the amount of membership dues to be paid annually by each Active Member.

- (b) The life membership categories will not require dues structure.
- (c) The Board of Directors shall have the authority to fix the amount of dues for an affiliate membership.
- (d) The Board of Directors shall have the authority to fix the amount of dues for a corporate membership.

ARTICLE V

COMPENSATION

The Directors of this Corporation shall receive no compensation for their services as Directors. They may, however, make payments for such clerical assistance and for such professional services as they deem necessary for the conduct of the affairs of the Corporation.

ARTICLE VI

AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

ARTICLE VII

CONTRACTS

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

ARTICLE VIII

COMMITTEES

1. The Executive Committee shall be comprised of the President, President-Elect and Vice President. During the intervals between the meetings of the Board, the Executive Committee shall exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, except that the Executive Committee shall not have the power or authority to amend or restate the Articles of Incorporation or Bylaws, to elect, appoint or remove any officer, any director or any member of any committee, to adopt an agreement of merger or consolidation with another corporation, to authorize the sale, lease, exchange or mortgage of all or substantially all of the Corporation's property and assets, to authorize a dissolution of the Corporation or a revocation of a dissolution, to adopt a plan for the distribution of the assets of the corporation or to amend, alter or repeal any action or resolution of the Board of Directors which the Executive Committee is not authorized to amend, alter or repeal.

2. The Board of Directors shall have power, by resolution or resolutions passed by a majority of the Directors in office when the action is taken, to designate one or more such other committees as the Board shall deem necessary, each committee to consist of one or more Directors of the Corporation, which to the extent provided in the resolutions shall have and may, during the intervals between the meetings of the Board, exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation with the exception that no committee shall be able to exercise powers which the Executive Committee is not authorized to exercise. Such committee or committees shall have such name or names as may be determined from time to time by resolution of the Board of Directors. All provisions of these bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to committees and their members as well.

The Executive Committee shall serve as the Membership Committee of this Corporation.

ARTICLE IX

INVESTMENTS

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make, or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE X

AMENDMENTS

These Bylaws shall not be altered, amended or repealed unless by and with the consent and approval of two-thirds vote of the Directors in office.

ARTICLE XI

EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no Director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

The above Fourth Restated Bylaws of Medical Group Management Association of Alabama, Inc. were approved by resolution of the Board of Directors on the 31st day of July, 2011.