

SEVENTH AMENDED AND RESTATED

BYLAWS

OF

MGMA-ACMPE

(as approved by the Board of Directors of MGMA-ACMPE on June 5, 2026 effective as of June 5, 2026).

Article 1

Name, Purpose, Powers and Offices

Section 1.1 Name. The name of the corporation is MGMA-ACMPE (the “Association”).

Section 1.2 Purpose. The Association is organized and all times will be operated exclusively for the purposes identified in Article 2 of the Amended and Restated Articles of Incorporation of the Association, as the same may be amended and/or restated from time to time (the “Articles”), which Articles are incorporated in this Section 1.2 by this reference as if stated in its entirety herein.

Section 1.3 Powers. The Association shall have such powers as are identified in Article 2 of the Articles, which is incorporated in this Section 1.3 by this reference as if stated in its entirety herein.

Section 1.4 Registered Agent. The registered agent of the Association in the State of Colorado shall be as designated by the Board of Directors of the Association (also referred to as the “Board”) from time to time in accordance with the provisions of the Colorado Revised Nonprofit Corporation Act, as amended (the “Act”).

Section 1.5 Offices. The Association may establish and maintain such offices at such places of business either within or outside the State of Colorado as the Board may determine from time to time.

Article 2

Membership

Section 2.1 Categories of Membership. The Association shall have members, who shall meet the criteria and have the rights described herein. Members may be placed in such categories of membership as may be established by the Board from time to time, and shall meet such eligibility criteria for a category of membership as may from time to time be determined by and adopted as a policy of the Board, which criteria may include the payment of dues. The Board may choose to further define/revise criteria for the categories of membership through the adoption of amendments to its policies on membership, and/or may establish or eliminate a category of membership, which establishment or elimination of membership categories shall be effectuated by an amendment to these Bylaws adopted in accordance with Section 10.3 hereof. The membership categories are those set forth in the Association’s Policies and Procedures, as adopted and amended by the Board from time to time.

Section 2.2 Voting Privileges. Members who are required to pay dues (or for whom dues are paid by an Organizational Member with which they are affiliated), and members in such other membership categories as may be determined by the Board in its membership policies shall have the right to vote on the

following Association matters: (i) the election of Directors at large who are elected by the voting members in accordance with these Bylaws, and (ii) the adoption of any amendment to the Articles which would directly affect the rights or obligations of the members as set forth in the Articles or these Bylaws. Each voting member shall be entitled to one vote on all matters on which the members are entitled to vote. Organizational Members, as entities, and Corporate Members do not have voting privileges as outlined in the Policies and Procedures. All other members are non-voting members. No non-voting members shall have the right to vote for the election of Directors or otherwise participate in the management of the Association.

Section 2.3 Association Code of Ethics. Members shall be bound and abide by the Association's Code of Ethics, as amended from time to time by the Board, including any conflicts of interest policies adopted by the Board applicable to members. The Board shall establish such disciplinary policies and procedures as it deems necessary and appropriate to implement and enforce the Association's Code of Ethics.

Article 3 Meetings of Members

Section 3.1 Annual Meeting. The Annual Meeting of voting members for electing Directors and transacting other business will generally be held in the Fall of each year at the principal conference of the Association, at such time and place as may be designated by the Board in a resolution and set forth in the notice of the meeting.

Section 3.2 Special Meetings. Special meetings of the voting members may be called by the Board and shall be called by the Board upon the written request of voting members having at least three percent (3%) of the votes entitled to be cast at such meetings. Notice to the voting members shall state the purpose or purposes of the special meeting. Business transacted at any special meeting of members shall be limited to the purposes stated in the notice thereof.

Section 3.3 Place of Meeting. All members' meetings shall be held at such place, within or outside the State of Colorado as they shall be fixed from time to time by resolution of the Board. To promote maximum participation of voting members on matters of significance to the Association, the Board, in its discretion may, from time to time, permit members to participate in any meeting through the use of any means of communication by which all persons participating in the meeting may hear each other during the meeting.

Section 3.4 Notice of Meetings. Written notice stating the place, day, and hour of the meeting and, in case of a special meeting or if required by the Act, the purpose or purposes for which the meeting is called, shall be delivered no fewer than ten (10) days nor more than fifty (50) days before the date of the meeting, by or at the direction of the person calling the meeting, to each member entitled to vote at the meeting. Written notice may be given by personal delivery; by mail or private carrier, addressed to each member at such member's address as it appears in the records of the Association; or by facsimile, electronic transmission, email or any other form of wire or wireless communication sent to each member at such member's electronic address as it appears in the records of the Association. Written notice may be delivered as part of a newsletter, magazine, or other publication, whether electronic or hardcopy, as long as it is given appropriately as described herein; or by posting the notice prominently on the Association's website. Notice may be given by more than one mode of communication described herein. If mailed, such notice shall be deemed given at the earliest of (i) the date received or (ii) five (5) days after deposit in the United States mail. If delivered by private carrier, such notice is deemed given one (1) day after deposit with the carrier. If transmitted by facsimile, email, or other form of electronic transmission, whether hardwired or wireless, such notice shall be deemed to be given when the transmission is complete.

Section 3.5 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act, the Articles , or these Bylaws, a waiver thereof in writing signed by the member entitled to such notice by hand or by electronic signature, whether before, at, or after the time stated therein, shall be equivalent to the giving of such notice. Such waiver shall be delivered to the Association for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver. Attendance of a member at or participation in a meeting waives any required notice to that member unless at the beginning of the meeting or promptly upon his/her later arrival, the member objects to holding the meeting or transacting business at the meeting because of a lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting or if special notice was required of a particular purpose, the member objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

Section 3.6 Organization. Meetings of the members shall be presided over by the Chair of the Board or, if the Chair of the Board is not present, by the Vice Chair of the Board or the Immediate Past Chair. The Finance/Audit Chair of the Association, or the Finance/Audit Vice-Chair shall act as secretary for every meeting.

Section 3.7 Voting. Except as otherwise specifically provided by the Articles, these Bylaws or the Act, all matters, other than the election of multiple Directors, coming before any meeting of voting members at which a quorum exists shall be decided by a vote of the majority of the votes validly cast. In the election of multiple Directors, that number of candidates equaling the number of Directors to be elected, having the highest number of votes cast in favor of their election are elected to the Board. The vote upon any question does not have to be by written ballot, but shall be conducted by any method determined by the Board to be a reasonable method to utilize at that meeting and explained to the members at the outset of the meeting. The Association shall not prepare a list of eligible voting members in advance of the meeting, as the members actually present at the meeting in person are those eligible to vote.

Section 3.8 Proxies. Voting members of the Association may not vote by proxy.

Section 3.9 Quorum. At any meeting of the members, the members present in person who are entitled to vote at the meeting shall be sufficient to constitute a quorum for the transaction of business.

Article 4 Board of Directors

Section 4.1 Role of the Board of Directors. The business, property, affairs, and funds of the Association shall be managed, supervised, and controlled by its Board of Directors, which shall exercise all of the powers of the Association, subject to the limitations contained in the Act, the Articles, these Bylaws, and other applicable law. The Board shall have the ultimate responsibility for the business and operations of the Association and shall make policy on behalf of the membership of the Association. The Board may exercise all such lawful powers of the Association and do all such lawful acts that are not by statute or by the Articles required to be exercised by the members of the Association. The Board of Directors and the individual Directors shall have such duties and responsibilities as are identified by the Act, by the Articles, by these Bylaws, and by any policy of the Association, as adopted by the Board of Directors from time to time.

Section 4.2 Number, Composition, Nomination and Qualifications of Board of Directors.

(a) Number of Directors. The Board shall be composed of ten (10) to fourteen (14) voting directors (“Voting Directors”) as provided.

(b) Board Composition.

- (1) The Board shall be composed of the following:
 - (i) Five (5) Voting Directors who shall be the individuals serving from time to time as the elected officers of the Association (namely, the Chair of the Board, the Vice Chair of the Board, the Immediate Past Chair of the Board, the Finance/Audit Chair and the Finance/Audit Vice Chair);
 - (ii) Five (5) to nine (9) at-large Voting Directors (each an “At-Large Voting Director”), with the number being determined by the Board from time to time by resolution; and The At-Large Voting Directors shall be nominated as provided in Section 4.2(b)(3) and shall be elected by the voting members.
- (2) All Directors must be members in good standing with the Association and must possess such other qualifications as are provided in such policies and procedures as may be approved by the Board from time to time. Additionally, at least 75% of the Voting Directors must be persons who have obtained a CMPE or FACMPE designation with at least 50% of such 75% number having obtained a FACMPE designation.
- (3) Candidates for At-Large Voting Director positions shall be nominated in accordance with such policies and procedures as may be approved by the Board from time to time. Such policies and procedures shall include a process through which an Association member may apply to become a nominee for an At-Large Voting Director position or be nominated by other members by petition for such position.
- (4) In addition to the Voting Directors, the Board shall include one *ex officio*, non-voting Director, who shall be the individual serving from time to time as the Chief Executive Officer of the Corporation. Notwithstanding anything to the contrary in this document, this individual shall continue to serve as an *ex officio*, non-voting Director for as long as he or she continues to serve as Chief Executive Officer; provided further that he or she may be removed from such position through amendment of these Bylaws to modify or remove the language stating that the individual serving as Chief Executive Officer shall serve *ex officio* on the Board.

Section 4.3 Term. The term of office for each At-Large Voting Director shall be three (3) years; provided, however, upon the election of any At-Large Voting Director to serve as an officer of the Corporation, such individual’s term of office as an At-Large Voting Director shall be tolled for so long as the individual continues to serve in an officer role and shall cease being tolled when the individual ceases to serve in an officer role, whereupon the individual shall resume service as an At-Large Voting Director for the remainder of the original three (3) year term, as tolled. A Director’s term of office typically shall commence at the end of the applicable Annual Meeting of the Association (or upon other appointment to a an officer position on the Board, if applicable) and shall continue until such Director’s successor shall have been elected and qualified, or until such Director’s earlier death, resignation or removal. An At-Large Voting Director is eligible to serve for a maximum of two (2) consecutive three (3) year terms. In the event

an individual is appointed to serve for an unexpired at-large term, such service shall only count as a term for purposes of the two (2) term limit if its duration is eighteen (18) months or longer.

Section 4.4 Vacancies. Except as provided in Section 6.10, any vacancy occurring in the Board for any reason, shall be filled by appointment of the Board, taking into consideration recommendations from the Executive Committee, of a person who meets the applicable qualifications for the vacant Board seat; such appointment shall be for the unexpired term of the Director originally elected.

Section 4.5 Resignations. A Director may resign at any time by mailing or delivering written notice of such resignation to the Chair of the Board. A Director serving in an officer role may resign only by also resigning from their officer position. Any resignation shall take effect at the time specified therein or if no time is specified, then at the time of receipt thereof.

Section 4.6 Removals. A Director may be removed from the Board at any time, with or without cause, by the vote of a majority of the full Board. A Director serving in an officer role may also be removed from the Board as a result of his or her removal from their respective officer position. In removing with cause, the Board shall consider, among other things, compliance with the Board of Director Code of Conduct then in effect.

Section 4.7 Deemed Resignation of a Director. An At-Large Director shall be deemed to have resigned from office prior to the normal expiration of the Director's term of office upon the occurrence of any of the following (a) the Director's failure to attend and participate in three (3) consecutive meetings of the Board of Directors, both in-person and virtual online meetings, not to include excused absences approved in advance by the Chair of the Board; (b) a violation by the Director of the Board conflicts of interest policy, after the facts comprising the violation have been discussed with the Director by the Executive Committee and the Director has failed within thirty (30) days thereafter to cure the conflict; or (c) upon the repeated non-compliance with the Board's policy for conduct of a Director, after such improper conduct having been discussed with the Director by the Chair of the Board. Any deemed resignation from the Board of Directors pursuant to this Section 4.7 shall require the affirmative vote approving and accepting such resignation of seventy-five percent (75%) of the voting Directors, not including the Director whose resignation is at issue.

Article 5 Meetings of Directors

Section 5.1 Annual Meeting. There shall be an annual meeting of the Board for the purpose of electing officers and transacting such other business as may come before the meeting. The first regular meeting of the Board held subsequent to the annual meeting of the Members shall be designated as the annual meeting of the Board.

Section 5.2 Regular Meetings. In addition to the annual meeting, the Board of Directors shall hold regular meetings periodically, and at least three (3) times per year (with the annual meeting counting as a regular meeting).

Section 5.3 Special Meetings. Special meetings of the Board may be called by either the Chair of the Board, the Vice Chair of the Board, and shall be called by the Chair of the Board upon the written request of three (3) or more Directors stating the purpose for which the meeting is to be called. The time and form of the meeting must be calculated to reasonably provide an opportunity for Directors to attend the meeting. The form of the meeting may include meeting in person or by electronic communication, or other forms calculated to provide a convenient meeting forum.

Section 5.4 Notice of Special Meetings. Notice of a special meeting shall be given to every Director at least two (2) days prior to such meeting, stating the date, time, and place of the meeting. Unless required by law, the notice need not describe the purpose of the meeting. Notice may be given orally to each Director, personally or by telephone, facsimile, electronic mail or other form of wire or wireless communication, first class mail, or private delivery service. The method of notice must be calculated to reasonably deliver actual notice to each Director. Notwithstanding anything to the contrary in these Bylaws, no *ex officio*, non-voting director shall be entitled to notice of a special meeting, and the decision whether to provide such notice to such director(s) shall be vested in the Chair of the Board, in his or her sole discretion.

Section 5.5 Waiver of Notice. A Director may waive notice of any meeting before or after the time and date of the meeting stated in the notice. Except as otherwise provided in this Section 5.5, the waiver shall be in writing and signed by the Director entitled to the notice. Such waiver shall be delivered to the Chair of the Association for filing with the corporate records, but such delivery and filing shall not be conditions to the effectiveness of the waiver. A Director's attendance at or participation in a meeting waives any required notice to that Director of the meeting unless: (a) at the beginning of the meeting or promptly upon the Director's later arrival, the Director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting; or (b) if special notice was required of a particular purpose pursuant to the Act or these Bylaws, the Director objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

Section 5.6 Quorum and Voting. At all meetings of the Board, a majority of the voting Directors in office shall constitute a quorum for the transaction of business, and, except as may be otherwise specifically provided by the Act, the Articles, or these Bylaws, the act of a majority of the voting Directors present at any meeting at which there is a quorum shall be the act of the Board. In the absence of a quorum the Directors present at the meeting may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum be present.

Section 5.7 Action by Directors Without Meeting in Person. A meeting of the Board of Directors may be held by conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other. A Director's participation shall constitute the presence of such person at such meeting.

Section 5.8 Action by Directors Without Meeting. Unless otherwise provided in these Bylaws, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if written notice of the proposed action is transmitted to each voting Director and, by the time stated in the notice, each voting Director either (a) votes in writing for the action, or (b) votes in writing against the action, abstains in writing, or fails to respond or vote, and in each such case fails to demand in writing that the action not be taken without a meeting. The notice shall state the action to be taken, the time by which a Director must respond, that failure to respond by the time stated will have the same effect as abstaining in writing by that time and failing to demand in writing that the action not be taken without a meeting, and any other matters the Association determines to include. Action is taken under this Section 5.8 only if, at the end of the time stated in the notice, the affirmative votes in writing received by the Association and not revoked equal or exceed the minimum number of votes that would be necessary to take the action at a meeting at which all voting Directors then in office were present and voted, and the Association has not received a written demand by a voting Director that the action not be taken without a meeting, other than a demand that has been timely revoked. Any voting Director who has voted, abstained, or demanded that action not be taken without a meeting may revoke such vote, abstention, or demand by a writing received by the Association by the time stated in the notice. Unless the notice states a different

effective date, action taken pursuant to this Section 5.8 shall be effective at the end of the time stated in the notice. All writings delivered to the Association under this Section 5.8 shall be filed with the minutes or other records of the Association.

Section 5.9 Deemed Assent. A Director of the Association who is present at a meeting of the Board when corporate action is taken is deemed to have assented to all action taken at the meeting unless (a) the Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to any action taken at the meeting; or (b) the Director contemporaneously requests that the Director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or (c) the Director causes written notice of the Director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before the adjournment thereof or by the Association promptly after the adjournment of the meeting. If a Director who was initially present at a meeting later leaves that meeting, that Director will be deemed to have abstained from voting on all matters coming up for a vote during the time when the Director is not present at the meeting. Such right of dissension or abstention is not available to a Director who votes in favor of the action taken.

Article 6 Officers

Section 6.1 Composition and Selection. The officers of the Association shall be Chair of the Board, Vice Chair of the Board, Immediate Past Chair of the Board, Finance/Audit Chair, and Finance/Audit Vice Chair each of whom shall have such duties and responsibilities as are identified by the Act, by these Bylaws, and by any Policies and Procedures of the Association, as adopted by the Board of Directors from time to time. The Vice Chair of the Board and the Finance/Audit Vice Chair shall be elected by the Board from among the candidates recommended by the Nominations Committee, if any, and/or nominated from the floor by members of the Board, in each case pursuant to procedures established by the Board from time to time. Candidates for all officer positions must be existing Directors and shall have served at least twelve (12) months as a Director of the Association to qualify before commencing service as an officer. Except as otherwise provided, all such officers shall be elected annually by the Board and shall take office immediately following the next annual meeting of the membership. The remaining officers, other than Chief Executive Officer, shall assume their positions based on completion of their respective terms of service in another officer position, as set forth in this Article 6. The Chief Executive Officer shall be appointed by the Board. The Board may elect and appoint such other assistant officers and agents as may be deemed necessary and prescribe their respective authorities and duties.

Section 6.2 Term. The term for each officer shall be a single one (1) year term; provided further that the individuals serving in the offices of Chair of the Board, Vice Chair of the Board, and Finance/Audit Vice Chair shall, upon completion of their terms in such offices, automatically assume the positions of Immediate Past Chair of the Board, Chair of the Board, and Finance/Audit Chair, respectively.

Section 6.3 Chair of the Board. The Chair of the Board is the highest ranking elected officer of the Association. The Chair of the Board shall preside over all meetings of the Board of Directors and of the members, shall exercise personal leadership in the motivation of other officers, Directors, and membership, shall establish and charge ad hoc special purpose committees approved by the Board or the Executive Committee and appoint members thereto, shall oversee and guide the establishment of goals and objectives for the Association during the applicable term of the Chair and shall undertake such other duties and functions as are customarily within the purview of the Chair of a nonprofit corporation or as are requested by the Board.

Section 6.4 Vice Chair of the Board. The Vice Chair of the Board is the second highest ranking elected officer of the Association. The Vice Chair of the Board shall perform the duties and exercise the powers of the Chair of the Board in the absence or incapacity of the Chair of the Board. The Vice Chair shall perform such other duties as may be specified herein or assigned to the Vice Chair by the Board or the Board Chair. An At-Large Voting Director, so long as otherwise qualified, may be elected to the position of Vice Chair of the Board without having previously served as Finance/Audit Chair or as Finance/Audit Vice Chair.

Section 6.5 Immediate Past Chair of the Board. The Immediate Past Chair of the Board shall provide continuity, giving advice and counsel to the Board. The Immediate Past Chair shall perform other duties and assume responsibilities as requested by the Chair of the Board or the Board.

Section 6.6 Finance/Audit Chair. The Finance/Audit Chair is responsible for the leadership of the Finance/Audit Committee in the duties and functions of that Committee as established by the Board, including review of the annual audit of the Association and, in conjunction with the Chief Executive Officer, the presentation of the annual budget and business plan to the Board. The Finance/Audit Chair shall perform other duties and assume responsibilities as are set forth in these Bylaws or as are requested by the Chair of the Board or the Board.

Section 6.7 Finance/Audit Vice Chair. The Finance/Audit Vice Chair shall perform the duties and exercise the powers of the Finance/Audit Chair in the absence or incapacity of the Finance/Audit Chair and become familiar with the financial accounts and budgeting process of the Association. The Finance/Audit Vice Chair shall perform other duties and assume responsibilities as requested by the Chair of the Board, the Board, or the Finance/Audit Chair.

Section 6.8 Chief Executive Officer. The Board shall appoint and employ a Chief Executive Officer who shall be responsible for all activities directed toward the programs and projects of the Association. The Chief Executive Officer shall, subject to the direction and supervision of the Board, be the Chief Executive Officer of the Association and shall have the general and active control of its affairs and business and general supervision of its officers, agents, and employees. The duties, responsibilities and authority of the Chief Executive Officer shall be as set forth in the policies of the Board relating to Officers.

Section 6.9 Removal. Any officer may be removed by the Board with or without cause, by action approved by seventy-five percent (75%) of the Directors then in office, not including the officer whose removal is the subject of the action. Such removal shall be without prejudice to contract rights, if any, of the officer so removed, provided that appointment of a person to a position as officer does not itself create contract rights. If removed from office, such officer shall cease to be a Director of the Association.

Section 6.10 Resignations. Any officer may resign at any time by mailing or delivering written notice of such resignation to the Chair of the Board, except written notice of resignation of a Chair of the Board shall be made by mailing or delivering such notice to the Vice Chair of the Board. Any such resignation shall take effect at the time specified therein or if no time is specified, then at the time of receipt thereof. Upon the resignation of an officer pursuant to Sections 6.9 or 4.5, or the deemed resignation of an officer pursuant to Section 4.6, the officer shall cease to be a Director of the Association.

Section 6.11 Vacancies. The Vice Chair of the Board shall fill a vacancy in the position of a Chair of the Board, and the Finance/Audit Vice Chair shall fill a vacancy in the position of Finance/Audit Chair. Any vacancy in the position of Immediate Past Chair of the Board shall not be filled. The Board shall fill vacancies occurring in the positions of Vice Chair of the Board and Finance/ Audit Vice Chair as provided in Section 6.1.

Article 7 Operating Officers

Section 7.1 Designation of Operating Officers. The operating officers of the Association shall be the Chief Executive Officer and such other officers, senior managers as the Chief Executive Officer shall determine. Aside from the Chief Executive Officer, who shall be appointed by (and may be removed by) the affirmative vote of a majority of the Directors at a meeting at which a quorum is present, the operating officers of the Association shall be appointed by and may be removed by the Chief Executive Officer.

Section 7.2 Chief Executive Officer. The Board of Directors shall select and employ a qualified Chief Executive Officer for the Association, who shall have general and active control of the Association's affairs and business and general supervision of its officers, agents, and employees. The Chief Executive Officer shall be qualified by education and experience appropriate to the proper discharge of his or her responsibilities. The Chief Executive Officer will be given the necessary authority and held responsible for the administration of the Association in all its departments, subject only to the policies enacted by the Board of Directors and to such orders as may be issued by the Board of Directors, or by any of its committees to which it has delegated power to act. The authority and duties of the Chief Executive Officer shall be as specified in a written agreement between him or her and the Association and also shall include other duties specified by any policy of the Association, as adopted by the Board of Directors from time to time.

Section 7.5 Annual Review of Chief Executive Officer. On an annual basis after the conclusion of the Association's fiscal year, the Board of Directors shall receive an annual report by the Chief Executive Officer summarizing his or her performance in office over the past year, and the annual review and evaluation of the Chief Executive Officer shall be conducted by the Compensation Committee. The Executive Committee shall establish and/or approve clearly-defined goals and objectives for the Chief Executive Officer and shall monitor the performance towards the attainment of these goals and objectives on an annual basis at a minimum.

Article 8 Committees

Section 8.1 Formation. The Association shall have an Executive Committee and such other standing and ad hoc committees or advisory groups as shall be established by resolution of the Board from time to time. The duties, powers, composition, meeting procedures, manner of acting and filling of vacancies of such committees or advisory groups not addressed in these Bylaws shall be established by committee charters and policies of the Association, as adopted by the Board of Directors from time to time.

Section 8.2 Executive Committee. The composition, function and operation of the Executive Committee shall be as follows:

(a) Composition. The Executive Committee shall be composed of the following voting members: Chair of the Board, Vice Chair of the Board, Immediate Past Chair of the Board, Finance/Audit Chair, and Finance/Audit Vice Chair. The Chief Executive Officer shall not serve as a member of the Executive Committee but may be invited by the Committee or by the Chair of the Board to attend meetings of the Committee.

(b) Basic Function. The Executive Committee shall review and take action on items that, in the discretion of the Chair of the Board, must be acted upon prior to a full meeting of the Board in situations where a meeting with the full Board is not practicable. Actions of the Executive

Committee, other than those relating to the salary and performance evaluation of the Chief Executive Officer, shall be posted electronically as soon as practicable for review by the Board. The Executive Committee shall have such other duties as are prescribed in the Policies of the Board or as assigned by the Board.

Section 8.3 General Conditions Governing Committees. Except as may be otherwise stated in these Bylaws, in the Board resolutions establishing a committee, or in a policy of the Association or committee charter approved by the Board, the following general conditions shall apply to any committee established by the Board:

(a) The members of each committee shall be appointed by the Board of Directors or in such other manner as may be provided for in the resolution creating such committee.

(b) The term of office of members of any committee shall commence immediately following the meeting at which they are appointed and shall continue until the close of the next annual meeting or until successors are elected and assume their respective duties.

(c) The chair of any committee shall be a member of the Board of Directors of the Association and shall be appointed by the Chair of the Board, subject to approval by the Board of Directors.

(d) Each committee shall meet at the call of its chair at an hour and place to be stated in the call. A majority of the committee members shall constitute a quorum and the act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

(e) Vacancies in the membership of any committee may be filled by an appointment made by the chair of such committee.

(f) At the request of the Board of Directors or the Chair of the Board or the Chief Executive Officer, a committee shall perform an evaluation of its activities including its support and furtherance of the mission of the Association. A report based upon such evaluation shall be submitted to the Board for review and consideration at its next regular or annual meeting.

(g) Any or all of the members of a committee may participate in a meeting of the committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in this manner constitutes presence in person at the meeting.

Section 8.4 General Committee Responsibilities:

(a) Committee Charters. Duties and responsibilities will be individual to the committee as defined in the Committee Charter.

(b) Composition. Composition will be determined by the Chair of the Board based on the needs of the specific committee.

(c) Proceedings, Quorum and Manner of Acting. Except as otherwise prescribed by the Board, each committee may adopt such rules and regulations governing its proceedings, quorum and manner of acting as it shall deem proper and desirable, provided that the quorum shall not be less than a majority of the voting members of such committee.

(d) Action by Committee Without Meeting. Any action required to be taken at a committee meeting or any action which may be taken at such a meeting, may be taken without a meeting if the committee members act pursuant to the procedures for action by directors without a meeting set forth herein.

(e) Meetings by Electronic Communication. Any committee member may participate in a meeting of the committee by conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other and such participation shall constitute the presence of such person at such meeting.

Article 9

Standard of Conduct for Directors and Officers, Indemnification, and Insurance

Section 9.1 Standards of Conduct for Directors and Officers.

(a) The Board shall establish policies for the standard of conduct for the Directors, Officers, and members of committees, which shall at a minimum comply with the standards for Directors, Officers, and members of committees as contained in the Act. The Board may set standards and expectations of conduct in addition to those enumerated in the Act.

(b) A Director or officer is not liable as such to the Association or its members for any action taken or omitted to be taken as a Director or officer, as the case may be, if, in connection with such action or omission, the Director or officer performed the duties of the position in compliance with this Section and the Board policies.

Section 9.2 Indemnification of Directors. The Association shall advance expenses to and indemnify its "Directors" (as defined in the Act) against such expenses and liabilities, in such manner, under such circumstances, and to the maximum extent permitted by the Act.

Section 9.3 Indemnification of Officers, Employees, Fiduciaries, and Agents. The following provisions apply to indemnification of officers, employees, fiduciaries, and agents:

(a) An officer is entitled to mandatory indemnification to the same extent as a Director, as provided in the Act;

(b) The Association may indemnify and advance expenses to an officer, employee, fiduciary, or agent of the Association to the same extent as to a Director; and

(c) The Association may also indemnify and advance expenses to an officer, employee, fiduciary, or agent who is not a director to a greater extent than is provided in these Bylaws for Directors, if not inconsistent with public policy, and if provided for by general or specific action of the Board or the members or by contract.

Section 9.4 Insurance. The Association may purchase and maintain insurance on behalf of a person who is or was a director, officer, employee, fiduciary, or agent of the Association, or who, while a director, officer, employee, fiduciary, or agent of the Association, is or was serving at the request of the Association as a director, officer, manager, trustee, employee, fiduciary, or agent of another domestic or foreign entity or of an employee benefit plan, against liability asserted against or incurred by the person in that capacity or arising from his or her status as a director, officer, employee, fiduciary, or agent, whether or not the Association would have power to indemnify the person against the same liability.

Section 9.5 Notice to Members of Indemnification of Director. If the Association indemnifies or advances expenses to a Director under this Article 9 in connection with a proceeding by or in the right of the Association, the Association shall give written notice of the indemnification or the advance of funds to the members of the Association with or before the notice of the next membership meeting.

Article 10
Miscellaneous


Section 10.1 Surety Bonds. The Board may require any officer, agent, or employee of the Association to execute a bond to the Association in such sum and with such surety or sureties as the Board may determine, conditioned upon the faithful performance of such person's duties to the Association, including responsibility for negligence and for the accounting of any of the Association's property, funds or securities that may come into such person's hands.

Section 10.2 Affiliated Organizations. In order to further the mission and strategic direction of the Association, the Board may establish affiliate relationships on such terms and conditions as it deems appropriate and desirable with other state, regional or local organizations.

Section 10.3 Amendments. Subject to applicable law, the Board shall have the power by majority vote of the aggregate number of Directors then in office to alter, amend or repeal these Bylaws of the Association at any regular meeting of the Board or at any special meeting called for that purpose.

CERTIFICATION

The foregoing Seventh Amended and Restated Bylaws of MGMA-ACMPE were approved and adopted by the Board of Directors as of the effective date first stated above.

Signed by:

Secretary
Chair of the Finance/Audit Committee