

BYLAWS

MEDICAL TRANSCRIPTION INDUSTRY ASSOCIATION

ARTICLE I

CORPORATION

Section 1.1

CORPORATE NAME

The name of the Corporation shall be Medical Transcription Industry Association (hereinafter referred to as "MTIA"), a California not-for-profit corporation.

Section 1.2

CORPORATION PURPOSES

The principal purposes of MTIA shall be to create the environment in which its members can prosper, grow, and deliver the highest level of healthcare documentation services.

MTIA may engage in any lawful activities within the purposes for which a corporation may be organized under the California General Not-for-Profit statutes and which are not inconsistent with the purposes set forth in the Articles of Incorporation and Bylaws of the Corporation.

MTIA is organized and shall be operated exclusively as a business league within the meaning of §501©6 of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Revenue Law (the "Internal Revenue Code"), and in the course of which operation:

- a. No part of the net earnings of MTIA shall inure to the benefit of, or be distributable to, its members, directors, officers, or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein; and
- b. Notwithstanding any other provisions of these Bylaws, MTIA shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under §501©6 of the Internal Revenue Code.

Section 1.3

CORPORATE OFFICES

MTIA shall have and continuously maintain a principal office and a designated agent for purposes of service of process and such other offices within or without the State of California, as the Board deems necessary.

Section 1.4

CORPORATE DISSOLUTION

In the event of the dissolution of MTIA, the Board of Directors, after paying or making provisions for the payment of all liabilities and obligations of the Corporation from corporate assets, shall distribute all of the assets of MTIA in accordance with the laws of the State of California and the United States Internal Revenue Code.

ARTICLE II MEMBERSHIP

Section 2.1 COMPOSITION

The membership of MTIA shall be divided into three (3) categories:

Section 2.2 GOLD MEMBERSHIP

A Gold Member of MTIA shall be a corporation, partnership, company, or other business entity that employs medical transcriptionists or provides services or products to the healthcare sector.

A Gold Member company in good standing shall be entitled to all Gold Membership benefits and shall have one vote.

Section 2.3 SILVER MEMBERSHIP

A Silver Member of MTIA shall be a corporation, partnership, company, or other business entity that employs medical transcriptionists or provides services or products to the healthcare sector.

A Silver Member company in good standing shall be entitled to all Silver Membership benefits and shall have one vote.

Section 2.4 BRONZE MEMBERSHIP

A Bronze Member of MTIA shall be a corporation, partnership, company, or other business entity that employs medical transcriptionists or provides services or products to the healthcare sector.

A Bronze Member company in good standing shall be entitled to all Bronze Membership benefits and shall have one vote.

Section 2.1 ELIGIBILITY

The Board of Directors shall interpret eligibility requirements for members within the definitions established in the Bylaws of MTIA.

Section 2.2 APPLICATION FOR MEMBERSHIP

Each application for membership shall be presented in written form (written form includes any handwritten, typewritten, or electronically captured document), and shall be filed with the Chief Executive Officer.

- a. The Board of Directors shall set annual dues for each classification of membership.

Section 2.6 DUES AND ASSESSMENTS

Dues and Assessments shall be paid annually, on an anniversary renewal basis, and are not

refundable under any circumstance. The Administrative Office shall send each member a statement of dues/assessments prior to the due date, and the amount shown on such statement shall be paid within a reasonable amount of time as determined by the Administrative Office. Any member who fails to pay dues/assessments within such time period shall be delinquent. The delinquency notice shall contain a statement that if the dues/assessments are not paid within a reasonable amount of time from the date of the notice, the membership of such member shall lapse.

Section 2.7

GRIEVANCES BY MEMBERS

Complaints and grievances shall be limited to matters involving a challenge to eligibility for membership brought by any member against another member of any category, or a request for censure, suspension, or expulsion of a member. If the matter complained of is believed to merit a hearing, the complainant and the member against whom the grievance is made shall be notified of the opportunity to appear at the hearing before the Board of Directors. After due notice and an opportunity to be heard on the matter, the Board of Directors shall make a decision in the matter that shall be binding on all parties.

ARTICLE III

MEETINGS

Section 3.1

ANNUAL MEETINGS OF MEMBERS

At least once per annum on a date and location determined by the Board of Directors, there is required to be a meeting of the voting members for the transaction of any proper MTIA business.

Section 3.2

SPECIAL MEETINGS

Special meetings of the voting members may be called by the Chairperson of the Board of Directors, by a majority of the Board of Directors, or by not less than fifteen percent (15%) of all the members entitled to vote.

Section 3.3

PLACE OF MEETING

The Board of Directors may designate the place of the meeting for any annual or special meeting of members entitled to vote.

Section 3.4

NOTICE OF MEETINGS

Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with this Section, to each voting member at that meeting. The notice shall specify the place, date and hour of the meeting and (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members, but except as otherwise provided in these Bylaws, any proper matter may be presented at the meeting. The notice of any meeting that directors are to be elected shall include the names of all persons who are nominees when notice is given.

Approval by the members of any of the following proposals, other than by unanimous approval

by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (1) Removing a Director without cause;
- (2) Amending the Articles of Incorporation; or
- (3) Electing to wind up and dissolve the corporation.

Notice of any meetings of voting members shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given either personally or by first-class, e-mail, registered or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each voting member, at the address of the member appearing on the books of the corporation or at the address given by the member to the corporation for purposes of notice.

Section 3.5 QUORUM

A quorum shall be one-third (1/3) of the total voting members. A voting Member may in writing appoint a proxy to attend and vote in the place of the regularly designated voting Member.

Section 3.6 REPRESENTATION OF VOTING MEMBERS

Each voting Member will appoint one individual to vote on that company's behalf, and receive mailings from MTIA. Voting Members may change their representative at will by writing to the Chief Executive Officer.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 BOARD POWERS

Subject to the limitations of these Bylaws, the affairs of the association shall be managed and all powers shall be exercised by, or under the direction of, the Board. In addition, the powers of the Board include, but are not limited to:

- a. Adoption of resolutions and policy statements representing the position of the association;
- b. Setting the amount of dues and meeting fees for members of the association;
- c. Amending the Bylaws of the association, subject to ratification by the membership;
- d. Prescribe duties and responsibilities of the Officers of the association not otherwise stated in these Bylaws;
- e. Adoption of an annual financial budget; and
- f. Serving as counsel to the CEO to address business issues for the association.

Section 4.2

NUMBER, ELECTION PROCEDURES, AND QUALIFICATIONS

- a. The number of Directors of MTIA shall be a minimum of ten (10) and a maximum of fifteen (15).
- b. The number of Directors may be increased or decreased from time to time by resolution of the voting members, provided, however, that no decrease in the number of directors shall have the effect of shortening the term of any incumbent Director.
- c. Those individuals nominated for election shall be eligible for election as follows: The nominee for each Director position shall be affiliated with or employed by a member company in good standing for at least one (1) year immediately preceding candidacy.

The nominee for each Director position receiving the largest number of affirmative votes cast by members voting for that position shall be elected to the position so long as it remains consistent with the composition of Board structure as defined in the Bylaws. In the event of a tie, the Board of Directors shall by majority vote elect an individual to fill the position from among those nominees who tied. Such action by the Board may be by regular or special meeting, or conducted by a mailing of ballots to Board Members.

- d. Three (3) Director positions will be reserved for representatives from Gold Member companies. In the event that there are not three (3) nominees from this category, the positions may be filled by representatives from the Silver and Bronze Member categories.
- e. No more than one (1) Director position may be filled by representatives of any individual member entity, regardless of the type of entity except in the event to allow an individual to serve out their term. In the event of a merger or acquisition, the directors affected by such action would be allowed to serve out their term (see Section 4.5(b)).
- f. Companies under different names and which are separate members of MTIA, and share common stockholder(s) (minimum of five percent [5%] shareholder) will be considered one entity and can fill only one (1) Director position regardless of the type or combination of entity.
- g. The election of Directors may be conducted at annual or special meetings of members, or may be conducted by the mailing or electronic delivery of ballots to all voting members.

Section 4.3 VOTING

There shall be no cumulative voting by members with respect to the election of directors, i.e. each member can cast no more than one vote per candidate on the ballot.

Section 4.4 COMPENSATION

Directors of MTIA will serve without compensation.

Section 4.5 TERMS

- a. The Directors shall be elected for a term of three (3) years by the members at an annual

or special meeting. Terms will be staggered to provide continuity. There are no limits to the number of terms a Director may fill.

- a1. Terms for the Directors elected in 2003, 2004, and 2005 which commenced in April of those years for three years will be extended to end on December 31st of the same year. Therefore, those terms which would have ended in April of 2006, 2007 and 2008 will be extended to December 31st of 2006, 2007, and 2008 respectively.
- b. In the event that a director's company is sold or acquired by another company from which there is also Board representation, the director will continue to serve until the next regular election of directors, at which time a new director shall be elected to serve out the term.
- c. In the event that a director discontinues employment with a member company during their term of office, the director will have either six months or until the next regular election of directors is completed, whichever period of time is greater, to become a member in good standing in any category or forfeit the remainder of their term, at which time a new director shall be elected to serve out the term.
- d. The Board of Directors will be bound to Confidentiality/Nondisclosure of all proprietary and confidential information obtained in their respective capacity with MTIA and furthermore shall demonstrate the highest ethical conduct with the elected position appointed to and participates in the best interest of MTIA and the membership. Violation of confidentiality, nondisclosure and/or Code of Conduct may result in censure and/or removal from the Board of Directors, which requires a two-thirds (2/3) majority vote of the Board of Directors.
- e. In the event the sitting Chairperson's elected term expires at the end of his or her year as Chairperson, and he or she does not seek or become re-elected to the Board, this individual shall be granted a one-year Director term to serve as Immediate Past Chairperson.
- f. In the event the sitting Chairperson-elect's elected term expires at the end of his or her term as Chairperson-elect, this individual shall be granted a one-year Director term to serve as Chairperson and an additional one-year Director term to serve as Immediate Past Chairperson.
- g. Any Director who misses one-half (1/2) or more regularly scheduled Board of Director meetings or one-half (1/2) or more regularly scheduled Board conference calls within a service year will be removed immediately and will forfeit the balance of their term.

Section 4.6 VACANCIES

Any vacancy in the Board due to death, written resignation, or by any other cause may be filled for the remainder of the term by majority vote of the Board. The individual filling the position shall satisfy the requirement in Section 4.2(c). The Board may choose to leave the position unfilled.

Section 4.7 RESIGNATION

Any Director may resign at any time by giving written notice of such resignation to the Chairperson or Chief Executive Officer. The resignation shall take effect at the date of receipt of such notice or at the date specified in the resignation.

Section 4.8

REMOVAL

Any Director may be removed from office by vote of the majority of the voting Members of MTIA or by the Board of Directors pursuant to Section 4.5.(d) and/or 4.5(g). Removal shall become effective upon written notice delivered to the Director.

Section 4.9

REGULAR MEETINGS

The Board of Directors shall hold regular meetings at least once each quarter of each year at such place and time as may be designated by the Chairperson in a written notice. The annual meeting may be considered a meeting for that quarter of that year. A regular meeting may also be held by teleconference.

Section 4.10

QUORUM

For all meetings of the Board of Directors, a quorum shall be a majority of the directors currently serving on the Board.

Section 4.11

PROCEDURE

Roberts Rules of Order Newly Revised (latest edition) shall govern procedure at all meetings of the Board of Directors and its committees where such procedures are not covered expressly by these Bylaws. Roberts Rules of Order Newly Revised shall be the parliamentary authority for all procedures not expressly covered by these Bylaws.

ARTICLE V

OFFICERS

Section 5.1

NUMBER AND TITLE

(a) The officers of the Board of Directors shall be the Chairperson of the Board, Vice Chair(man), serving as Chair-elect, Treasurer, and Vice Chairperson, serving as Immediate Past Chairperson. The Chief Executive Officer shall have a voice, but no vote, and will not count towards a quorum.

(b) All officers shall be elected for one (1) calendar year.

(c) The Vice Chairperson, serving as Chair-elect, shall prepare to assume the presidency the following year. In the absence or disability of the Board Chairperson, the Vice Chairperson, serving as Chair-elect, shall perform all the duties of the Board Chairperson, and in so acting shall have all the powers of the Chairperson of the Board. The Vice Chairperson, serving as Chair-elect, shall have such other powers and duties as may be prescribed by the Board of Directors. A Vice Chairperson whose term of office as Director simultaneously ends with the end of office as Vice Chairperson may serve up to two (2) additional years, the first as Chairperson of the Board and the second as Vice Chairperson, serving as Immediate Past Chairperson.

Section 5.2

ELECTION AND TERM OF OFFICE

The Board of Directors shall select Officers from among the elected Directors for a term of one year. There are no term limits. Subject to the provisions of 4.5 hereof, Officers shall hold office until expiration of their term, or their resignation occurs, or they are removed from office.

Election of an Officer shall not in itself create contract rights.

**Section 5.3
REMOVAL OF OFFICERS**

Any Officer may be removed by a majority vote of the Board of Directors.

**Section 5.4
VACANCIES; NEW OFFICES**

A vacancy occurring in any office may be filled and new offices may be created and filled, at any time, by the Board of Directors.

**ARTICLE VI
COMMITTEES**

**Section 6.1
GENERAL COMMITTEES**

Committees of the organization shall be standing or special. A Director will chair or provide liaison for each committee. Each committee will be comprised of a minimum of three persons. Not more than two persons from each member entity may be on any one committee. The Chairperson, with the approval of the Board, shall appoint all committee chairpersons and Board liaisons (standing and special). The committee chair with approval of the Board will select its members.

**Section 6.2
STANDING COMMITTEES**

Standing Committees shall include the Executive Committee, Membership Committee, Budget and Finance Committee, Alliances Committee, Conference and Educational Opportunities Committee and Nominating Committee plus any others the Board may authorize by resolution:

a. Executive Committee

(1) Powers of the Executive Committee: Powers of the Executive Committee shall include the following:

- a. To make recommendations to the Board ; and
- b. To make interim decisions in accordance with formal operating policies and procedures.

(2) Composition: The Executive Committee shall be the Chairperson, Vice Chairperson, Immediate Past Chairperson, and Treasurer. The Chief Executive Officer shall also be an ex-officio member, but without vote.

(3) Quorum – Call of Meetings. A majority of the voting members of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The President shall call such meetings of the Executive Committee as the business of MTIA may require, or a meeting shall be called by the Chief Executive Officer on request of two (2) voting members of the Executive Committee.

- b. Membership Committee.** The Membership Committee oversees membership recruitment and retention, and recommends membership dues structure, benefits and new programs to the Board.
- c. Budget and Finance Committee.** The Budget and Finance Committee oversees the finances and budget of MTIA.
- d. Alliances Committee.** The Alliances Committee will identify and establish relationships with those individuals and organizations which are deemed strategic for MTIA.
- e. Conference and Educational Opportunities Committee.** The Conference and Educational Opportunities Committee is responsible for the program content of MTIA's annual conference, and will also recommend ways of providing other education opportunities to the MTIA membership.
- f. Nominating Committee.** The Nominating Committee shall recommend nomination and election policy and procedure for the election of officers and directors to the Board of Directors and oversee the implementation of such.
- g.** Such other committees as may be authorized by the Board from time to time.

Section 6.3

SPECIAL COMMITTEES

Special committees may be created for such special tasks as circumstances warrant or terminated by resolution of the Board of Directors. A special committee shall limit its activities to the accomplishment of the tasks for which it is appointed and shall have no power to act except as specifically conferred by action of the Board of Directors. Upon completion of the tasks for which it was created, a special committee shall stand discharged.

ARTICLE VII

EXECUTIVE AND STAFF

Section 7.1

APPOINTMENT

The Board of Directors may hire as an employee, or engage a Chief Executive Officer by means of a Management Services Agreement, or the like, who shall have the title of Chief Executive Officer and conditions of engagement shall be specified by the Board. The Board shall have the authority to determine the compensation and any other financial benefits for the Chief Executive Officer. The Chief Executive Officer shall serve at the pleasure of the Board. The Board shall review the Chief Executive Officer's performance and compensation annually. The Board shall create the position description and determine the terms of engagement.

Section 7.2

AUTHORITY AND RESPONSIBILITY

The Chief Executive Officer shall manage and direct the activities of MTIA subject to the policies and directives of the Officers and Board of Directors. With concurrence of the Board or pursuant to its directives, the Chief Executive Officer may employ or terminate the employment of members of the staff as necessary to carry on the work of MTIA and fix their compensation

within the approved budget; and he/she may define the duties of the staff, supervise their performance, establish their titles, and delegate such responsibilities as shall be in the best interests of MTIA.

**Section 7.3
REMOVAL**

The Chief Executive Officer may be removed for any reason from the position at any time by majority vote of the Board of Directors.

**ARTICLE VIII
FISCAL MATTERS**

**Section 8.1
FISCAL YEAR**

The fiscal year for MTIA shall be from January through December.

**Section 8.2
CONTRACTS**

The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract, make any expenditure or execute and deliver any instruments on behalf of MTIA. Such authorization may be general or confined to specific instances and may be effected by Board resolution establishing Board policy for such purposes. This section is subject to the other provisions of this article.

**Section 8.3
LOANS AND INDEBTEDNESS**

No loan shall be contracted on behalf of MTIA and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board with such authority being either general or confined to specific instances. No loan shall be granted to an Officer or Director of MTIA. The Chief Executive Officer shall not have the authority to incur indebtedness on behalf of MTIA unless otherwise agreed to by the Board in writing.

**Section 8.4
CHECKS, DRAFTS, ETC.**

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of MTIA or to MTIA shall be signed or endorsed by those who shall be authorized as signatories on the accounts of MTIA by resolution of the Board, namely, the Chairperson, Treasurer and Chief Executive Officer. The Chief Executive Officer may be a signatory on checking accounts in payment of expenditures authorized by the Board. The Chief Executive Officer will provide monthly reports of cash receipts and disbursements to the Chairperson and Treasurer.

**Section 8.5
DEPOSITS**

All funds of MTIA not otherwise employed shall be deposited from time to time in such banks, trust companies or other depositories as the Board may select. The Chief Executive Officer shall not be authorized to invest monies on behalf of MTIA except in bank time deposits, unless so authorized by the Board.

Section 8.6

BUDGETS AND ACCOUNTS

The Board of Directors shall have prepared and shall approve the annual capital and operating budgets of MTIA. The Chief Executive Officer shall furnish to the Board quarterly reports comparing budgeted revenue and expenses with actual amounts for the quarter and fiscal year to date. The books shall be maintained on an accrual basis of accounting.

Section 8.7

MAINTENANCE OF RECORDS

MTIA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. Any member may inspect all books and records of MTIA for any reasonable purpose at any reasonable time.

Section 8.8

SOURCE OF FUNDS—

MEMBERS DUES AND ASSESSMENTS

The Board of Directors shall set a fee schedule consisting of annual dues for each classification of membership. An application fee may be assessed for each member of any category. The Board may also recommend special assessments for funding activities or acquisition of property as deemed appropriate for the furtherance of MTIA objectives.

Any monies paid to MTIA in accordance with approved fee schedules shall not be refundable or transferable.

Section 8.9

GIFTS

The Board of Directors may accept on behalf of MTIA any contribution, gift, bequest, or device for general purposes, or any special purpose of MTIA.

ARTICLE IX

CONFLICTS OF INTEREST

Section 9.1

STATEMENT OF GENERAL POLICY

MTIA's affirmative policy shall be to require that all actual or apparent conflicts of interest be disclosed promptly and fully to all necessary parties and to prohibit specific involvement in the affairs of the Corporation by any person having such conflicts.

Section 9.2

COVERAGE OF THE POLICY

The policy set forth in this Article 9 shall apply to all members, Directors, Officers, agents and employees of MTIA. MTIA's management shall have the affirmative obligation to publicize periodically this policy to all parties.

Section 9.3

DISCLOSURE

All persons to whom this policy applies shall disclose to the Board of Directors, any real and/or apparent conflicts of interest which they discover or which have been brought to their attention in connection with MTIA's activities.

Section 9.4

PROSCRIBED ACTIVITY BY PERSON HAVING CONFLICTS

When any person covered under this policy believes that he or she or a member of his or her immediate family of company might have or does have a real or apparent conflict of interest, such individual should, in addition to filing the disclosure notice required hereunder, abstain from making motions, voting, executing agreements, or taking any other similar direct action on behalf of MTIA where a conflict of interest might pertain, but shall not preclude from debate or similar involvement on behalf of MTIA. When any person requests it in writing, or upon its own initiative, the Board at any time may establish further guidelines consistent with the interests of MTIA for the resolution of any real or apparent conflicts of interest.

Section 9.5

CODE OF ETHICS AND STANDARDS

MTIA will have in place, at all times, a Code of Ethics and Standards to which all MTIA members should adhere. Violation may result in forfeiture of membership as determined by the Board of Directors.

ARTICLE X

INDEMNIFICATION

Section 10.1

DEFINITIONS

For the purposes of this Article, "agent" means any person who is or was a director, officer, employee, or other agent of MTIA who is or was serving at the request of MTIA as a director, officer, or employee; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under this Article.

Section 10.2

INDEMNIFICATION

MTIA shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (including an action by or in the right of MTIA) by reason of the fact that such person is or was an agent of MTIA, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding to the maximum extent permitted by the California Corporations Code, including the advance of expenses and shall purchase such insurance as is necessary to ensure the protection of MTIA and its agents thereunder.

ARTICLE XI

NONDISCRIMINATION

Membership in MTIA shall not be restricted on the basis of age, sex, race, religion, color, ancestry or national origin.

ARTICLE XII AMENDMENTS

Section 12.1 AMENDMENTS

Subject to ratification by the membership, new Bylaws may be adopted, or these Bylaws may be amended or repealed, by majority vote of the Board present at any duly called meeting of the Board at which a quorum is present. No Bylaw amendment, adoption, or repeal by the Board shall be effective until ratified by majority vote of the membership participating in the vote. A brief description of the proposed amendment, new Bylaw, or repeal shall be included in a notice of vote to the membership at least ten (10) days before the vote. A vote may be conducted at a face-to-face meeting or electronically.

Original Bylaws were adopted by the MTIA Board of Directors, October 10, 1993

Rev. April 17, 1997;

Rev. May 9, 1998;

Rev. April, 2001;

Rev. March, 2002;

Rev. October 2004

Rev. October 2005

Rev. August 2007

Rev. October 2007

Rev. September 2008

Rev. February 2009

Rev. September 2009

Rev. October 2009

Rev. May 2010