

**BYLAWS OF  
MEDICAL FITNESS ASSOCIATION**

The prior Bylaws of Medical Fitness Association including all of the previous amendments are hereby repealed in their entirety and shall be substituted with the following terms:

**ARTICLE I**

**Name**

The Corporation shall be known as the Medical Fitness Association (the “Association”) or (“MFA”)

**ARTICLE II**

**Purposes**

The purposes for which this Association is organized are to: (a) provide opportunities for dialogue, education and training, advancement and improvement of all aspects of the medical fitness industry through meetings, seminars, communications, publications and other programs and activities; (b) to articulate and advocate the needs and interests of the medical fitness industry before legislative, administrative and judicial branches of local, state and national government; (c) to promulgate policies and conduct activities for the betterment of individuals or firms involved in the medical fitness industry; and (d) to engage in any and all lawful purposes that may be incidental thereto.

Notwithstanding the foregoing: (a) no part of the Association’s net earnings or assets shall inure to the benefit of any member, director, officer or other person, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make other payments and distributions in furtherance of the purposes set forth above; and (b) the Association shall not carry on any activity not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) (6) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law (the “Code”).

## ARTICLE III

### Membership

**Section 1. Fellow of the Medical Fitness Association** Fellowship is reserved for Regular Active Members who are current or retired physicians, scientists and healthcare/wellness/fitness professionals with a demonstrated interest in medical fitness whose documented accomplishments support the stated objectives of the Medical Fitness Association. At a minimum, candidates must be able to demonstrate that they have met the Fellowship criteria as defined herein or as may be adopted by the Board of Directors of the Medical Fitness Association from time to time. A Fellow of the Medical Fitness Association shall have all of the rights and privileges of membership, including the right to vote, to hold office and to serve on the Board of Directors and committees of the Association. Any Regular Active Member as of January 1, 2013, who is currently appointed or who in the past has served on the Board of Directors of the Medical Fitness Association shall be granted the status of Fellow of the Medical Fitness Association without further qualification or application requirement.

**Section 2. Regular Active Members** Any individual with an interest in the health and wellness field shall be eligible for Regular Active Membership in the Association. A Regular Active Member shall have all of the rights and privileges of membership, including the right to serve on designated committees of the Association, but shall have no right to vote, hold office or serve on the Board of Directors of the Association without having attained the status of Fellow of the Medical Fitness Association.

**Section 3. Regular Facility Membership** Any medical/clinical health and fitness center and any of its employees are eligible to receive all Regular Active Member benefits. These employees are not required to pay individual membership dues to receive these benefits, while so employed at a facility with this form of membership. The facility may be asked to provide a roster of their employees to the Association in order to confirm benefit eligibility at the discretion of the Association. The facility employees shall have no right to vote, hold office or serve on the Board of Directors of the Association without having attained the status of Fellow of the Medical Fitness Association. The facility itself shall have no right to vote.

**Section 4. Corporate Members** Any firm or corporation or other organized group whose business is supplying goods and services to the medical fitness industry and is deemed eligible by the Board of Directors may be admitted to Corporate membership. Corporate members shall not have the right to vote, to hold office or to serve on the Board of Directors of the Association.

**Section 5. Student Members** Student membership is available to individuals who are full-time graduate or undergraduate students pursuing a degree aligned with the medical fitness industry. Student members shall not have the right to vote, to hold office or to serve on the Board of Directors or committees of the Association.

**Section 6. Cost of Membership** All costs associated with any of the forms of membership to be determined from time to time by the Executive Committee along with approval from the Board of Directors.

**Section 7. Emeritus Member** Any Fellow of the Medical Fitness Association who has served the Association in a Board of Directors capacity for a minimum three (3) year term shall receive a lifetime Individual Regular Active Membership upon reaching the age of sixty-two (62) at no further cost to that member. Only current Regular Active Members in good standing for the five (5) years immediately preceding their 62<sup>nd</sup> birthday and who meet the above criteria will be entitled to this benefit.

**Section 8. Best in Class Partner Member** Any current employee of any firm or corporation or other organized group whose business is supplying goods and services to the medical fitness industry, which has contractually entered into a written Best Practice Partnership agreement, shall be entitled to receive all Regular Active Members benefits. These employees are not required to pay individual membership dues to receive these benefits, while so employed with a Best in Class Partner Member. The Best in Class Partner Member may be asked to provide a roster of their employees to the Association in order to confirm benefit eligibility at the discretion of the Association. The Best in Class Partner Member employees shall have no right to vote, hold office or serve on the Board of Directors of the Association without having attained the status of Fellow of the Medical Fitness Association. The Best in Class Partner Member itself shall have no right to vote, to hold office or to serve on the Board of Directors of the Association.

## ARTICLE IV

### Meetings of the Membership

**Section 1. Annual Meeting** The Annual Meeting of the Association shall be held at a time and place to be established by the Board of Directors.

**Section 2. Special Meetings** Special meetings of the Association may be called by the Chair, the Board of Directors or upon the written request of not less than ten percent (10%) of the Active members of the Association. A special meeting may be conducted through an online meeting format, provided that attendance sufficient to establish a quorum can be corroborated to the satisfaction of a majority of the Board of Directors.

**Section 3. Notice of Meetings** (a) Annual Meeting: a written, printed or electronic notice stating the place, date and time of the Annual Meeting shall be sent to each Regular Active Member at least thirty (30) days prior to the date of the Meeting. (b) Special Meeting: a written, printed or electronic notice stating the place, date, time and purpose of a special meeting shall be delivered to each Regular Active Member at least fifteen (15) days prior to the date of the special meeting.

**Section 4. Quorum** Five percent (5%) of the all Fellows of the Medical Fitness Association shall constitute a quorum for the transaction of business at any meeting of the Association. Only Fellows of the Medical Fitness Association actually present shall be counted in determining whether a quorum exists.

**Section 5. Voting** At all meetings of the Association only Fellows of the Medical Fitness Association shall have the right to vote. Each Fellow of the Medical Fitness Association has one vote. Voting must be in person and not by proxy, except in the case of a meeting conducted through an online format in which case a vote may be cast via e-mail or other electronic format that may be approved by a majority of the Board of Directors. Except as otherwise provided by law or these Bylaws, the act of the majority of the Fellows of the Medical Fitness Association at a meeting where a quorum is present shall be the act of the members.

# ARTICLE V

## Board of Directors

**Section 1** The governing body of the Association shall be the Board of Directors. The Board shall supervise, control and direct the business and affairs of the Association, shall actively promote its purposes and shall supervise the disbursement of its funds.

**Section 2. Number, Composition and Qualification** The number of directors shall be no more than eleven (11) consisting of the Chair, Chair-Elect, Secretary-Treasurer, Immediate Past Chair, seven (7) at-large directors with at least one being a physician. There may be no more than one (1) representative of any medical fitness center on the Board of Directors at any one time, except if one of the directors is a physician then there may be up to two (2) representatives of the same medical fitness center at the same time. Only a Fellow of the Medical Fitness Association with a Regular Active Membership is eligible to serve as a director. Notwithstanding the foregoing, the Board of Directors by unanimous consent may appoint no more than one (1) person, who is not a Fellow of the Medical Fitness Association, as an Ad Hoc At-large Director with all rights and authority as the other At-large directors, except shall have no voting rights. After serving in this position for one (1) year, the Board of Directors by majority vote may grant full voting rights to the Ad Hoc Director for the remainder of his or her service as a director. Should the vote of an Ad Hoc Director cause a tie vote on any vote of the Board of Directors, the Chair shall cast a single tie breaking vote.

**Section 3. Southeast Region At-Large Director** In partial consideration of the merger between SEHFA and the Medical Fitness Association one (1) of the seven (7) At-Large Directors referred to in Article V, Section 2 shall be filled as follows: Southeast Region members are hereby authorized to name and designate one (1) member to serve as a Director on MFA's Board of Directors (the "Southeast Region Seat") upon each election of the Southeast Region Seat as the term for such Director expires; provided, however, that this Southeast Region Seat designation shall not preclude other Southeast Region members from election to MFA's Board of Directors. Although not a requirement of these bylaws, it shall be the goal of the Association to seek regional and international diversity among the At-Large Directors in proportion to the overall regional makeup of the Regular Active Membership.

**Section 4. Election** The at-large directors shall be elected by a vote of the Fellows of the Medical Fitness Association as set forth in these Bylaws, except that only those that are members of the Southeast Region may vote for the "Southeast Region seat".

**Section 5. Terms.** The terms of all at-large directors shall be three (3) years. The terms of the other directors shall be contemporaneous with their terms of office or extended by the amount of time necessary to fulfill their position's requirement. Any at-large director may not serve more than two (2) consecutive 3-year terms.

**Section 6. Regular Meetings** The regular annual meeting of the Board of Directors shall be held at such time and place as shall be determined by the Board of Directors. Whenever feasible, the regular annual meeting of the Board of Directors shall be held in conjunction with the Annual Meeting of the Association. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings without other notice than such resolution. An online format must be made available for all additional regular meetings.

**Section 7. Special Meetings** Special meetings of the Board of Directors may be called by or at the request of the Chair or any two (2) directors. The person or persons calling any special meeting of the Board of Directors may fix any place as the place for holding such special meetings; however, an online meeting format must be made available for all special meetings.

**Section 8. Notice** Notice of any regular or special meeting of the Board of Directors, including a statement of the purpose or purposes for which the meeting is called, shall be given at least five (5) days prior thereto, by e-mail. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 9. Quorum** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board.

**Section 10. Manner of Acting** The act of a majority of the directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation of the Association or these Bylaws. If a board member misses two meetings per year, this may result in the consequential loss of the board position.

**Section 11. Vacancies** Any vacancy occurring among the at-large members of the Board of Directors shall be filled by the Board of Directors. Any appointee to fill a vacancy of the “Southeast Region seat” must be a Fellow of the Medical Fitness Association, who is a Regular Active Member of the Southeast Region. The filling of such vacancies shall be undertaken as soon as practicable. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office and until his or her successor shall have been elected and qualified.

**Section 12. Informal Action** Any action which is required by law or the Articles of Incorporation of the Association or these Bylaws to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board or Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Any vote requiring a signature of a Director may be submitted via e-mail. Any such consent signed by all of the directors shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Board of Directors.

**Section 13. Meeting by Conference Call or Online Format** Any action which may be taken by law or the Articles of Incorporation of the Association or these Bylaws at a meeting of the Board of Directors may be taken through the use of a conference telephone or other communications method or computer equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the persons so participating.

**Section 14. Conflict of Interest and Confidentiality** All Board of Directors must sign a “conflict of interest” and “confidentiality” statement annually.

## ARTICLE VI

### Officers

**Section 1. Officers** The officers of the Association shall be a Chair, a Chair-Elect, a Secretary-Treasurer and a Past Chair. No individual may hold more than one office at the same time.

**Section 2. Election and Tenure** The officers of the Association shall be elected by the Fellows of the Medical Fitness Association as set forth in these Bylaws. The Chair and Chair-elect shall serve a two (2) year term. The terms of the Chair and Chair-elect shall run concurrent to one another. The Secretary-Treasurer is elected to a two (2) year term and may be re-elected to a second two (2) year term, which will immediately follow his or her first term. An officer may not otherwise be re-elected to the same position until at least three

(3) years have elapsed. Each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal in the manner hereinafter provided. Only a Fellow of the Medical Fitness Association with a Regular Active Membership is eligible to serve as an officer.

**Section 3. Resignation** Any officer may resign at any time by giving written notice to the Board of Directors or the Chair or Secretary-Treasurer of the Association. Any such resignation shall take effect on the date of receipt of the notice or at such later date as may be specified in the notice.

**Section 4. Vacancies** A vacancy in any office may be filled by action of the Board of Directors at any meeting of the board. An officer elected to fill a vacancy shall serve for the unexpired term of his or her predecessor, and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal.

**Section 5. Chair** The Chair shall be the principal executive officer of the Association and shall in general supervise and direct all of the business affairs of the Association, subject to the direction and control of the Board of Directors. The Chair shall preside at all meetings of the Board of Directors and of the members. The Chair may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except documents the execution of which shall be expressly delegated by law, the Articles of Incorporation of the Association, these Bylaws, or the Board of Directors to some other officer or agent of the Association. The Chair shall, in general, perform all duties customarily incident to the office of Chair and such other duties as may be prescribed from time to time by the Board of Directors.

**Section 6. Chair-Elect** The Chair-Elect shall assist the Chair in the discharge of the duties of the Chair as the Chair may direct, and shall perform such other duties as may be assigned from time to time by the Chair or the Board of Directors.

In the event the office of Chair becomes vacant for any reason before the expiration of the Chair's term, the Chair-Elect shall succeed to the office of Chair. In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Chair-Elect shall perform the duties of the Chair, and when so acting shall have all of the powers of and be subject to all of the restrictions upon the Chair. Upon the completion of the term of the then Chair, the Chair-Elect shall automatically assume the office of Chair for a new two (2) year term. The Chair-Elect shall serve as a member of the finance committee.

**Section 7. Secretary-Treasurer** The Secretary-Treasurer shall keep minutes of the meetings of the Board of Directors in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation of the Association and these Bylaws; shall be custodian of the corporate records and of the seal of the Association; and shall keep a record of the mailing address of each director and officer of the Association and shall have charge of and be responsible for the maintenance of adequate books of account for the Association, shall have charge and custody of all funds and securities of the Association, and be responsible therefore, and for the receipt and disbursement thereof and shall in general perform all duties customarily incident to the office of Secretary-Treasurer and such other duties as may be assigned from time to time by the Chair or the Board of Directors. The Secretary-Treasurer shall serve as the Chair of the Finance Committee.

**Section 8. Past Chair** The immediate Past Chair shall serve in an advisory capacity to the Chair and shall serve as Chair of the Nominating committee, as well as a member of the Executive Committee.

## ARTICLE VII

## Nomination and Election of Directors and Officers

The Nominating Committee, acting in accordance with these Bylaws, shall present to the membership at least one hundred twenty (120) days before the Annual Meeting a *Call for Nominations* which includes any and all seats on the Board of Directors which are vacant and open for nomination, the criteria used for nomination, and the general nomination and election process. No member of the Nominating Committee is eligible to be nominated for any position.

At least thirty (30) days shall be allowed for nominations from the membership after the *Call for Nominations*. The Nominating Committee will then review all applications and submit a proposed slate to the Board of Directors of the Association, which will then cast a vote to approve the slate. Once approved, the slate of nominations will then be submitted to all Fellows of the Medical Fitness Association with a Regular Active Membership, who shall then have thirty (30) days to cast a vote for each available position. The candidate who receives a majority of the votes for each open position at the end of that thirty (30) day period, shall be deemed the victor, provided at least ten (10%) of those eligible voters cast a vote or the results will be considered invalid. In the case of an invalid outcome due to an insufficient number of votes, then the slate will be redistributed to those eligible voters within seven (7) days from the conclusion of the first voting period, who may cast another vote, but no sooner than seven (7) days from the date the slate was redistributed. Those voters shall then have fourteen (14) days to cast a vote for each available position. The candidate who receives a majority of the votes for each open position at the end of that fourteen (14) day period shall be deemed the victor. In the case of a second vote the minimum percentage of voters will no longer be grounds to invalidate the results of the vote. The results of the election shall be announced at the Annual Meeting following the election.

## ARTICLE VIII

### President – Chief Executive Officer (CEO)

The Board of Directors shall employ an individual to be the President - Chief Executive Officer (CEO) of the Association responsible for the performance of such management functions and duties as shall be prescribed or delegated by the Chair or the Board or which may be incident to the position of President – Chief Executive Officer (CEO). The individual shall supervise and direct the business and affairs of the Association, subject to the direction and control of the Chair and the Board of Directors.

## ARTICLE IX

### Committees

**The MFA Standing Committees include but are not limited to: Executive; Nominating; Advisory; Budget and Finance; Certification; Conference; Education; Ethics; Fellowship Review; Membership; and Regional Steering**

**Section 1. Executive Committee** The Board of Directors shall, designate an Executive Committee consisting of the immediate past Chair, the Chair, the Chair-elect and the Secretary-Treasurer and may delegate to such Committee the powers and authority of the Board in the management of the business and affairs of the Association in the interim between meetings of the Board of Directors.

**Section 2. Nominating Committee** The Board of Directors shall designate a Nominating Committee which shall consist of the Chair, the Immediate Past Chair, who shall serve as Chair and four (4) other Fellows of the

Medical Fitness Association. The Committee shall be responsible for nominating one or more eligible individuals for the elected officer positions, Board positions and to fill vacancies on the Board occurring between regular annual meetings of the Board.

**Section 3. Advisory Committee** The current Chairperson of the Board at his or her discretion may convene an advisory committee consisting of past Chairpersons of the Board to advise him or her regarding any issue relevant to the Association. These meetings may be held via conference call or in an alternative form via the internet.

**Section 4. Other Standing Committees** The purpose, make up, authority and relevant criteria of the Budget and Finance Committee, Certification Committee, Conference Committee, Education Committee, Ethics Committee, Fellowship Committee, Membership Committee and Regional Steering Committee are set forth in Appendix 1, which is made a part of these Bylaws, as though fully set forth herein.

**Section 5. Other Committees** Other committees, Standing or Task Force, may be established by resolution of the Board of Director adopted at any duly called and constituted regular or special meeting. Except as noted in resolution to establish a committee, only MFA Regular Active members may participate. The composition, size, purposes and powers of any such committee shall be as provided in such resolution. Except as otherwise provided in such resolution, the Board Chair of the Association shall appoint the Chair, Co-Chair, Board Liaison, and members of each such committee. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Association shall be served by such removal.

- Standing. Those committees used on an ongoing, continual basis
- Task Force. Formed for a limited period of time to address a specific need. When the work of the Task Force is completed, it is dissolved.

**Section 6. Term of Office** Except as otherwise noted in the committee descriptions: Each member of a committee shall serve a term of two (2) years. Each committee member may serve no more than three (3) consecutive 2-year terms as a general committee member. A committee member may serve up to two (2) additional years in the capacity of Chair or Co-Chair. Each member shall continue as such until the next annual meeting of the Board of Directors and until his successor is appointed or until such member's death, resignation or removal if earlier.

**Section 7. Vacancies** Vacancies in the membership of any committee shall be filled by appointments made in the same manner as the original appointments to that committee.

**Section 8. Quorum and Manner of Acting** Unless otherwise provided in the resolution of the Board of Directors establishing a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee.

**Section 9. Notice** Notice of committee meetings shall be given in the same manner as notice of meetings of the Board of Directors.

**Section 10. Informal Action and Meetings by Conference Call** The provisions of these Bylaws dealing with informal action by directors and meeting by conference call shall also be applicable to all committees of the Association.

**Section 11. Conflict of Interest and Confidentiality Statement.** All committee members upon appointment by the Board must sign a “conflict of interest” statement and confidentiality agreement within 30 days of said appointment.

## **ARTICLE X**

### **Finance**

**Section 1. Contracts** The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances. Any transaction whatsoever or multiple transactions involving a single vendor, service or task, which creates an expense to the Association of five thousand (\$5,000.00) dollars or more will require a written contract and must be approved by the Board of Directors. Any such proposed written contract must first be submitted to the Budget and Finance Committee, which in turn shall make a recommendation to the Board of Directors prior to the board vote. The Board of Directors may adjust the dollar amount of this requirement on an annual basis.

**Section 2. Check, Drafts, etc.** All checks, drafts, credit card obligations or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and Countersigned by the chair or Chair-elect of the Association.

**Section 3. Deposits** All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 4. Gifts** The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or device for the general purposes or for any special purpose of the Association.

**Section 5. Books and Records** The Association shall keep correct complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors. The books and accounts to the Association shall be audited annually by independent certified public accountants selected by the Budget and Finance Committee and approved by the Board. The outcome of the annual audit in its entirety shall be submitted to each member of the Board.

**Section 6. Fiscal Year** The fiscal year of the Association shall be determined by the Board of Directors.

**Section 7. Dues** The Board of Directors shall determine the amount and time of payment of dues for all categories of membership. The Board of Directors shall determine the policy(s) and procedure(s) regarding any delinquency in the payment of dues and any refunds for any payment of dues.

## **ARTICLE XI**

### **Waiver of Notice**

Whenever any notice is required to be given under applicable law, the Articles of Incorporation of the Association, or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XII**

### **Indemnification of Directors and Officers**

The Association shall indemnify, to the full extent permitted by applicable law, every officer and director of the Association including the President - CEO, and every former director or officer, and any persons who may have served at the request or by the election or appointment of the Association as a director or officer of another corporation, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they or any of them are made parties, or are parties by reason of being or having been directors or a director or officer of the Association or such other corporation, except in relation to matters as to which any such director or officer or former director or officer or persons shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liabilities. The term "expenses" shall include attorney's fees, court costs, the expenses of investigation in preparation for and attendance at trial, and amounts of judgments, fines and penalties amounts paid at settlement (unless paid to the Association) and other expenses necessarily and reasonably incurred in connection with the defense or settlement of any action, suit or proceeding.

The foregoing right of indemnification shall not be exclusive of any other rights to which any officer or director may be entitled and this indemnification shall be in addition to and not in limitation of any other privilege or power of the Association to indemnify its officers and directors.

The Association shall purchase and maintain insurance on behalf of any person referred to in the preceding paragraphs of this Article against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under provisions of this Article or otherwise.

## **ARTICLE XIII**

### **Amendments**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors.

# Appendix 1

## MFA Standing Committee Definitions

### Budget and Finance Committee

#### 1. Purpose

- a. The Finance Committee's purpose is to oversee all aspects of the Association's financial system. These responsibilities include, but are not limited to:
- b. Review monthly financial statements provided by the President
- c. Assist President with development of annual budget
- d. Investigate anomalies in financial performance and reporting
- e. Make recommendations to the board for approval of expenditures over (\$5,000.00), which amount may be adjusted by the board from time to time.
- f. Participate in oversight of contracts
- g. Auditing financial operation of the Association as needed.
- h. Make recommendations to full board regarding President and staff compensation, including benefits and performance incentives

#### 2. Committee Makeup

- a. The finance committee should be comprised of at least 3 and not more than 5 members of the MFA Board of Directors. The Secretary/Treasurer will act as chair of the committee. The chair-elect shall serve on the committee.

#### 3. Committee Authority

- a. The Finance Committee shall work in coordination and cooperation with the executive committee of the Medical Fitness Association, which shall consider the directives of the Finance Committee. A majority vote of the Board of Directors shall override any activity in which the committee is engaged.

#### 4. Meetings

- a. Regular Meetings of the Finance Committee shall take place no less than Quarterly and as needed, on a day and time to be determined by the chairperson of the committee. Meetings are to be held via conference call or an alternative forum via the internet. Failure to attend two or more meetings during a calendar year may be grounds for dismissal from the committee.

#### 5. Minutes

- a. Minutes of each Finance Committee meeting shall when practical be recorded by a staff member from the Medical Fitness Association executive office, who shall participate in each meeting and when not practical by a member of the committee to be appointed by the chairperson of the committee.

## **Certification Committee**

### 1. Purpose

- a. The Certification Committee provides oversight to the Medical Fitness Association's facility certification process including: Examiner qualifications, training, evaluation and on-going education; periodic review of the facility certification process and standards & guidelines check list; review of facility site visit results and recommendation to the Medical Fitness Association Board of Directors for certification approval/denial of candidate facility; the development of certifications other than the facility certification; and other related certification items as necessary/requested.

### 2. Committee Makeup

- a. The committee shall consist of the following members:
  - i. chairperson and assistant chairperson, who shall be a Fellow of the Medical Fitness Association for a term of one year, not to exceed two consecutive terms. The Committee Chair and Co-chair must be lead facility examiners and a majority of the committee members must be Medical Fitness Association approved examiners. The assistant chairperson/woman may ascend to become the chairperson/woman for an additional term of one year, not to exceed two additional consecutive terms.
  - ii. current members of the Medical Fitness Association, majority of committee members must be Medical Fitness Association approved examiners, as appointed,
  - iii. the chair and assistant chair, as well as all members shall be appointed by the Chairperson of the Board with guidance from the President and his or her staff
  - iv. A member of the Board of Directors shall serve as a liaison between the committee and the Board of Directors.

### 3. Committee Authority

- a. The Certification Committee shall work in coordination and cooperation with the executive office of the Medical Fitness Association, which shall in turn facilitate the directives of the Certification Committee. A majority vote of the Board of Directors shall override any activity in which the committee is engaged.

### 4. Meetings

- a. Regular Meetings of the Certification Committee shall take place no less than every other month on a day and time to be determined by the chairperson of the committee. Except for a meeting to be held at the annual conference, all meetings are to be held via conference call or an alternative forum via the internet. Failure to attend two or more meetings during a calendar year is grounds for dismissal from the committee.

### 5. Minutes

- a. Minutes of each Certification Committee meeting shall when practical be recorded by a staff member from the Medical Fitness Association executive office, who shall participate in each meeting and when not practical by a member of the committee to be appointed by the chairperson of the committee.

## Conference Committee

### 1. Purpose

- a. The Conference Committee shall serve to assist the Medical Fitness Association office in the design, theme, educational opportunities, and support of the annual conference. This committee is responsible for but not limited to the planning of the proctors, greeters, the award ceremony, award selection, social events, education sessions and trade show participation, all of which shall be consistent with the mission statement of the Medical Fitness Association. Regarding the award selection and education sessions, the Conference Committee will work in cooperation with the Education Committee.

### 2. Committee Makeup

- a. The committee shall consist of the following members:
  - i. A Conference Chairperson and two Conference Co-Chairs, who shall be a current Fellow of the Medical Fitness Association for a term of one year, not to exceed two consecutive terms. The co-chairperson may ascend to become the chairperson for an additional term of one year, not to exceed two additional consecutive terms. If the current chair or co-chairs are unable to fulfill their roles, the Board of Directors will appoint a qualified fellow as a replacement chair or co-chair.
  - ii. Current members of the Medical Fitness Association, as appointed,
  - iii. The chair and co-chairs, as well as all members shall be appointed by the Chairperson of the Board with guidance from the President and his or her staff.
  - iv. A member of the Board of Directors shall serve as a liaison between the committee and the Board of Directors.

### 3. Committee Authority

- a. The Conference Committee shall work in coordination and cooperation with the executive office of the Medical Fitness Association, which shall in turn facilitate the directives of the Conference Committee. A majority vote of the Board of Directors shall override any activity in which the committee is engaged.

### 4. Meetings

- a. Regular meetings of the Conference Committee shall take place no less than one time every other month on a day and time to be determined by the chairperson of the committee. Meetings are to be held via conference call or an alternative forum via the internet. Failure to attend two or more meetings during a calendar year may be grounds for dismissal from the committee.

### 5. Minutes

- a. Minutes of each Conference Committee meeting shall when practical be recorded by a staff member from the Medical Fitness Association executive office, who shall participate in each meeting and when not practical by a member of the committee to be appointed by the chairperson/woman of the committee.

## **Education Committee**

### 1. Purpose

- a. The Education Committee shall serve to strategically plan, schedule, enhance and promote opportunities to present educational programs, seminars, articles and other forums of teaching and learning to both the membership of the Medical Fitness Association, as well as to the public at large, all of which shall be consistent with the mission statement of the Medical Fitness Association. These educational methods shall include, but not be limited to webinars, seminars, and journal articles – online and in print, preparation and/or distribution of educational materials and presentations at our annual, regional and other conferences or meetings.
- b. The Education Committee shall also serve to enhance and promote the dialogue regarding the goals of the Medical Fitness Association, as set forth in our mission statement among the membership of our organization, as well as the public at large.
- c. In this regard the committee may compile, prepare, analyze and disseminate information and data and any other steps consistent with this purpose.

### 2. Committee Makeup

- a. The committee shall consist of the following members:
  - i. Chairperson and assistant chairperson, who shall be a current Fellow of the Medical Fitness Association for a term of one year, not to exceed two consecutive terms. The assistant chairperson may ascend to become the chairperson/woman for an additional term of one year, not to exceed two additional consecutive terms.
  - ii. Current members of the Medical Fitness Association, as appointed,
  - iii. The chair and assistant chair, as well as all members shall be appointed by the chairperson of the Board with guidance from the President and his or her staff
  - iv. A member of the Board of Directors shall serve as a liaison between the committee and the Board of Directors.

### 3. Committee Authority

- a. The Education Committee shall work in coordination and cooperation with the executive office of the Medical Fitness Association, which shall in turn facilitate the directives of the Education Committee. A majority vote of the Board of Directors shall override any activity in which the committee is engaged.

### 4. Meetings

- a. Regular Meetings of the Education Committee shall take place no less than every other month on a day and time to be determined by the chairperson of the committee. Except for a meeting to be held at the annual conference, all meetings are to be held via conference call or an alternative forum via the internet. Failure to attend two or more meetings during a calendar year is grounds for dismissal from the committee.

## 5. Minutes

- a. Minutes of each Education Committee meeting shall when practical be recorded by a staff member from the Medical Fitness Association executive office, who shall participate in each meeting and when not practical by a member of the committee to be appointed by the chairperson of the committee.

## **Ethics Committee**

### 1. Purpose

- a. The Ethics Committee shall serve to develop, review and update ethical standards and procedures of the organization and to act where there is a perceived breach of ethical behavior.

### 2. Committee Makeup

- a. The committee shall consist of the following members:
  - i. It shall be chaired by the current Chair Elect and include as its members the current chairperson of the Board, the Secretary/Treasurer, and two Members at Large for the purpose of oversight, recommendations and direction. The Members at Large will serve for one year and will be appointed by the current chairperson of the board.

### 3. Committee Authority

- a. The Ethics Committee shall work in coordination and cooperation with the executive committee of the Medical Fitness Association, which shall consider the directives of the Ethics Committee. A majority vote of the Board of Directors shall override any activity in which the committee is engaged.

### 4. Meetings

- a. Regular Meetings of the Ethics Committee shall take place no less than once per year on a day and time to be determined by the chairperson of the committee. Meetings are to be held via conference call or an alternative forum via the internet. Failure to attend two or more meetings during a calendar year may be grounds for dismissal from the committee.

### 5. Minutes

- a. Minutes of each Ethics Committee meeting shall when practical be recorded by a staff member from the Medical Fitness Association executive office, who shall participate in each meeting and when not practical by a member of the committee to be appointed by the chairperson/woman of the committee.

## **Fellowship Review Committee**

### 1. Purpose

- a. The purpose of the Fellowship Review Committee is to review and recommend approval/denial of Medical Fitness Association Fellowship Status to fellow applicants. The committee also oversees the fellowship application process and associated forms, policies and procedures.

### 2. Committee Makeup

- a. The Fellowship Review Committee consists of six Medical Fitness Association Fellow members appointed by the Medical Fitness Association Executive Board Chairperson.
- b. Committee members must be Medical Fitness Association Fellows. The committee is supported by a Medical Fitness Association Staff Member as assigned by the Medical Fitness Association President/CEO.

### 3. Committee Authority

- a. Authority to recommend approval/denial of fellow applicants to the Medical Fitness Association Executive Board. The Medical Fitness Association Board reviews and votes on the Fellowship Review Committee recommendations.

### 4. Meetings

- a. Regular Meetings of the Fellowship Review Committee shall take place no less than bi-annually, convened within 1 month of each application deadline. Meetings are to be held via conference call or an alternative forum via the internet. Failure to attend two or more meetings during a calendar year may be grounds for dismissal from the committee.

### 5. Minutes

- a. Minutes of each Fellowship Review Committee meeting shall when practical be recorded by a staff member from the Medical Fitness Association executive office, who shall participate in each meeting and when not practical by a member of the committee to be appointed by the chairperson of the committee.

## **Membership Committee**

### 1. Purpose

- a. The Membership Committee is responsible for providing leadership for growth and development of the membership, vendors and best-in-class partners by providing input for marketing, surveys and other forms of communication in collaboration with the Medical Fitness Association office. Results of these surveys and studies are summarized by the Committee in reports to the Board of Directors, members, vendors and best-in-class partners all of which shall be consistent with the mission statement of the Medical Fitness Association.

### 2. Committee Makeup

- a. The committee shall consist of the following members:
  - i. Chairperson and assistant chairperson, who shall be a current “fellow” of the Medical Fitness Association for a term of one year, not to exceed two consecutive terms. The assistant chairperson may ascend to become the chairperson for an additional term of one year, not to exceed two additional consecutive terms.
  - ii. Current members of the Medical Fitness Association, as appointed,
  - iii. The chair and assistant chair, as well as all members shall be appointed by the Chairperson of the Board with guidance from fellow board members, the President and his or her staff
- b. A member of the Board of Directors shall serve as a liaison between the committee and the Board of Directors.

### 3. Committee Authority

- a. The Membership Committee shall work in coordination and cooperation with the executive office of the Medical Fitness Association, which shall in turn facilitate the directives of the Membership Committee. A majority vote of the Board of Directors shall override any activity in which the committee is engaged.

### 4. Meetings

- a. Regular Meetings of the Membership Committee shall take place no less than every other month on a day and time to be determined by the chairperson of the committee. Meetings are to be held via conference call or an alternative forum via the internet. Failure to attend two or more meetings during a calendar year may be grounds for dismissal from the committee.

### 5. Minutes

- a. Minutes of each Membership Committee meeting shall when practical be recorded by a staff member from the Medical Fitness Association executive office, who shall participate in each meeting and when not practical by a member of the committee to be appointed by the chairperson of the committee.

## **MFA Regional Steering Committee**

### 1. Purpose

- a. The Regional Steering Committee's purpose is to support and expand the Regional Chapters so they may provide educational opportunities to all centers regardless of size and resources. The Regional Chapter Committees promote leadership development among members by fostering a regional environment of collaboration and exchange of ideas. The Committees, in collaboration with the Medical Fitness Association office, promotes access to learning for co-workers at all levels of the organization they serve by offering regional conferences, workshops and seminars consistent with the mission statement of the Medical Fitness Association.

### 2. Committee Makeup

- a. The committee shall consist of the following members:
  - i. A member of the Board of Directors shall serve as chairperson along with an assistant chairperson as appointed.
  - ii. Chairperson and assistant chairperson, who shall be a current Active Member of the Medical Fitness Association for a term of one year, not to exceed two consecutive terms. The assistant chairperson may ascend to become the chairperson for an additional term of one year, not to exceed two additional consecutive terms.
  - iii. Current Active Members of the Medical Fitness Association representing each Regional Chapter, as appointed.
  - iv. The chairperson and assistant chairperson, as well as all members shall be appointed by the Chairman of the Board with guidance from the President and fellow board members.

### 3. Committees Authority

- a. The Regional Steering Committee shall work in coordination and cooperation with the executive office of the Medical Fitness Association, which shall in turn facilitate the directives of the Regional Chapter Committees. A majority vote of the Board of Directors shall override any activity in which the committees are engaged.

### 4. Meetings

- a. Regular Meetings of the Regional Steering Committee shall take place no less one time per year and time to be determined by the chairperson of each committee. Meetings are to be held via conference call or an alternative forum via the internet. Failure to attend two or more meetings during a calendar year may be grounds for dismissal from the committee.

### 5. Minutes

- a. Minutes of each Regional Steering Committee meeting shall when practical be recorded by a staff member from the Medical Fitness Association executive office, who shall participate in each meeting and when not practical by a member of the regional committee to be appointed by the chairperson of the committee.