

**2023.2.9 UPDATED BW**  
**BYLAWS OF**  
**GILA MULTISPECIALTY IPA, L.L.C.**

**ARTICLE I**

**GENERAL**

Section 1.      Status of Organization. The Organization has been formed under, and shall be governed by, the New Mexico Limited Liability Organization Act, 53-19-1 et seq. (the “Act”). The provisions of the Act shall supersede any provision of these Bylaws inconsistent with the Act.

**ARTICLE II**

**OFFICES**

Section 1.      Registered Office and Agent. The Organization shall maintain a registered office in the State of New Mexico and shall have a registered agent whose business office is identical with the registered office.

Section 2.      Other Offices. In addition to its registered office, the Organization may have offices at any other place or places as the Board of Managers may from time to time select or as the business of the Organization may require or make desirable, whether within or without the State of New Mexico.

Section 3.      Definitions. Definitions applicable to the Bylaws can be found in Article VIII.

**ARTICLE III**

**MEMBER PARTICIPANTS**

Section 1.      Class of Member Participants and Member Participant Meetings.

- a. The Organization shall have **two (2) classes of Members**, **Physician Members** and **Provider Member**s. Physician Member includes medical doctors (MD), Doctor of Osteopathic Medicine (DO) and Doctors of Podiatry (DMP). Qualifications and rights of Members shall be as set forth herein below. Provider Members include non-physician direct providers of care and health service entities or firms. All Members, both voting and nonvoting of the association shall be considered Members of the association.
- b. Members must complete and submit all requested information for consideration of Membership, including the Operating Agreement provided by the Organization.

- c. Member Participants must maintain adequate malpractice insurance and must satisfy all credentials criteria as established by the Board of Managers.
- d. Members that do not have at least one plan agreement shall be non-voting Members. Non-voting Members may participate in GMIPA review and ballots associated with plan agreement review follow the requirements of the Operating Agreement.
- e. **Physician Members** shall consist of eligible physicians who acquire interest in the Organization, whose principal location of practice is in New Mexico, and who has, in the opinion of the Board of Managers, the educational training, qualifications and experience necessary to ensure a high quality of medical care. Physician Members shall be the voting Members of the Organization.
- f. **Provider Member**s may acquire interest in the Organization if they meet the following qualifications: principal location of is in New Mexico, including but not limited to providers of health care services, home care, mental health and substance abuse services; and have the educational training, qualifications, and experience necessary to ensure the delivery of high quality medical care. **Provider Member**s shall be **voting Member**s of the Organization.

Section 2. Member Meetings. Any meeting of the Members of the Organization, whether an annual meeting or a special meeting, may be held either at the principal office of the Organization or at any place within the State of New Mexico. The annual meeting of the Members of the Organization shall be held during the calendar year (the fiscal year) of the Organization, provided, that the annual meeting may not be held on a legal holiday. All Meetings of the Members shall require a quorum of 51% of voting Members to establish a Meeting Quorum. All Meetings of the Organization shall adhere to Roberts Rules of Order, revised.

Section 3. Special Meetings. A special Meeting of the Members may be called at any time, for any lawful or authorized purpose or purposes whatsoever, by the Chairman of the Board, a majority of the Board of Managers, or upon the written request of Voting Members holding not less than thirty percent (30%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting. Such a call for a special meeting must describe the purpose for which it is to be held. Only business within the purpose described in the meeting notice may be conducted. Voting on all matters shall be by voice vote or by show of hands by Voting Members unless anyone qualified to vote, prior to the voting on any matter, demands vote by ballot, in which case each ballot shall state the name of the Member voting and the number of Interests voted by him or her. If the ballot is to be cast by proxy, it shall also state the name of the proxy. Special Meetings of the Members shall require Quorum requirements as described in Section 2.

Section 4. Proxies. A Member entitled to vote pursuant to Section 1 above may vote in person or by proxy executed in writing by the Member. All proxies must have an effective date. No proxy shall be valid in excess of 12 months from its effective date. If not dated by the Member giving

the proxy, the effective date of the proxy is the date on which it is received by the person appointed to serve as proxy, which date must be noted by the appointee on the appointment form. If the validity of any proxy is questioned, it must be submitted to the secretary of the Member meeting for examination or to a proxy officer or committee appointed by the person presiding at the meeting. The secretary of the meeting, or if appointed, the proxy office or committee, shall determine the validity or invalidity of any proxy submitted, and reference in the minutes of the meeting to the regularity of a proxy shall be received as prima facie evidence of the facts stated for the purpose of establishing the presence of a quorum at the meeting and for all other purposes.

Section 5. Presiding Officer. The Chairman of the Board or a Board Member representative shall serve as the Chairman of every Organization meeting.

Section 6. No Meeting Necessary. When any action required by law or permitted to be taken at any Organization meeting may be taken without a meeting if the action is passed by a majority vote of the voting Members. Such votes may be delivered in person, electronically or by telephone. The Organization shall give written notice of actions taken without a meeting to Members as required by the Act.

## ARTICLE IV

### BOARD OF MANAGERS

Section 1. Functions and Definitions. The business and affairs of the Organization shall be managed by a Governing board, which is herein referred to as the “Board of Managers,” the “Board,” or “Managers”. The use of the phrase “entire Board” or “full Board” in these Bylaws refers to the total number of Managers which the Organization would have if there were no vacancies.

Section 2. Qualifications and Number. Each Manager shall be at least 18 years of age.

A Manager described under (a) or (b) below shall be a Voting Member of the Organization. The number of Managers constituting the entire board shall total seven (7) and shall consist of, **at a minimum**, (2) two Primary Care Physicians, and **at a minimum** (2) two Non-Primary Care Physicians and up to (3) Provider Member Participants. For purposes of the foregoing, a “Primary Care Physician” he/she shall be a physician who practices internal medicine, Pediatrics, OBGYN, or family practice. The Board shall obtain nominations for the Physician Board Member Seats from the Physician Member Participants. The Provider Board Member nominations shall be submitted by the Provider Member Participants. The composition of the Board of Managers may be modified by a majority vote of the Board Members.

Section 3. Election: Tenure.

At the first annual meeting of the Members and at each annual meeting thereafter including special meetings; or by written Ballot in lieu of a meeting, the Members will elect, by a majority

vote, the Managers to fill existing or anticipated vacancies on the Board of Managers following Section 2 above. The Board of Managers may appoint a Nominating Committee from the Membership that shall prepare a slate of nominees from the Membership to fill all existing or anticipated vacancies on the Board of Managers. The slate of nominees shall be submitted to the Members with the notice of the annual meeting (or special meetings at which the election of Managers may be held). A slate shall include nominees for each vacancy on the Board. The Members shall nominate the slates of nominees in a manner that effectuates the requirements of Section 2 above. Members may nominate other candidates from the floor at the Membership Meeting.

(a) Board Member Participants shall be elected in the following manner:

(i) Voting Members who are Primary Care Physicians shall elect two Primary Care Physician managers and two non-primary care Physicians shall be elected by non-primary care providers. The candidates with the highest number of votes will be deemed elected. If two or more candidates receive same number of votes, a run-off election shall be held.

(ii) The Board shall obtain nominations from the Provider Members for Provider Members to serve on the Board of Managers. The Board shall select the Member Participant(s) from those nominated by the Provider Members to serve on the Board of Managers. The appointed Provider Member(s) will serve a two-year term and shall have a vote on the Board of Managers.

(iii) Managers shall normally be elected for a term of two (2) years and may serve additional terms.

Section 4. General Powers. All corporate powers shall be exercised by or under the authority of and the business and affairs of the Organization shall be managed under the direction of the Board of Managers, except for those matters reserved to vote of the Members. In addition to the powers and authority expressly conferred upon it by these Bylaws, the Board of Managers may exercise all powers of the Organization and do all lawful acts and things as are not by law, by any legal agreement among Members, by the Articles of Organization, the Operating Agreement, or by these Bylaws directed or required to be exercised or done by the Members.

## ARTICLE V

### COMMITTEES

Section 1. Standing Committees.

(a) Managed Care/Marketing. Tasks to be performed in connection with managed care and marketing would include overseeing the preparation and/or compliance of all contracts or agreements for medical services to be executed and delivered by or to the Organization; making such recommendations to the Board of Managers as may be necessary to assist the Board in the Board's ultimate responsibility with respect to the review of such contracts or agreements; analyzing and making recommendations relating to guidelines; analyzing and assisting in

developing marketing plans and service programs; and performing such other duties related to marketing, and contracting as directed from time to time by the Board.

(b) Nominating Committee. The Nominating committee shall consist of a Board Member and at least two other persons, who must be Voting Members (but need not be Managers). It shall prepare a slate of nominees for election as Managers. It shall meet as necessary to carry out such responsibilities, together with others as may be assigned to it by the Board. Any Nominating Committee shall be constituted with a reasonable balance of Primary Care, Non-Primary Care Physicians and Provider Members.

(c) Credentialing Committee. GMIPA Credentialing Committee shall consist of three (3) New Mexico licensed health professionals which, whenever possible, shall consist of a Chairperson appointed by the Board, a Primary Care Physician and a either a specialist Physician or a Non-Physician Member. The purpose of the committee is to support delegated credentialing efforts on behalf of GMIPA Members. The Committee shall meet, as necessary. The Committee may review initial and recredentialing Member Participant files, policies and processes and make recommendations to the Board of Managers on Credentialing. Committee may review Delegated Credentialing Policies and Procedures on an annual basis and update as needed. Members of this committee shall receive compensation for these meetings as set by the Board.

## **ARTICLE VI**

### **Bylaw Revisions**

Any additions, deletions or modifications to these Bylaws must be approved by a majority vote of the voting Members at a general meeting that meets Quorum requirements of the Members, or by electronic communication. Advance notice of Bylaws changes will be provided to the Member Participants.

## **ARTICLE VII**

### **DEFINITIONS**

The following terms used in these Bylaws shall have the following meanings (unless otherwise expressly provided herein)

“Board of managers.” The governing body of the Organization, elected in the manner described in the Bylaws.

“Bylaws.” Bylaws contain the policies and provisions by which the Organization shall be governed.

“Organization.” Gila Multispecialty IPA, L.L.C., a limited liability Organization created pursuant to the New Mexico Act.

"GMIPA." Gila Multispecialty IPA

"Manager." A person elected to serve on the Board of Managers of the Organization.

"Member or Member Participant." The individual physician or group practices, licensed health care professional, and other such persons, firms, or entities which may be admitted as Member in the manner set forth herein, or as defined in Article III, Section 1(a) of the Bylaws.

Approved by the Membership \_\_\_\_\_ Date \_\_\_\_\_

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