

The Washington Academy of Physician Assistants

Bylaws

Preamble

This organization shall be representative of Physician Assistants within the state of Washington. The primary objective of this organization is to enhance quality medical care to the people of Washington through the promotion of high standards and peer review, through a process of continuing education, and by cooperating with and supporting other healthcare providers.

Article I. Membership

The Washington Academy of Physician Assistants shall be representative of physician assistants, physician assistant students and other interested individuals within Washington State, who meet the specified Bylaws and requirements specified by the Board of Directors.

Section I. Membership categories are: a) Fellow, b) Colleague, c) Sustaining, d) Student, e) Affiliate, and d) Out-of-State. All AAPA fellow members are eligible for membership in WAPA.

Section II. A FELLOW member is a NCCPA certified PA or a graduate from an accredited (as recognized by the AAPA and APAP) PA program, who shall be employed within Washington State, AND is also a member in good standing of AAPA. Fellow members shall be entitled to the privilege of the floor, to vote and to hold formal office.

Section III. A COLLEAGUE member is a physician assistant who is NOT a fellow member of the AAPA, but who otherwise meets the requirements set forth for fellow membership. Colleague members shall be entitled to the privilege of the floor and to vote, but may not hold formal office.

Section IV. A SUSTAINING member is a PA eligible for fellow membership who has chosen not to actively practice in the profession and/or one who is retired. Sustaining members shall be entitled to the privilege of the floor but may not vote or hold formal office.

Section V. A STUDENT member is a person enrolled in a CAHEA or CAAHEP accredited program or any unaccredited program recognized by the AAPA. Student members shall be entitled to the privilege of the floor but may not vote or hold any office except as an elected Student Representative.

Section VI. An AFFILIATE membership shall be restricted to those persons providing services in the health care field who do not qualify for any other membership category. Affiliate members shall be entitled to the privilege of the floor but may not vote or hold formal office.

Section VII. An OUT-OF-STATE membership shall be restricted to persons who are graduates from a CAHEA or CAAHEP accredited program or NCCPA certified PAs who reside and work outside of the state of Washington. Out-of-state members shall be entitled to the privilege of the floor but may not vote or hold formal office. A PA residing and/or working outside the state of Washington may choose to be a fellow or associate member if qualifications for those membership categories are met, and they would then be entitled to those privileges. AAPA members who belong to more than one constituent organization may vote on AAPA issues in only one constituent organization.

Section VIII. An HONORARY member is a person of distinction who has rendered outstanding service to the Academy and has been voted honorary membership by the Board of Directors. Non-physician assistant honorary members shall have the privilege of the floor but may not vote or hold

formal office. Physician assistant honorary members shall have all the rights and privileges of fellow members.

Section IX. All applications for membership shall be made in writing on an application form provided by this organization. The membership committee or its designee will review the applications.

Section X. Peer Review. The purpose of peer review is to protect the public against misconduct. Any member may, in good faith, prefer charges against any other member who is believed to have violated the principles of medical ethics, the rules and regulations of the Academy, or the AAPA, or who is believed to be otherwise guilty of conduct justifying censure, suspension or expulsion from the Academy. Such charges shall be brought in the manner herein specified.

1. Such charges must be in writing and signed by the accuser or the accusers and must state the specific complaint.
2. Such charges must be filed in writing with the WAPA Secretary and he/she will assure that a copy will be sent to each of the voting members of the Board of Directors as well as the accused. The voting members of the Board of Directors for the purpose of considering such charges shall set a date for a hearing. Said hearing shall be held no later than thirty (30) days after the date such charges were filed with the WAPA Secretary.
3. The voting members of the Board of Directors such determine appropriate action by a majority vote of the members present recognizing that a quorum must be present to proceed. The Board may dismiss all charges, exonerate, censure, suspend or expel the accused or may seek further information regarding the charges. The Board of Directors will issue a written response regarding the case, which shall contain its decision without other statements or opinions about the case and shall be signed by the President of the Washington Academy of Physician Assistants.

Section XI. Appeal. Any member who has been censured, suspended or expelled by the Board of Directors may appeal such action within six (6) months after written notice is sent. The Board of Directors shall designate a time and place for a hearing of the appeal, and after giving the applicant and representatives reasonable opportunity to be heard, shall by a majority vote either sustain or reject the action of censure, suspension, or expulsion. The decision of the Board of Directors on appeal shall be final.

Article II. Powers of the Board of Directors

Section I. Without prejudice to the powers conferred by these Bylaws, it is expressly declared that the Board of Directors shall have the following powers:

- 1) To appoint and amply, and at its discretion to remove and suspend, permanently or temporarily, such officers, managers, subordinate managers, assistants, clerks and agents as it may, from time to time, choose, and to determine and fix their duties, and from time to time fix and change their salaries and emoluments, and to require such security in such instances and in such amounts as it may determine, and to confer by resolution upon any officer of the corporation the right to choose, remove, or suspend all subordinate officers or agents and to fix and change their remuneration;
- 2) To determine who shall be authorized to sign, on the organization's behalf, bills, receipts, endorsements, checks, releases, contracts and documents;
- 3) To impose such charges, dues and/or assessments, as it may deem advisable for purposes of furthering the corporation objectives;
- 4) To approve all appointments by the Executive Committee to fill vacancies on the Board of Directors.

Article III. Meeting of the Membership

Section I. The Board of Directors shall designate the time and place of the annual meeting of the Washington Academy of Physician Assistants and shall announce such meeting sixty (60) days before the meeting date. At this meeting, reports on affairs of the organization for the preceding year will be given by the officers of the organization.

Section II. Special meetings of the organization may be called by the President, or by order of the Board of Directors. Written notice of such meeting shall be mailed (postal or electronic) to the membership by not less than thirty (30) days.

Section III. A majority of the membership present shall constitute a quorum at any meeting of the organization.

Article IV. Annual Elections

Section I. The annual elections for the voting members of the Board of Directors shall be by mail ballot of the membership. Written notice describing the office vacancies, requests for nominations and election procedures shall be announced to the members by October 1. Nominations must be received by December 1. Declaration of intent and other materials are due from candidates by December 15. Ballots shall be mailed to the members by January 15. Ballots may be submitted at the Winter CME Conference or returned by mail. Ballots will be counted on February 15. Election results shall be sent to the candidates and the Board of Directors and will be submitted to the WAPA News Monitor for publication in the March/April newsletter. Ballots will be counted by the President-Elect and the Election Committee Chair. Ballots shall be mailed to all Fellow members. Colleague members and/or any Fellow member already represented by another Constituent Chapter (e.g., Military, VA, etc.) will receive ballots for regional and statewide offices, but are not eligible to vote for AAPA delegates.

Section II. Criteria for elected positions. All candidates for elected Board of Directors positions shall be Fellow members of WAPA and AAPA in good standing, and shall reside and/or work in Washington State.

Section III. Terms of Office

1. President-Elect: One (1) year as President-Elect, one (1) year as President, and one (1) year as Immediate Past President.
2. Secretary: Two (2) years.
3. Treasurer: Two (2) years.
4. Regional Director: Two (2) years. The membership from each region shall elect a Director from odd numbered regions in odd numbered years, and from even numbered regions in even numbered years.

Section IV. Student representatives shall be elected to serve on the Board of Directors by the first year students enrolled in any physician assistant training program and/or satellite within the state of Washington that is accredited by CAHEEP or its successor body. One (1) representative from each program/satellite shall be elected by the students at each program/satellite.

The term of office for the Student Representative will run until a new Student Representative is elected by the next class to enter the physician assistant training program/satellite, or until the end of the calendar year in which the Student Representative graduates from the physician assistant training program/satellite, whichever comes first. Student representatives shall determine amongst themselves at each Board meeting which representative will cast the one (1) vote allowed for student representatives.

Section V. Should a position on the Board of Directors become vacant; it will be filled by appointment by the Executive Committee with the approval of the Board of Directors and shall be for the duration of that term. Any vacancy in the student representative positions will be filled through procedures decided upon by that program/satellite.

Article V. Election of Delegates to the AAPA House of Delegates

Section I. The annual Election of Delegates to the AAPA House of Delegates shall be by mail ballot as described in Article IV. Section I.

Section II. All nominees must be Fellow members of WAPA and AAPA in good standing.

Section III. Terms and numbers of delegates. The numbers of delegates elected shall be based upon the apportionment assigned by the AAPA. The minimum apportioned is two (2). Two (2) delegates shall serve for two (2) year terms, elected on alternating years. Additionally apportioned delegates shall serve for one (1) year. The senior delegate shall serve as the Chief Delegate.

Section IV. Student representatives may neither vote for, nor serve as, delegates or alternates to the AAPA House of Delegates. Student representatives are restricted from voting on any AAPA issue, since they are represented by their elected AAPA Student representative. Student Academy delegates in the House of Delegates may introduce resolutions via their Student Academy officers.

Article VI. Meeting of the Board of Directors

Section I. The Board of Directors shall hold meetings at such times and at such places as may be designated by the President, but in no event shall there be less than two such meetings in any calendar year. A quorum must be present and shall consist of a majority of the elected, voting members of the board being present for the purposes of transacting business.

Section II. Special meetings may be called by the WAPA Secretary at the request of the President, or upon written request to the President of at least fifteen (15) members of the organization. The object of the special meetings shall be stated in the call and no other business shall be transacted. Notice of special meetings shall be transmitted by mail (postal or electronic) no less than fourteen (14) days prior to such meetings.

Section III. Officers and elected Board of Directors members shall be present (in person or via teleconferencing) for no less than fifty percent (50%) of official board meetings a year, or be subject to forfeiture of their position.

Article VII. Board of Directors and Duties of the Officers

Section I. Officers. The officers of the WAPA Board of Directors shall be a President, a President-Elect, a Secretary, a Treasurer, and an Immediate Past President. Officers are voting members of the Board of Directors and the terms of their office is specified in Article IV, Section III.

Section II. Regional Directors. There shall be one regional director from each of the numbered regions within the organization. Regional directors are voting members of the Board of Directors and their terms of office are specified in Article IV, Section III.

Section III. AAPA Delegates. AAPA Delegates are voting members of the Board of Directors. They shall take their place as voting members on the Board on July 1, following their February election and shall serve for the term elected.

Section IV. Student Representatives. Student representatives shall have 1 collective vote on the Board of Directors.

Section V. Duties of the Officers

Complete job descriptions and duties of officers, directors, delegates, representatives and committee chairs shall be kept in the WAPA administrative office. Those duties include, but are not limited to the following:

- 1) The President shall preside at all business meetings of the organization and of the Board of Directors. The President shall make, to the annual meeting of the organization, a full report of the year's activities. The President shall appoint all standing committees of the Board of Directors and shall designate the Chairperson of each, subject to the approval of the Board of Directors. If the President is unable to perform the duties of the office, the President-Elect will assume the position.
- 2) The President-Elect must be present at $\frac{3}{4}$ of all officially designated meetings or forfeit the position. Should the President-Elect forfeit the position, it may be filled by appointment by the Executive Committee with confirmation by a majority of the Board of Directors. The President-Elect succeeds to the presidency at the conclusion of the first elected year. The President-Elect shall assume the duties of the President in his/her absence.
- 3) Secretary: The Secretary will keep minutes of all meetings of the organization, be responsible for all organization communications including the newsletter and the web site, and notify all members of meetings.
- 4) Treasurer: The Treasurer shall maintain accurate records of the financial status of the organization, collect yearly dues from all members, deposit into the organization's account all money received by the organization, and with the President's approval pay all bills approved by the organization and record all receipts of those payments.
- 5) Immediate Past President: The Immediate Past President will serve as an advisor to the President and to the Board of Directors.
- 6) Regional Directors: The Regional Directors function as representatives of the membership from within their geographic region to the Board of Directors.
- 7) Student Representatives: The Student Representatives function as representatives of their respective classes to the Board of Directors.
- 8) AAPA Delegates: The AAPA Delegates function as representatives of the Academy to the AAPA's House of Delegates and report their activities to the Board of Directors.

Article VIII. Executive Committee

Section I. The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Immediate Past President, Secretary and Treasurer.

Section II. The Executive Committee shall be empowered to act for the Board of Directors on emergency matters or those matters delegated by the Board.

Actions of the Executive Committee shall be reported to the Board of Directors no later than the Board's following meeting. All such Executive Committee actions must be reviewed by the Board of Directors and shall be included in the official Board minutes.

Article IX. Standing Committees

Section I. Standing Committees may be designated by the Board of Directors or established by the President, by and with the consent of the Board of Directors.

Section II. Each standing committee shall be responsible for the performance of the duties and functions delegated to it by the Board of Directors or the President.

Section III. Standing committees shall hold regular meetings and shall make written or verbal reports at each meeting of the Board of Directors.

Section IV. The Chairperson of each standing committee shall be a non-voting member of the Board of Directors.

Section V. WAPA will provide a Health and Well-Being committee, which shall be available to provide assistance and referral, if requested, to the impaired practitioner's forum through the Washington State Medical Association.

Article X. Removal of Board of Directors Members

Section I. Any elected member of the Board of Directors may be removed from office by a three-fourths (3/4) majority vote of the other members of the Board of Directors with cause. Cause shall include, but shall not be limited to gross dereliction of duty, and/or malfeasance.

Section II. Elected officers or directors may be removed through a special election called for that purpose upon a request to the President by twenty percent (20%) of the voting membership. A simple majority of valid ballots cast shall be required for removal.

Section III. Any officer or director facing removal shall be given at least thirty (30) days notice of the impending vote, and shall be given the opportunity to defend him/herself with counsel before the voting body.

Article XI. Amendments

Section I. The power to amend Bylaws shall be vested solely in the Board of Directors.

Section II. These Bylaws may be amended at any meeting of the Board of Directors by a two-thirds vote, provided that the amendment has been submitted in writing to the Board members and has been published in an official publication of this Academy at least thirty (30) days prior to the meeting of the Board of Directors.

Section III. By an 80% vote of all voting members of the Board of Directors present, a proposal to amend the Bylaws may be made and acted upon at the same meeting without prior notice. An 80% vote of those voting members of the Board of Directors present shall likewise be required for adoption of such amendments.