

Bylaws of the
Nevada Academy of Physician Assistants
Proposed Changes 2016-2017

Article I

The name of this non-profit corporation shall be the Nevada Academy of Physician Assistants (NAPA) and only members of this corporation as provided herein shall be permitted to use this name.

Article II

The principle office of this corporation shall be located within the state of Nevada.

Article III

The purpose of this corporation is to promote the physician assistant profession and support the physician assistants practicing in Nevada.

Article IV

Membership and Dues

Section 1. Membership: Membership in this corporation shall consist of the following categories:

- A. Fellow members: A fellow member shall be a physician assistant who is a graduate of a physician assistant program approved by the Accreditation Review Commission of Physician Assistant Education (ARC-PA) or its predecessor and who has concurrent Fellow membership in the American Academy of Physician Assistants (AAPA). A Fellow member shall have all the rights and privileges of the corporation including the right to vote and hold office.
- B. Associate members: An associate member shall include a physician assistant who is not an AAPA member. Associate members shall be entitled to all the privileges of the corporation but shall not be entitled to vote on AAPA affairs. An Associate member may be elected to serve as a Director-at-Large or committee chair, however, shall not hold other offices.
- C. Affiliate members: An affiliate member shall include other persons approved by the Board of Directors of NAPA, including other health professionals. An affiliate member shall have all the privileges of the corporation but cannot vote or hold elected office in the corporation.
- D. Student members: A student member shall be a person enrolled in an ARC-PA accredited program. A student member shall have all the privileges of the corporation including the right to hold student office on the Board of Directors but are not otherwise entitled to vote.
- E. Physician members: A physician member shall include licensed physicians who desire to associate with the corporation. A physician member shall have all the privileges of the corporation but may not vote or hold office.
- F. Honorary members: Honorary members of this corporation shall be individuals of distinction who have rendered outstanding service to the corporation. Honorary members will be proposed and approved by the Board of Directors of this corporation. Honorary members shall have all the privileges of the corporation but shall not be entitled to vote, or hold office, and will not be assessed any dues.

Section 2. Dues:

- A. The annual dues of the members shall be as follows: Fellow, Associate, Affiliate, Student, and Physician dues shall be proposed and approved by the Board of Directors. Honorary members will not pay dues.
- B. Failure to pay dues: Any members who shall fail to pay his/her dues or assessments sixty (60) days after the due date, shall be automatically suspended from membership in this corporation.
- C. Suspension/reinstatement: If any members is suspended for nonpayment of his/her dues and his/her records disclose no complaints or charges, he/she shall be eligible for reinstatement by paying any assessments past due for that current year.
- D. Disability Waiver: Any member who may become legally disabled may apply in writing for a waiver of dues for the duration of the total disability. Such application shall be subject to review and approval by the Board of directors.

Section 3. Application: All applications for membership shall be made on an application form provided by this corporation. The application shall be reviewed and either approved or rejected by the corporation. All rejections shall automatically go before the Board of directors for final review and decision. The decision of the board shall be final.

Article V

Meetings

Section 1. Annual Meeting: The annual meeting of the members of this corporation shall be convened for the transaction of business. Notice of the meeting shall be mailed or electronically mailed to the members at the last recorded address at least thirty (30) days before the meeting, which shall include the location, date, and time. The meeting will also be announced on the corporation website and will serve as official notice of the meeting.

Section 2. Special Meetings: Special meetings may be called at the discretion of the President, the Board of Directors, or upon written request of not less than 1/3 of the outstanding membership. Notice of any special meeting is to be given in the same form as for the annual meeting. Notice of the meeting shall be given at least ten (10) days before the time appointed for the special meeting. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the members of this corporation.

Section 3. Quorum: A simple majority of the number of the voting members shall constitute a quorum for the transaction of business at all Annual or Special Meetings.

Section 4. Order of Business: The President shall set the order of business.

ARTICLE VI

Board of Directors

Section 1. Composition: The Board of Directors shall consist of the following members; the President, Past President, President-Elect , Secretary and/or Treasurer, four (4) directors-at-large (rural, northern, two in Las Vegas), Chief House of Delegates (HOD) representative, HOD representative(s) and two student representatives from each PA Program in Nevada. The Past President, President, President-elect and Secretary and/or Treasurer will constitute the Executive Board.

Section 2. Qualifications. Terms of office, nomination, ballots, elections, and start of term.

- A. Qualifications and terms of office. All members of the board shall be fellow members of the corporation. The Past President, President and President-elect shall have one-year terms of office. The Directors-at-large, Secretary and/or Treasurer, and student shall have two. Any fellow member may be elected to serve as President-Elect or Secretary and/or Treasurer only after completion of one term as an elected member of the Board of Directors.
- B. Nominations and ballots. Nominations for each office will be accepted up to sixty (60) days prior to the elections date of each year. Ballots will be provided to all voting members no less than fifteen (15) days or more than thirty (30) days prior to the election date. Write-in candidates will be accepted, however, not without the consent of the nominee. The Elections Committee shall verify that all candidates for office are AAPA Fellow members, with the exception of members at large.
- C. Time of Elections. All officers shall be elected at a time specified by the Board of Directors.
- D. Election procedures. Ballots shall be tallied by no less than two members of the Elections Committee. Directors shall be elected by a majority vote. In the case of a tie vote, the Chairman of the Elections Committee (or designee) will conduct another ballot. The Chairman (or designee) shall validate all ballots and elections results. Elections may be done using electronic means.

Section 3. Vacancies. A vacancy in any office of the Board of Directors because of death, resignation, removal, disqualification or otherwise, may be appointed without undue delay by the Executive Board. Any officer or director appointed to fill a vacancy shall hold office completion of said term.

Section 4. Regular Meetings. A regular meeting of the Board of Directors ~~shall~~ may be held immediately after and in the same location as the annual meeting of the corporation. The Board of Directors may provide, by resolution, the time and place, either within or without of the State of Nevada, for the holding of additional regular meetings without other notice than such resolution. At no time will there be less than two meetings annually.

Section 5. Special meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) voting board members. The person authorized to call the meeting will notify each board member of the meeting at least five (5) days in advance and will fix the time and place of the meeting. No other business will be transacted except that for which the meeting was called.

Section 6. Quorum. A simple majority of the number of the voting directors fixed by these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 7. Regular duties. The Board of Directors may:

- A. Admit, suspend, or expel members by ballot.
- B. Appoint committees as deemed necessary from the Board of Directors or from the General Membership.

- C. Audit bills and disburses the funds of the corporation.
- D. Print, circulate and publish documents and articles for the corporation.
- E. Employ agents.
- F. Devise and carry into execution such other measures, as it necessary to promote the objectives of the corporation and to best protect the interests and welfare of its members.
- G. Board members shall not be salaried.

Section 8. Manner of Acting. Any business transacted by a majority of the Board of Directors present, shall be considered a legitimate action by the Board.

Section 9. Absence. Should any member of the Board of Directors absent him/herself unreasonably from two (2) consecutive meetings of the Board without sending a communication to the President stating his/her reason for doing so, and if his/her excuse should not be acceptable by the members of the Board, his/her seat on the Board may be declared vacant and the Board may proceed to fill the vacancy.

Section 10. Removal of elected or appointed directors. Any one or more of the directors may be removed either with or without cause, at any time, by a vote of two-thirds (2/3) of the members of the corporation whose votes were cast and were present at any special meeting of the corporation called for that purpose. Any director in violation of the Guidelines for Ethical Conduct for the PA Profession may also be removed.

Section 11. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action of any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent does not apply to a director who voted in favor of such action at a meeting.

Section 12. Power to fix salaries. The salaries of all non-elected officers, employees and agents of the corporation shall be fixed by the Board of Directors.

Section 13. Appointment of Additional Officers. The Board may appoint such other officers and agents as it deems necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. Any board member or officer appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation will be served thereby; however, such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 14. House of Delegate representative. Three (3) House of Delegate representatives will be elected at the same time as the elections for the Board of Directors with staggering years. The term of office is two (2) years with the second year serving as the Chief Delegate. The Chief Delegate shall hold the sole vote of the HOD representatives on the BOD. Candidates shall be licensed either by the Nevada Board of Medical Examiners or the Osteopathic Board of Medical Examiners. Qualifications of HOD nominees shall be verified by the Election Committee and must meet AAPA requirements for the position. In the year that 2 HODs are holding their second term, the Chief Delegate will be decided by a collective vote of the 3 HODs who will report the outcome of the vote to the Board of Directors. In the event that the HODs cannot come to a decision, the Board of Directors will vote on the Chief Delegate.

Section 15. Student Representatives of the Board of Directors. Two students from each PA program will serve as representatives on the Board of Directors. Each program will elect a 1st year student who will serve as a senior student BOD member in their second year. Students will serve a two-year term. The student board members shall choose one Chief Student Director who will hold the sole right to vote of all student representatives of the BOD. The Chief Student Director's vote should if possible represent the opinions of all student BOD representatives and Student members at Board of Director meetings. If a Chief Student Director cannot be elected in any given year, one will be appointed by the President with advisement from the Board of Directors.

ARTICLE VII

Officers

Section 1. President. The President shall be the principle executive officer of the corporation and, subject to the control of the Board of Directors, shall, in general, supervise and control all of the business, preside at all meetings of the membership and of the Board of Directors. He/She may constitute, at his/her own direction, and at the direction of the Board of Directors, any committee for any purpose deemed necessary and proper to the accomplishment of the corporation's objectives. He/she may sign, with the Secretary and/or Treasurer, or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed and executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. After the President's term is completed, he/she will become a regular Board member for a term of one (1) year as the Past President.

Section 2. President Elect. Serves a one-year term in the capacity as President Elect and then assumes the office of President for an additional one-year term and thereafter Past-President for a one-year term. The President-Elect may sign with the Secretary and/or Treasurer, or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed and executed, and shall perform such duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 3. Past President. The Past President shall perform such duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 4. Secretary and/or Treasurer. This office may be a combined Secretary/Treasurer position or may be two independent positions, Secretary and Treasurer. This distinction will be made depending on the number of NAPA members interested in filling these offices. It shall be the duty of the Secretary and/or Treasurer to give notice of and attend all meetings of the corporation and prepare minutes thereof. The Secretary and/or Treasurer shall prepare and mail reports of all special and regular

meetings to the general membership within ninety (90) days of that meeting; to conduct all correspondence and to carry into execution all orders, votes, resolutions not otherwise committed; to keep a list of the members of the corporation; to prepare, under the direction of the Board of Directors, an annual report of the transactions and business and advancing interests of the corporation. The Secretary and/or Treasurer will file all papers necessary to reincorporate the organization annually and will notify the BOD of the results of this submission. The Secretary and/or Treasurer will also ensure that annual Internal Revenue Service (IRS) forms are properly filed which maintain the organizations tax exempt veterans' service status and notify the BOD of this activity in their records and reports. In case of absence or disability of the Secretary and/or Treasurer, the President may appoint a Secretary and/or Treasurer Pro-Tem. If required by the Board of Directors, the Secretary and/or Treasurer shall give bond for the faithful discharge of his/her duties in such sum and with such surety or sureties, as the Board of Directors shall determine. The Secretary and/or Treasurer shall keep an account of all monies received and expended for the use of the corporation. He/She shall deposit all sums received in the bank or banks or trust company approved by the Board of Directors, and make a report at the annual meetings or when called upon by the President. He/She shall have the ability to pay recurring corporation expenses in the amount of no greater than two hundred dollars and zero cents per expense. In the excess of this amount, he/she shall seek written approval by at least one member of the Executive Committee for a maximum amount of five hundred dollars and zero cents. Any expenses to be paid in the amount greater than five hundred dollars and zero cents will be subject to full Board of Director approval. The funds, books, and vouchers in his/her hands, shall at all times be under the supervision of the Board of Directors and subject to its inspection and control. At the expiration of his/her term of office, he/she shall undertake a concurrent internal review along with the incoming Treasurer of all assets and deliver all books, monies, and other property to the incoming officer. In the case that a Secretary and a Treasurer are voted into office independently, it will be the charge of the Board of Directors to determine the duties of the Secretary and Treasurer.

ARTICLE VIII

Section 1. Standing Committees. The following will be standing committees:

- A. Newsletter
- B. Membership
- C. Legislative affairs
- D. Public relations
- E. Continuing Medical Education
- F. Public Relations
- G. Elections
- H. Bylaws
- I. Webpage
- J. Policy and Procedures
- K. Ethics
- L. Diversity

Section 2. Ad Hoc Committees. The Board of Directors, at their discretion, may create ad hoc committees for a specific purpose that the board deems fit.

ARTICLE IX

Amendments to Bylaws

Section 1. Member Notification. Proposed changes to bylaws shall be mailed or electronically mailed to the members at the last recorded address at least thirty (30) days before close of voting.

Section 2. Approval of bylaws. Changes to by-laws must be approved by the majority of members who vote by the deadline for such voting. Voting may occur electronically or in person.