

THE AMERICAN REGISTRY OF PHYSICIAN ASSISTANTS, INC.

By-Laws

ARTICLE I - NAME

The name and title by which this corporation shall be known is the AMERICAN REGISTRY OF PHYSICIAN ASSISTANTS, INC., herein referred to as the Registry.

ARTICLE II - PURPOSES

The Registry is organized and shall be operated exclusively for scientific, educational, and regulatory purposes, and shall be a not-for-profit corporation, operated so that no part of the net income of the Registry inures to the benefit of any private person or organization. In furtherance of these purposes, the Registry shall, through appropriate mechanisms, strive to assure the public of the competency of Physician Assistants who can deliver quality health care and to represent the registered physician assistants so as to maximize the benefit of their services to the public.

The Registry shall:

1. Encourage the training of and promote high educational and professional standards for Physician Assistants;
2. Determine the competence of Physician Assistants, who voluntarily apply for registration with this Registry, based upon their educational credentials and/or an examination recognized and/or administered by this Registry, or both;
3. Grant and issue certificates of registration to Physician Assistants who meet the requirements for registration and who voluntarily apply for such certificates;

4. Maintain a list of all holders of such certificates issued by this Registry;
5. Serve the public, regulatory bodies and potential employers by preparing and furnishing lists of Physician Assistants who have been registered by this Registry;
6. To develop, establish, and/or recognize a mechanism for determining and assuring the continued competency of Physician Assistants registered with this Registry which is protective of the public's interest;
7. Assist recognized, professional associations of Physician Assistants in representing the Physician Assistants registered with this Registry on the national, state, and local level with respect to their professional qualifications and abilities;
8. Provide Physician Assistants registered with this Registry and other members information regarding the Registry's operations, and any and all other matters pertaining to Registered Physician Assistants;
9. Do and perform those things deemed necessary by the Board of Governors to the foregoing specified purposes, including the acquisition of property both real and personal by purchase or lease, employment of personnel, negotiations with agencies of Local, State or Federal Governments, and generally to perform all acts incidental to the successful legal operation of this Registry.

ARTICLE III - CLASSES OF MEMBERSHIP

Section 1: Membership in this Registry shall consists of men and women who are cognizant of their obligation to the public and

who meet the requirements for membership as herein defined.

Section 2: The membership shall consists of (a) regular members, (b) institutional members, (c) affiliate members, (d) and such other members as may be recognized by the Board of Governors.

Section 3: Regular members shall be physician assistants who hold a current and valid certificate of registration from this Registry and shall have full voting rights and shall be eligible to hold office.

Section 4: Institutional members shall consists of representatives of educational institutions conducting approved physician assistant educational programs, and representatives of recognized professional organizations interested in supporting the Registry. Institutional members shall be entitled to the privileges of the floor but shall not be entitled to vote or hold office unless they also hold regular membership in the Registry.

Section 5: Affiliate Members shall consists of individuals approved by the membership committee from the health professions and public who desire to associate with the Registry. Affiliate members shall be entitled to the privileges of the floor but shall not be entitled to vote or hold office.

Section 6: All applications for membership shall be in writing on an application form approved by the Board of Governors. Regular members are automatically extended such membership upon successful completion of their registration with this Registry.

Section 7: Membership in this Registry shall not be denied or abridged because of sex, color, creed, race, religion, or ethnic origin.

ARTICLE IV - BOARD OF GOVERNORS

Section 1: There shall initially be three (3) Governors of this Registry who shall serve a term of one year from the date of incorporation. These Governors shall be the individuals identified in the original Articles of Incorporation.

Section 2: At the time of the election of the Board of Governors to replace the initial Board identified in Section 1 of this Article, there shall be elected eleven (11) Governors, which shall include one from each of the following geographic regions of the nation.

- (a) Region I - includes the states of Maine, Vermont, New Hampshire, Massachusetts, Connecticut, and Rhode Island.
- (b) Region II - includes the states of New York and New Jersey.
- (c) Region III - includes the states of Delaware, Pennsylvania, Maryland, Virginia, West Virginia, and the District of Columbia.
- (d) Region IV - includes the states of Tennessee, South Carolina, North Carolina, Georgia, Alabama, Florida, Mississippi, and Kentucky.
- (e) Region V - includes the states of Wisconsin, Michigan, Illinois, Indiana, Ohio, and Minnesota.
- (f) Region VI - includes the states of New Mexico, Oklahoma, Texas, Arkansas, and Louisiana.
- (g) Region VII - includes the states of Nebraska, Kansas, Missouri, and Iowa.
- (h) Region VIII - includes the states of Montana, Utah, Wyoming, Colorado, North Dakota, and South Dakota.
- (i) Region IX - includes the states of California, Nevada, Arizona, Hawaii, and Guam.

(j) Region X - includes the states of Alaska, Idaho, Oregon and Washington.

In addition, there shall be one (1) Governor elected from the regular membership on active duty in the uniformed services. The maximum number of Governors of this corporation shall be eleven (11).

Section 3: Only a regular member in good standing shall be eligible to serve as a Governor of this Registry.

Section 4: The first eleven (11) Governors identified in Section 2 of this Article shall be elected to serve a term of one (1), two (2) or three (3) years with the Governors from Regions I, IV, VII and the Uniformed Services elected to serve a term of one (1) year, the Governors from Regions II, V, and VIII elected to serve a term of two (2) years and the Governors from Regions III, VI, IX and X elected to serve a term of three (3) years. All succeeding Governors from all regions shall be elected to serve a term of three (3) years unless such office is vacated sooner by resignation, death, removal or incapacity.

Section 5: In the event that there are no eligible regular members residing in a particular region of the nation or in the uniformed services, or in the event that a particular region of the nation or the uniformed services chooses not to elect a Governor, then the Board of Governors shall be reduced by that number.

Section 6: An absolute majority of the membership of the Board shall constitute a quorum for the purposes of transacting business, and, unless otherwise stated in these by-laws, an affirmative vote by a majority of the Board members present at each meeting shall constitute action of the Board of Governors.

Section 7: In the event of a vacancy in the office of one of the Governors, the region of the nation or the uniformed services from which that Governor was elected shall meet, at the earliest possible date, to hold an election to elect a successor who shall serve the remainder of the unexpired term of that office.

Section 8: The Board of Governors shall hold meetings at such time and at such places as shall be designated by the President, but in no event shall there be less than two such meetings in any calendar year. Notice of such meetings shall be sent to each Governor not less than 30 days prior to the meeting.

Section 9: Any Governor failing to attend two consecutive meetings of the Board shall surrender his/her membership on the Board.

ARTICLE V - OFFICERS

Section 1: The officers of the Registry shall be a President, Vice President, and a Secretary-Treasurer. All officers shall be elected by the Board from the members of the Board of Governors.

Section 2: All officers shall serve in their office for a period of one (1) year.

Section 3: In the event of a vacancy in the office of President, Vice President or Secretary-Treasurer, the Board shall fill the vacancy at its next regularly scheduled meeting.

Section 4: Duties of the Officers

(a) The President shall preside at all business meetings of the Registry. (S)He shall appoint all committees of the Board and shall designate a chairman thereof, subject to the approval of the Board. (S)He shall report to the membership, at the annual meeting, with an account of the activities of the Registry for the past year.

(b) The Vice President shall carry out the responsibilities of the President in his/her absence.

(c) The Secretary-Treasurer shall keep, or cause to be kept, true and accurate accounts of all financial transactions of the Registry. (S)He shall be the custodian of the funds of the Registry and shall prepare, or cause to be prepared, an audit of the Registry's books and shall present a report of such audit at each annual meeting. (S)He shall keep, or cause to be kept, the Minutes of the meetings of the membership and of the meetings of the Board and all records of the Registry. (S)He shall be custodian of the Corporations's Seal and affix same whenever proper. (S)He may be required to give bond in such sum and with such surety as may be determined and approved by the Board of Governors.

ARTICLE VI - DUTIES OF THE BOARD OF GOVERNORS

Without prejudice to the duties and responsibilities confirmed by statute, by the Articles of Incorporation, or by these by-laws, the Governors of the Registry shall be responsible for the property and business affairs of the Registry. It is expressly declared that the Board of Governors shall have the following duties and responsibilities:

- (a) To set standards for, evaluate, and pass on the qualifications of candidates for registration;
- (b) To recognize, develop and/or administer an examination to determine a candidate's qualification for registration;
- (c) To admit qualified candidates to the Registry and grant certificates indicating such registration;
- (d) To prepare, maintain and distribute lists of registrants;
- (e) To administer the property and financial affairs of the Registry;

- (f) To submit a report of its activities to the membership at its annual meeting.
- (g) To remove from office any officer or Governor who fails to perform the required duties of the office.
- (h) To fill any vacancies occurring in the office of President, Vice President, or Secretary-Treasurer.
- (i) To establish the conditions which can result in the revocation or suspension of a certificate of registration and the process to be used in such proceedings;
- (j) To establish a mechanism to determine a candidate's continued qualification for registration;
- (k) To assess such fees for registration and membership as are necessary for the financial management of the Registry;
- (l) To employ an Executive Director to be the Chief Administrator of the Registry.
- (m) To do any and all things necessary or desirable to accomplish the objectives and purposes of the Registry.

ARTICLE VII - ELECTIONS OF GOVERNORS

Each Governor identified in Article IV, Section 2 shall be elected by the procedure established by that geographic area or the uniformed services; provided that such procedure has been approved in advance by the Board of Governors.

ARTICLE VIII - EXECUTIVE DIRECTOR

Section 1: If an Executive Director is employed by the Board of Governors, he/she shall perform the duties usual to such office, except those specifically imposed by these by-laws upon the officers and the Board. Subject to the approval of and instructions by the Board, he/she shall act as the administrative officer and business

manager of the Registry. (S)He shall refer to the proper officials all administrative questions that come within their jurisdiction. (S)He shall attend all regular meetings of the Registry and keep minutes thereof; and shall assist the officers whenever possible in the performance of their duties. (S)He shall have no vote in the meetings of the Board of Governors.

Section 2: (S)He shall employ such assistants as the Board may direct or approve. (S)He shall be under the employ of the Board; and in the case of his/her death, resignation, or removal, the Board shall have the power to fill the vacancy. The amount of his/her salary and of all other salaries for employees of the Registry shall be fixed by the Board of Governors and (s)he shall be bonded at the expense of the Registry in such amount as the Board may require.

ARTICLE IX - MEMBERSHIP MEETINGS

Section 1: There shall be an annual meeting of the membership at such time and at such places as the Board of Governors may determine.

Section 2: Special meetings of the membership may be called by the President at such time and such places as the Board may determine. Written notice of special meetings shall be sent to all members not less than thirty (30) days prior to that meeting.

ARTICLE X - SEAL

The Seal of the Registry shall bear the words of the following, or similar, import:

THE AMERICAN REGISTRY OF PHYSICIAN ASSISTANTS INCORPORATED

ARTICLE XI - AMENDMENTS

These by-laws may be amended at any duly constituted regular or special meeting of the Board of Governors, provided that thirty (30)

days written notice of such meeting is provided to all regular members of the Registry together with a copy of the proposed amendment. An amendment to these by-laws shall be made only upon the vote of two-thirds (2/3) of all the members of the Board of Governors.

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Section 1: (2)He shall employ such assistants as the Board may direct or approve. (3)He shall be under the employ of the Board and in the case of his/her death, resignation, or removal, the Board shall have the power to fill the vacancy. The amount of his/her salary and of all other salaries for employees of the Registry shall be fixed by the Board of Governors and (3)he shall be bonded at the expense of the Registry in such amount as the Board may require.

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ARTICLE X - SEAL

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in witness, hereunto,
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