

ASSOCIATION OF PHYSICIAN ASSISTANT PROGRAMS

September 21, 1973

*file
note*

EXECUTIVE COMMITTEE

Thomas E. Piemme, M.D.
President

George Washington University
2150 Pennsylvania Avenue
Washington, D.C. 20037

Alfred M. Sadler, Jr., M.D.

Past President

Robert Wood Johnson Foundation
Forestal Center
P.O. Box 2316
Princeton, New Jersey 08540

Robert E. Jewett, M.D.

Vice President

Division of Allied Health Professions
Emory University School of Medicine
Atlanta, Georgia 30322

Suzanne B. Greenberg, M.S.

Secretary-Treasurer

Robinson 202
Northeastern University
Boston, Massachusetts 02115

Charles N. Mullican, M.D.

President-Elect

U.S.A.F. School of Health
Care Sciences/MSDM
Sheppard A.F.B., Texas 76311

MEMBER PROGRAMS

University of Alabama
Albany Medical College
Ahlerson-Broadbuds College
Baylor University
Bowman Gray School of Medicine
Charles R. Drew Postgraduate
Medical School
Dartmouth Medex
Duke University
Emory University
Federal Prison System
George Washington University
Indiana University
University of Iowa
Johns Hopkins University
Mercy College (Detroit)
University of Mississippi
State University of New York
at Stony Brook
Northeastern University
University of Oklahoma
Santa Fe Community College
University of Texas Health Science
Center at Dallas
University of Texas Medical Branch
at Galveston
U.S. Air Force School of Health
Care Sciences
U.S. Army at Ft. Sam Houston
Wichita State University
Yale University

TO: Member programs, Association of Physician Assistant Programs
Executive Committee

FROM: Thomas E. Piemme, M.D., President *T.E.P.*

SUBJECT: Special meeting for the purpose of by-laws adoption

I am taking the liberty of calling a formal special meeting of the Association on the afternoon of October 12, 1973, at 1:00 p.m. for the express and exclusive purpose of adopting a revision of the Association by-laws. Please let me explain.

Award of monies from the Robert Wood Johnson Foundation, the van Ameringen Foundation and the Ittleson Family Foundation is contingent upon designation of the Association as a 501 (c) (3) tax exempt educational and/or charitable organization. The Internal Revenue Service is clearly unhappy with the organizational by-laws, and rightfully so. They are vague, too all-encompassing, and do not contain certain necessary provisions. We have gotten into an endless sequence of correspondence in an effort to explain them. I have retained a tax attorney, Mr. Michael Paturis of the firm of Reasoner, Davis, and Vinson to assist us in our appeal. He has redrafted the by-laws in a manner that expresses the activities and structure of the Association, and conforms with the requirements of the Internal Revenue Code of 1954. The revision is attached. Let me bring several points to your attention:

- 1) We have dropped the Registry from the by-laws. It can be operated independently for as long as we choose to retain it, but, with the advent of a certification examination in December, the Registry function probably will be irrelevant in a year. It gives us the appearance of acting in the interest of physician assistant graduates, a posture not compatible with 501 (c) (3) designation.
- 2) We have streamlined the purposes to accurately reflect what we are actually doing.
- 3) We have not included the issue of individual membership in the by-laws themselves. There is nothing that precludes "subscribers" who identify themselves for the purpose of receiving the journal and newsletters, who participate in debate in open meetings, and who are available

to serve on committees and hold office. Such a designation need not, however, be included in the by-laws since they may not vote, and in the strictest sense are not part of the governance. We must affirm that our members are programs, not people.

- 4) There are many changes I might like to make. Indeed, Chuck Mullican worked extremely hard in making a number of substantive changes through his by-law Committee, changes which, if included, would be enthusiastically endorsed. On the other hand, it is the view of our counsel, Mr. Paturis, that the text not differ materially from that originally presented to the I.R.S. They might well take the view that the by-laws have been revised for tax purposes and do not reflect our activities. In that event we would have endless problems. Changes must be few, simple, and clear.

We have planned an Executive Committee meeting October 12th beginning at 10:00 a.m. During the afternoon we will constitute ourselves as a special meeting of the Association. Although the membership is by all means welcome, it is not necessary that each program have a representative present. If you approve these by-laws, and so inform me by mail, I will assume your proxy and indicate your presence at the quorum call. A majority of programs are required to adopt the document. There will be no other business to be conducted at this special meeting. The next regular meeting of the Association will be held at the Hilton Hotel in Washington, D.C. immediately following the scientific program on November 9, 1973.

I sincerely urge that the membership adopt these by-laws. It is the last remaining obstacle to the establishment of a National Office. Moreover, I do not believe the issue will await the November meeting. At least one of the benefactor foundations has requested that the tax exemption matter be resolved by November 1.

do not receive

I have attached for your information a copy of the final program for the meeting in November as adopted by the joint program committees of the Association and the Academy. We are quite excited about the quality of papers submitted and selected.

Please do not hesitate to call me if there are any questions arising out of these issues. My number is (202) 331-6723. I look forward to seeing all of you in November.

ASSOCIATION OF PHYSICIAN ASSISTANT PROGRAMS

BY-LAWS

ARTICLE I. NAME

The name and title by which this Association shall be known is the

ASSOCIATION OF PHYSICIAN ASSISTANT PROGRAMS

ARTICLE II. PURPOSE

The Association is organized and shall be operated exclusively for charitable and scientific purposes. In furtherance of the foregoing purposes, the Association shall:

1. Assist in the development and organization of educational curricula for physician assistant programs so as to better assure the public of competent physician assistants,
2. Assist in the defining of the roles of physician assistants in the field of medicine so as to maximize the benefit to the public of their services,
3. Establish and/or encourage the establishment of continuing educational programs for physician assistants so as to assure the public the benefits of new medical discoveries and improved medical techniques,
4. Coordinate program logistics such as admissions and career placements in an effort to meet the public's growing and continuing need for medical services,
5. Continuously evaluate the programs so as to assure the public of properly trained physician assistants,
6. Serve as a public information center with respect to its programs,
7. Accept, acquire, receive, take and hold by bequest, device, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, either

absolutely or in trust for any of its purposes, any property, real or personal, without limitation as to amount or value; sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, as the objects and purposes of the Association may require, subject to such limitations as may be prescribed by law.

8. Borrow money, and from time to time, make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Association for moneys borrowed or in payment for property acquired or for any of the other purposes of the Association, and to secure the payment of any such obligation by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Association wherever situated, whether now owned or hereafter to be acquired.

9. Subject to the limitations and conditions contained in any bequest, devise, grant or gift, to invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or such other securities and property as its Executive Committee shall deem advisable, without regard to any law, present or future, or to any rule of court respecting the retention of investments and the investment and reinvestment of funds.

Notwithstanding any other provision of these Articles and By-laws, the Association shall exercise its powers, rights and privileges, whether conferred by this Instrument, or by the Laws of the District of Columbia or otherwise, only in furtherance of its charitable and scientific purposes.

No part of the net earnings of the Association shall inure to the benefit of any private individual (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes). No substantial part of the activities of the Association shall consist of carrying on propaganda, or

otherwise attempting to influence legislation; and the Association shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

No private individual shall be entitled to share in the distribution of any of the Association's property upon dissolution, liquidation or other termination of the Association. Upon any such dissolution, liquidation or other termination of the Association, whether voluntary or involuntary, or whether by operation of law or otherwise, all of the net assets of the Association shall be distributed, transferred, conveyed, delivered and paid over, upon such terms and conditions and in such amounts and proportions as the Executive Committee may impose and determine, to one or more organizations described in Section 170(b)(1)(A) (other than in clauses (vii) and (viii)) of the Internal Revenue Code of 1954, each of which respective organizations has been in existence and so described for a continuous period of at least sixty (60) calendar months immediately preceding such distribution.

The Association shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws.

The Association shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws.

The Association shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent tax laws.

The Association shall not make any investments in such manner as to be subject to tax under Section 4944 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws.

The Association shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws.

ARTICLE III. MEMBERSHIP

SECTION I. Membership in the Association shall be limited to educational institutions with training programs in operation and in compliance with the criteria set forth in Article IV, Section I of these By-laws. The members shall have the right to designate representatives to attend meetings of the Association and to vote on their behalf. Each member shall be entitled to one vote

SECTION II. Notices of annual meetings of the Association shall be mailed to members at least thirty (30) days prior to the date of such meetings. Such notices shall be sent to the Director of the member's program for physician assistants. The members shall advise the Executive Committee of this Association not less than ten (10) days prior to the date of such meetings the names of the individuals who are to act as the members' designated representative at said meeting.

ARTICLE IV. REQUIREMENTS OF QUALIFYING PROGRAMS

SECTION I. Any educational institution with a training program for physician assistant personnel that wishes to become a member of this Association must apply to the Executive Committee of this Association and must be able to demonstrate that its program is in operation and in compliance with the criteria set forth in this Section. If the Executive Committee finds that the program of the applicant satisfies such criteria, it shall recommend to the membership that such applicant's application for membership be approved. Upon approval of a majority of the voting members of the application, the applicant shall become a member.

An applicant must, prior to election to membership, demonstrate that its program satisfies the following criteria:

A. General Prerequisites:

1. The program should be sponsored by and/or affiliated with a college or university with arrangements appropriate for the clinical training of its students. This should be a medical school and/or academic health care facility. There must be evidence that the program has education as its primary orientation and objective.

2. The program must provide to this Association, to be available in turn to other educational institutions, prospective students, physicians, hospitals, and others, information concerning the program including the following:

Name and Location of School
College/University Affiliation
Clinic/Hospital Affiliation
Director
Student Capacity
Academic Schedule
Tuition Fees

3. The program must also provide for the use of this Association, sufficient confidential information to establish that the program is in compliance with the specific guidelines which follow.

B. Administration:

1. The program may be administered by a medical school, hospital, university, college or other entity, providing it can assure that the educational standards can be maintained and other requirements met.

2. Adequate facilities and a competent faculty and staff must be maintained.

3. The administration shall assure the continued operation and adequate financing of the program through regular budgets, which shall be available for review by the Association. The budget

may be derived from gifts, endowments, or other sources in addition to student fees.

4. The administration shall assure that the standards and qualifications for entrance into the program are recorded and available to this Association, and that these standards are met. In furtherance of the foregoing, specified evaluative techniques shall be used to assure that the candidates accepted for training meet the requirements outlined in Paragraph F of this Section. With respect to such evaluative techniques, the following which are not intended to be all inclusive may be used as guides:

a. Degree-granting programs. The successful completion of the pre-professional courses required by the college or university as a part of its degree, plus letters of recommendation from individuals competent to evaluate the qualifications referred to in Paragraph F.

b. Non-degree (certificate) programs. A high school diploma, or its equivalent, previous health related work, preferably including education and experience in direct patient care, plus letters of recommendation from individuals competent to evaluate the qualifications referred to in Paragraph F.

Records of entrance qualifications, test scores, opinions and evaluations and other records utilized in the selection of candidates shall be recorded and maintained, including transcripts of high school and college credits.

5. The administration shall make available to this Association a yearly report.

C. Organization of Program:

1. The Program must be under supervision of a qualified director, who has at his disposal the resources of competent personnel experienced in the administration and operation of educational programs.

2. There should be a Medical Director who is a qualified physician.

3. The director will maintain a satisfactory record system to document all student performance. Evaluation and testing techniques and standards shall be stated, and the results available for inspection.

4. The director will maintain on file a complete and detailed curriculum outline, a synopsis of which will be submitted to this Association. This should include both classroom and clinical instruction.

D. Physical Facilities:

1. Adequate space, light, and modern equipment should be provided for all necessary teaching functions.

2. A library, containing up-to-date textbooks, scientific periodicals, and reference material pertaining to clinical medicine, its underlying scientific disciplines, and its specialties, shall be readily accessible to students and faculty.

3. A hospital or other clinical facility shall be provided and shall be of sufficient size to insure clinical teaching opportunities adequate to meet curriculum requirements.

E. Faculty:

1. The program must have a faculty competent to teach the didactic and clinical material which comprises the curriculum.

2. The faculty should include at least one instructor who is a graduate of medicine, licensed to practice in the location of the school, and whose training and experience enable him to properly supervise progress and teaching in clinical subjects. He shall be in attendance for sufficient time to insure proper exposure of the student to clinical teaching and practice.

3. The program may utilize instructors other than physicians, but sufficient exposure to clinical medicine must be provided to insure understanding of the patient, his problem, and the diagnostic and therapeutic response to this problem.

F. Prerequisites for Student Admission

The candidate for the physician assistant program must meet the following requirements:

a. He must be able to effectively communicate both orally and in writing with patients, physicians and others,

b. He must possess sufficient quantitative skills to insure proper calculation and interpretation of tests,

c. He must provide evidence that he is honest and dependable and that he possesses such other traits of character as are necessary to safeguard the interest of patients and others

G. Curriculum:

1. The curriculum should provide adequate instruction in the basic sciences underlying medical practice so as to provide the student with an understanding of such areas as the nature of disease processes and symptoms, abnormal laboratory tests, and drug actions. This

shall be combined with instruction, observation, and participation in taking a complete and detailed patient history, performing a complete examination, carrying out a variety of sophisticated diagnostic and therapeutic procedures, etc. This should be in sufficient depth as to enable the graduate to integrate and organize historical, physical and laboratory findings.

2. The didactic instruction should follow a planned and progressive outline and include an appropriate mixture of classroom sessions, textbook assignments, discussions, demonstrations, laboratory experiences and similar activities. There should be sufficient evaluative procedures to assure adequate evidence of student competence.

3. Instruction should include practical instruction and clinical experience under qualified supervision sufficient to provide understanding of and skill in performing those clinical functions required of this type of assistant. Evaluation techniques should be described and results recorded for each student.

4. Although the student should not be prevented from concentrating his effort and his interest in a particular specialty of medicine, instruction should be directed toward a broad general understanding of medical practice and therapeutic techniques.

5. Although some variation should be permitted for the individual student dependent on his aptitude, previous education, and experience, the curriculum should be designed to assure attainment of the desired level of knowledge, skills, and abilities, by the time the student graduates.

6. The institution sponsoring the program shall establish course numbers and course descriptions for all training, and should provide a transcript for each student. Students should receive

college credit when this is appropriate, and should receive a suitable degree when sufficient credit is earned. If a degree is not earned, a certificate or similar credential shall be granted to the student on completion of the course of study.

H. Health:

1. Applicants will be required to meet the health standards of the sponsoring institution.
2. As evidence of its concern for impairing the importance of proper health maintenance, the program should provide the same health safeguards for the students that are provided for other students or employees of the affiliated clinical institution.

SECTION 2

If at any time the Executive Committee in good faith determines that the program of a member has ceased to satisfy the criteria set forth in Section 1 of this Article or has ceased to satisfy the requirements entitling it to membership, the Executive Committee shall so notify the director of such program. If within thirty (30) days of such notification the director of such program does not establish to the satisfaction of the Committee that no deficiency does, in fact, exist or, alternatively, fails to present a proposal to remedy the deficiency within a reasonable time, the Executive Committee shall notify the educational institution sponsoring such program that its membership is terminated. If the director presents a proposal to remedy the deficiency but does not in fact remedy such deficiency within such reasonable time as may be determined by the Committee, the Executive Committee shall notify the educational institution sponsoring such program that its membership is terminated. An institution which has had its membership terminated in this manner may reapply for membership under the appropriate Section of this Article.

ARTICLE V. EXECUTIVE COMMITTEE

SECTION 1

There shall initially be an executive committee of five officers. The Executive Committee will include the President, the Vice-President, Past President, President-Elect and the Secretary-Treasurer.

SECTION 2

Nominations of candidates for the Executive Committee may be made by any voting member of this Association (1) by mailing such nominations to the registered office of this Association within 20 days after the receipt of notice from the Association that the ballot is being prepared, or (2) from the floor at a meeting of the membership at which officers are to be elected.

SECTION 3

Election shall be by a plurality of the votes cast by the voting members.

Voting shall be conducted either at a meeting of the membership or by absentee ballot.

SECTION 4

In the case of death, incapacity or resignation of any officer during his term of office, the vacancy shall be filled by the Executive Committee until the next annual meeting when a special election will take place.

SECTION 5

The duties of the Executive Committee of the Association are as follows:

1. To appoint committees as relevant to:
 - a. consider, evaluate and recommend to the membership programs for membership

- b. promote and facilitate educational activities of member programs
 - c. nominate candidates to serve as officers of the Association
 - d. develop and implement procedures to evaluate member programs
 - e. plan programs of interest to the membership
 - f. assume other functions as the need occurs
2. To coordinate activities with other groups;
 3. To administer the property and financial affairs of the Association;
 4. To conduct the business of the Association between meetings of the membership;
 5. To submit a report of its activities at the meetings of the membership;
 6. To remove from office any officer or committee member who fails to perform the required duties of office, or for other good cause;
 7. To fill an unexpired term of any office;
 8. To do any and all things necessary or desirable to accomplish the objects and purposes of this Association;
 9. To employ an Executive Director to be the Chief Administrator of the Association if indicated.

ARTICLE VI. OFFICERS

SECTION 1

The officers of this Association shall consist of a President, a Vice President, Past President, President-Elect, and a Secretary-Treasurer.

SECTION 2

The officers of this Association shall be elected by the voting of members at the regular annual meeting of the members. Each of the officers shall be chosen from among the representatives of the members. The officers shall serve for a period of one year, not to succeed him/herself in office twice.

SECTION 3

A vacancy of any officer of the Association shall be filled for the unexpired term of such officer by the Executive Committee.

SECTION 4

The duties of the officers shall be as follows:

a. The President shall have the powers and duties usually appertaining to such office and such others as may be assigned to him by the Executive Committee from time to time. He shall submit at each meeting of the Executive Committee and at each meeting of the members a written report of the business and activities and affairs of the Association.

b. The Vice President, in the absence or disability of the President, shall act in the place and stead of the President, and in addition thereto, the Vice President at all times shall perform such of the duties and affairs of the Association as may be assigned to him by the President of the Association or by the Executive Committee.

c. The Secretary-Treasurer or such other person as the Executive Committee shall appoint shall keep the Minutes of the meeting of the members and of the meetings of the Executive

Committee and shall keep all records of the Association. The Secretary-Treasurer or such other person or persons as the Executive Committee may appoint shall keep, or cause to be kept, true and accurate accounts of all the financial transactions of the Association. The Secretary-Treasurer or such other person or persons as the Committee may appoint shall be the custodian of the funds of the Association and shall prepare, or cause to be prepared, an audit of the Association's books and shall present a report of such audit at each annual meeting of the members. The Secretary-Treasurer or such other person or persons as the Executive Committee may appoint may be required to give bond in such sum and with such surety as may be determined and approved by the Executive Committee.

ARTICLE VII. EXECUTIVE DIRECTOR

If an Executive Director is employed by the Association on the recommendation of the Executive Committee, he shall perform such duties as may be required of him by the Executive Committee. Subject to the approval of and subject to any instructions by the Executive Committee, he shall act as administrative officer and business manager of the Association. He shall refer to the proper officials all administrative questions that come within their jurisdiction. He shall attend all regular meetings of the Association; and shall assist the officers whenever possible in the performance of their duties. He shall have no vote in the meetings of the Executive Committee.

He shall employ such assistance as the Executive Committee may direct or approve. He shall be under the employ of the Executive Committee and in case of his death, resignation, or removal, the Executive Committee shall have the power to fill the vacancy. The amount of his salary shall be fixed by the Executive Committee, and he shall be bonded at the expense of the Association in such amount as the Executive Committee may require.

ARTICLE VIII. MEETINGS

SECTION 1

There shall be held each year at least one meeting of the members and one meeting of the Executive Committee. Such meetings of members and of the Executive Committee shall be held at such times and at such places as may be fixed by the Executive Committee.

SECTION 2

In addition to the meetings referred to in Section 1 of this Article, special meetings of the members may be called by the President of the Association or upon written request made to the Secretary by ten percent of the voting Members or by the Executive Committee, provided, however, that written notice of the time of the meeting, and of the subjects to be considered at such meeting, shall be sent to each member not less than thirty days prior to the meeting. The President of the Association shall have the right to fix the place where the special meeting of the members shall be held.

SECTION 3

In addition to the meetings referred to in Section 1 of this Article, special meetings of the Executive Committee may be called by the President or upon written request of the other two members of the Committee.

SECTION 4

A majority of the voting members of the Association shall constitute a quorum for the transaction of the business of the Association at meetings of the members, and, except as is otherwise provided herein, the votes of the majority of those voting members who may be present at any meeting of such members shall be sufficient to pass any of the business of the Association before such meeting.

SECTION 5

A majority of the members of the Executive Committee shall constitute a quorum for the transaction of the business of the Association by the Executive Committee at its meeting.

ARTICLE IX.

SECTION 1

The fiscal year of this Association shall be from July 1 to June 30.

SECTION 2

The fees for applicants shall be as follows:

- a. The initial application fee shall be \$100 and shall not be refundable if the application is rejected.
- b. The annual fee for the renewal of membership shall be \$100.

ARTICLE X.

The Association reserves the right to make from time to time any amendments to these Articles and By-laws which may now or hereafter be authorized by law, but no such amendment or alteration shall change any of the provisions upon which exemption from taxation, pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, has been granted.