

BY-LAWS
American Academy of Physicians' Assistants
Room 356, 2150 Pennsylvania Avenue
Washington, D. C. 20037
202-331-2660

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ARTICLE 1

2

MEMBERSHIP

3 SECTION 1. Membership of this corporation shall consist of men and women of
4 good moral character who meet the requirements for membership prescribed by
5 Section 2 of Article 1.

6 SECTION 2. Membership of this corporation shall be of two classifications:
7 Fellow-Member and Student-Member. A Fellow-Member shall be a physician's
8 assistant who when employed in a clinical position is working under the re-
9 sponsible supervision of a licensed doctor of medicine or a licensed doctor
10 of osteopathy. A Student-Member shall be a person who is enrolled in a
11 physician's assistant training program and an affiliated student chapter of
12 the American Academy of Physicians' Assistants, Incorporated.

13 A physician's assistant is any person who has graduated from a physician's
14 assistant training program approved by the Board of Directors or passed a
15 certifying examination approved by the Board of Directors.

16 All members shall be required to pay annual fees, the amount of which
17 shall be determined by the Board of Directors as set forth in Article II,
18 Section 4. The financial year of the Academy is to include January 1 through
19 December 31 of each year. Applications for Fellow and Student Memberships
20 shall be accepted and considered throughout the financial year. Members,
21 both Fellow and Student, must pay their annual membership fee by the anniver-
22 sary of their acceptance as members. Members shall be notified of their annual
23 fee thirty (30) days before such fee is due and given a thirty (30) day grace
24 period extending beyond the due date to pay such fees.

25 SECTION 3. All applications for membership shall be in writing on an appli-
26 cation form provided by the Membership Committee with the approval of the
27 Board of Directors. There shall be issued to each member a certification
28 of membership in such form as may be determined by the American Academy of
29 Physicians' Assistants' Board of Directors, title to such certificate re-
30 maining at all times with the Academy.

31 SECTION 4. All Fellow-Members in good standing shall have the right to vote
32 on issues that are put to referendum before the general membership. Fellow-
33 members shall be eligible for nomination as candidates for membership on the
34 Board of Directors only after they have been members, either student or fellow,
35 for one full year immediately prior to the year of office. Declaration of
36 candidacy for any office in this corporation must be made in writing and
37 mailed to the Secretary no later than forty-five (45) days prior to the date

1 of election. Candidates seeking election may declare for one office only,
2 and must so designate which office they wish to seek.

3 SECTION 5. If a member is unable to vote in person at any regular or special
4 meeting, he shall be able to request an absentee ballot or a proxy from the
5 secretary. The ballot must be sent by certified mail and must be received
6 by the member thirty (30) days prior to the proposed election. The vote must
7 be returned by certified mail and received by the Secretary 72 hours prior
8 to the scheduled meeting, but shall not be opened until all ballots have been
9 cast from the floor. The Secretary along with one member at large appointed
10 by the President shall be responsible for counting the absentee ballots and
11 proxy votes.

12 SECTION 6. Student members may not vote or hold office, except for that
13 Student-member selected by a majority vote of his peers to sit as a voting
14 representative on the Board of Directors.

15 SECTION 7. Election to membership shall be for a maximum period of one (1)
16 year, at the expiration of such term the member shall be eligible for re-
17 election by the Membership Committee with the approval of the Board of
18 Directors. No member shall be re-elected to membership who has not, during
19 the period of the preceding three (3) years completed a minimum of one hundred
20 and fifty (150) clock hours of post-graduate study as set forth in paragraph 3
21 of Section 7, Article 1, notwithstanding the provisions of paragraph 2 of
22 Section 7, Article 1.

23 Those newly elected members who herein qualify will be subject to completion
24 of ninety (90) clock hours of post-graduate study in the three (3)
25 years subsequent to completion of their formal training program to be consistent
26 with the guidelines set forth in paragraph 3 of Section 7, Article 1.

27 Each Fellow-member is required to submit to the Committee on Education a
28 record of his post-graduate educational activities. The Committee on Education
29 will establish guidelines for the documentation of post-graduate educational
30 activities, including the procedures to be followed in submitting such documentation.
31

32 Any member failing re-election to membership resulting from failure to
33 meet the post-graduate education requirements set forth in the guidelines
34 established by the Committee on Education may be reinstated after meeting
35 these requirements with the recommendation of the Committee on Education and
36 approval of the Board of Directors.

37 SECTION 8. Honorary Members. Persons of distinction who have rendered outstanding
38 service to the American Academy of Physicians' Assistants or persons
39 who have retired from active work, may be elected by the Membership Committee
40 with approval of the Board of Directors to honorary membership. Honorary
41 members shall be entitled to the privilege of the floor of the Academy but
42 shall not be entitled to vote.

43 SECTION 9. If any member is in good faith believed to have violated the
44 principles of medical ethics or the Articles of Incorporation and By-laws of
45 this Academy, or to be otherwise guilty of conduct justifying censure, suspension,
46 or expulsion from this organization, any member may prefer charges
47 against him or her in the form and manner hereinafter specified.

1 Such charges must be in writing and signed by the accuser or accusers, and
2 must state the acts or conduct complained of.

3 Such charges must be filed with the Secretary of the Academy and a copy
4 must be sent to the President and each Board Member. The Board of Directors
5 shall then or at any time set by the President call a meeting of the Board of
6 Directors (but not more than thirty (30) days after notification).

7 The Board shall, after having given to the accuser and the accused every
8 opportunity to be heard, including oral arguments and the filing and consideration
9 of any written briefs, conclude the hearing and within thirty (30) days there-
10 after render a decision. The affirmative vote of a majority of the members of
11 the Board shall constitute the verdict of the said Board which by such vote
12 may exonerate, censure, suspend, or expel the accused. The Board shall issue
13 a resolution which shall contain its decision (without other statement or
14 opinion about the case) and shall be signed by the President and Secretary of
15 the Academy. No member of the Board not present for the entire time of the
16 hearing shall be entitled to vote.

17 SECTION 10. Any member who has been censured, suspended, or expelled by the
18 Board of Directors may appeal such action within six (6) months after notice
19 is given in writing by the Board of Directors. The Board of Directors shall
20 designate a time and place for the hearing of the appeal and, after giving
21 the appellant and representatives reasonable opportunity to be heard, shall
22 by a majority vote either sustain or reverse such censure, suspension, or
23 expulsion. The decision of the Board shall be final.

24 ARTICLE 2

25 MANAGEMENT

26 SECTION 1. The management of this corporation shall be vested in a Board of
27 Directors consisting of eleven Fellow-members and one Student-member selected
28 in accord with Article 1, Section 6, who are twenty-one (21) years of age or
29 older. The Board of Directors shall have and exercise all the power necessary
30 to control the operation, programs, and policies of the Corporation and all
31 of its details. No contract, debt, or obligation shall be binding unless
32 contracted by and with the authority of the Board of Directors as indicated
33 by an agreement of two-thirds (2/3) of the members of the Board.

34 All business transactions shall be conducted according to procedures set
35 forth in the current Roberts Rule of Order.

36 SECTION 2. The Board of Directors shall have full charge, custody, and control
37 of the real and personal property of the Corporation. No real property shall
38 be sold or otherwise conveyed or disposed of without the affirmative vote of
39 two-thirds (2/3) of members of the Board of Directors in a meeting held to
40 consider such a proposed sale or transfer. Notice of this meeting, which shall
41 have been given in writing not less than thirty (30) days in advance thereof,
42 shall give information relative to the proposal to be considered.

1 SECTION 3. The Board of Directors shall have the power to fill all vacancies
2 occurring in their number between annual elections. Any vacancy, with the
3 exceptions of the offices of President and President-Elect, may be filled by
4 a majority vote of those board members present. To confirm such an appointment
5 there must be a minimum of seven (7) Board Members voting. When the office
6 of President is vacant, the Vice President automatically assumes that office,
7 with the approval of a majority of the entire Board of Directors. When the
8 office of President-Elect is vacant the Board of Directors may fill that office
9 by appointment with confirmation by a majority of the general membership through
10 special ballot.

11 SECTION 4. The Board of Directors shall determine the amount of annual fees
12 required for the forthcoming year for membership no later than November 1
13 of each year.

14 ARTICLE 3

15 MEETING OF MEMBERSHIP

16 SECTION 1. The Board of Directors shall designate the time and place of the
17 annual meeting of the Corporation and shall issue call for this meeting by
18 November 15 of each year. At this meeting reports on the affairs of the
19 Corporation for the preceding year will be given by the officers of the
20 Corporation.

21 SECTION 2. Special meetings of the membership may be called by the President,
22 or by order of the Board of Directors, or upon written request to the President
23 or the Board of Directors by fifteen (15) voting members of the Academy. The
24 President or Secretary shall specify the purpose of the meeting in a notice
25 which shall be mailed to each member of the Corporation, at least fourteen
26 (14) days prior to said meeting. No business shall be transacted at the
27 special meeting except that for which the call is issued.

28 SECTION 3. A majority of the membership shall be represented, either in
29 person or by absentee or proxy ballot to constitute a quorum at the annual
30 meeting of the Corporation. One-third (1/3) of the membership shall be
31 represented, either in person or by absentee or proxy ballot to constitute
32 a quorum at any meeting of the membership other than the annual meeting.

33 ARTICLE 4

34 ELECTION OF OFFICERS AND DIRECTORS

35 SECTION 1. The annual election of Directors shall be held at the annual
36 meeting of the Corporation. Written notice must be sent to the members of
37 the organization to comply with Incorporation Laws of the domicile State
38 of Incorporation. At each annual election, there shall be elected six
39 (6) directors who shall hold office for two (2) years or until their
40 successors have been elected and qualified. At the time of election four
41 of the Directors shall be designated President-Elect, Vice President,
42 Secretary, and Treasurer, respectively, for a period of one (1) year. At
43 the discretion of the Board of Directors other members of the Board of Directors
44 may be designated Assistant Secretary and Assistant Treasurer. The officers

1 so designated shall hold office for one (1) year or until their successors
2 are elected and qualified. The officers so designated shall have the power
3 to perform the duties authorized by Article 6 of these By-laws and by such
4 regulations as may be promulgated by the Board of Directors.

5 SECTION 2. Election of officers will be accomplished through provision
6 established by the Elections Committee and the Secretary consistent with the
7 provisions of Section 5, Article 6.

8

ARTICLE 5

9

MEETING OF THE BOARD OF DIRECTORS

10 SECTION 1. The Board of Directors shall hold quarterly meetings at time and
11 places designated by the President and an absolute majority of the membership
12 of the Board shall constitute a quorum for the transaction of business.

13 SECTION 2. Special meetings may be called by the Secretary at the request
14 of the President, or upon written request to the President of six (6) Directors,
15 or upon written request to the President of fifteen (15) members of the
16 Corporation. The object of special meetings shall be stated in the call and
17 no other business shall be transacted. Notice of Special Meetings shall be
18 transmitted by mail no less than fourteen (14) days and no more than twenty-
19 eight (28) days prior to such meetings.

20

ARTICLE 6

21

DUTIES OF THE OFFICERS

22 SECTION 1. The President shall preside at all business meetings of the
23 Corporation and of the Board of Directors. He shall make a report of the
24 year's activities at the annual meeting of the Corporation. He shall appoint
25 all standing committees of the Board of Directors and of the Corporation and
26 shall designate the Chairman thereof, subject to the approval of the Board of
27 Directors. The President and Secretary shall sign all legal papers of the
28 Corporation authorized by the Board of Directors.

29 SECTION 2. The President-Elect must be present at three-fourths (3/4) of all
30 officially designated meetings or forfeit his position. Upon completion of
31 his term as President-Elect he succeeds to the office of President for the
32 term of one year.

33 SECTION 3. The Vice President, during the absence or disability of the President,
34 shall have the power to perform all the duties of the President.

35 SECTION 4. The Treasurer shall receive all funds of the Corporation and shall
36 disburse them under the order of the Board of Directors; he shall keep full
37 accounts of all funds received and paid out and report same to the Board of
38 Directors at their quarterly meetings; and to the corporate membership at the
39 annual meeting. He shall keep all funds of the Corporation and promptly
40 deposit them in such depositories as shall be designated by the Board of
41 Directors. The Treasurer may be chairman of the Finance and Budget Committee.
42 The Assistant Treasurer, if there be one elected, shall have the authority
43 as may be conferred upon him by the Board of Directors.

1 SECTION 5. The Secretary shall keep a record of the minutes of all business
2 meetings of the Corporation and of the Board of Directors and shall attest
3 same with his signature. He shall notify the membership of forthcoming
4 elections allowing sufficient time for individual members to declare for
5 office consistent with the provisions of paragraph 1 of Section 4 of Article 1.
6 He shall be charged with receipt and official count of all ballots. The
7 Secretary shall notify all officers of their election and all committees of
8 their appointments; he shall notify all officers and directors of all business
9 meetings of the Corporation and of the Board of Directors; he shall be
10 custodian of the records and minutes of all business meetings and of the
11 corporate seal.

12 SECTION 6. Any board member who has failed to attend two (2) consecutive
13 officially designated meetings is subject to forfeiture of his seat, the
14 final decision resting with the Board of Directors as determined by a
15 majority vote.

16 ARTICLE 7

17 STANDING COMMITTEES

18 SECTION 1. Standing committees may be designated by the Board of Directors
19 or established by the President, by and with the consent of the Board of
20 Directors.

21 SECTION 2. Each standing committee shall be responsible for the performance
22 of the duties and functions delegated to it by the Board of Directors or by
23 the President, and all actions of each committee shall be subject to the
24 approval of the Board of Directors.

25 SECTION 3. Standing committees shall hold regular meetings and shall make
26 periodic reports to the Board of Directors.

27 ARTICLE 8

28 AMENDMENTS

29 SECTION 1. These By-laws may be amended at any regular or annual meeting of
30 the membership by a majority vote of all members voting, provided notice
31 of such meeting and the proposed changes shall have been given in writing
32 no more than sixty (60) days and no less than thirty (30) days prior to the
33 meeting.

34 ARTICLE 9

35 GRANDFATHER CLAUSE

36 SECTION 1. Those Fellow-members who are members in good standing as of
37 January 1, 1971, are not subject to the membership requirements of Article 1,
38 Section 2, so long as they annually renew their membership in the Academy
39 and meet the requirements of continuing membership set forth in Article 1,
40 Section 7.