

Constitution of the Missouri Academy of Physician Assistants

Article I. Name

The name and title of this organization shall be the Missouri Academy of Physician Assistants.

Article II. Purpose of the Academy

The purposes of this Academy are to render loyal and honest service to the medical profession and to the public, to develop and enforce continuing educational programs for the Physician Assistant and the Academy membership, to promote the Physician Assistant concept through education of professional and lay people and to promote similar interests in the student societies, and any other purposes not prohibited by laws.

Article III. Composition of the Academy

The Academy shall consist of fellow members and such other members as the Bylaws may provide.

Article IV. Board of Directors

The Board of Directors, whose duties are executive and judicial, shall have charge of all property and all financial affairs of the Academy, and shall perform such other duties as are prescribed by law governing the directors of corporation, or as may be prescribed in the Bylaws.

Article V. Conventions and Meetings

The Academy shall hold an annual convention during which there shall be a business meeting of the Board of Directors and general election of officers shall be conducted.

Article VI. Officers

The officers of this Academy shall be a president, a president-elect, a vice president, a secretary, a treasurer, four directors at large and such other officers as the Bylaws may provide.

Bylaws of the Missouri Academy of Physician Assistants

Preamble

This Academy shall be representative of graduate Physician Assistants employed within the State of Missouri. The primary objectives of this organization are to enhance quality medical care to the people of Missouri through a process of continuing medical education both to the membership and to the public.

Article I. Membership

Section I.

Membership in this organization shall consist of men and women of good moral character who are cognizant of their obligation to the public and who meet the requirements for membership prescribed by the Board of Directors of the Missouri Academy of Physician Assistants.

Section II.

Membership in this organization shall be restricted to persons who are classified as one of the following: 1) Fellow members in the American Academy of Physician Assistants (AAPA) 2) Those individuals who have graduated from an approved Physician Assistant training program 3) Those individuals who are currently enrolled in Physician Assistant training programs 4) Those individuals who have expressed interest in supporting the Missouri Academy of Physician Assistant either financially or through professional affiliations.

Section III.

All applications for membership shall be made in writing on an application form provided by this organization. The application will be reviewed, and approved or rejected by the membership committee. Any rejections may go before the general membership as an appeals process for membership for a vote which shall be considered final.

Section IV.

Membership in MAPA shall not be denied or abridged because of sex, color, creed, race, religion, or ethnic origin.

Section V.

Membership categories shall be as follows:

Honorary Members: Persons of distinction who have rendered outstanding service to the Missouri Academy State Chapter of the American Academy of Physician Assistants or persons who have retired from active work may be elected by the officers to honorary membership. Non- Physician Assistant honorary members shall have all rights and privileges as fellow members with the exception of voting, holding office, and/or chairing committees. Physician Assistant honorary members shall have all the

rights and privileges of fellow or associate members. All honorary members shall be exempt from payment of dues.

Fellow Members: Physician Assistants who are currently or have been formerly employed in the state of Missouri and have graduated from an approved PA program and who are NCCPA certified or eligible. A fellow member must be a fellow member of the American Academy of Physician Assistants. Fellow members may be elected to hold an office of the Board of Directors and shall be entitled to the floor of the state chapter. Fellow members may vote on issues related to the state chapter and on issues pertaining to the American Academy of Physician Assistants and House of Delegates.

Associate Members: Physician Assistants who are currently, or have been formerly employed in the state of Missouri, and are certified or eligible for certification by the NCCPA, but are not current AAPA members. Associates members by elected to hold an office of the Board of Directors and shall be entitled to the floor of the state chapter.

Affiliate Members: Affiliate members approved by the Membership Committee may be fully active in Chapter affairs, but may not participate in issues related to the AAPA, nor hold elective office. Membership dues will be set by the Board of Directors.

Student Members: Students enrolled in approved PA training programs shall be entitled to the privilege of the floor of the State Chapter, but shall not be entitled to vote. Student representatives elected by their peers from the schools, approved by the Board of Directors, shall be entitled to the privilege of the floor of the State Chapter at each meeting of the Board of Directors, and shall be entitled to vote on matters of business at the State Academy. One (1) Board seat shall be designated for the Student Representative.

Section VI.

To protect the public against misconduct, any member may, in good faith, refer charges against any other member who is believed to be otherwise guilty of conduct justifying censure, suspension or expulsion from the Missouri Academy of Physician Assistants. Such charges shall be brought in the manner herein after specified.

Such charges must be filed with the Secretary of the State Chapter and a copy must be sent to the President and each officer. A date shall be set for a meeting of the officers for the purpose of considering such charges. Said meeting shall be held no later than thirty (30) days after the date such charges were filed with the Secretary.

The officers shall, after having given the accuser and the accused every opportunity to be heard, including oral arguments and the filing and consideration of any written belief, conclude the hearing within thirty (30) days thereafter render a decision. The affirmative vote of a majority of the members of the Board shall constitute the verdict of the said Board which by such vote may exonerate, censure, suspend, or expel the accused from the Missouri Academy of Physician Assistants. The Board shall issue

a resolution which shall contain its decision without other statement or opinion about the case and shall be signed by the President and Vice-President of the Missouri State Chapter.

Section VII.

Any members who has been censured, suspended, or expelled by the Board of Directors may appeal such action within thirty (30) days after notice is given in writing by the Board of Directors. The Board of Directors shall designate a time and place for the hearing of the appeal and, after the giving the appellant and representatives reasonable opportunity to be heard, shall by a majority vote, either sustain or reverse such censure, suspension, or expulsion. The decision of the Board shall be final.

Section VIII.

Missouri Academy of Physician Assistants reserves the right to rent its membership listing for an amount determined by the Board of Directors for a one time mailing use. Use of the list for telemarketing is strictly prohibited. Names provided are confidential and proprietary information of MAPA. Names will be used only for the specific mailing for they were ordered and for no other purposes, unless specifically authorized in writing. MAPA is not required to provide forwarding addresses for undeliverable mail. The customer agrees to furnish MAPA with a copy of a sample of printed material, literature, and/or advertising material to be mailed in accordance with this agreement. MAPA retains the right to decline to rent its list to any organization at its discretion.

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:

- A. To appoint and employ, 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 to fix their duties, and from time to time to 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 officers of the corporation the right to choose, remove or suspend all subordinate officers or agents and to fix and change their salaries;
- B. To determine who shall be authorized to sign, on the organization's behalf, bills, receipts, endorsements, checks, releases, contracts and documents;
- C. To impose such changes, dues and/or assessments as it may deem advisable for purposes furthering the corporation objectives;
- D. To fill all vacancies occurring in their number between annual elections.

Article III. Meeting of Membership

Section I.

The Board of Directors shall designate the time and place of an annual meeting of the Missouri State Chapter and shall call such meeting Sixty (60) days before such meeting each year. At this meeting, reports on the 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.

Section III.

A majority of the Board of Directors plus ten percent of the general membership present shall constitute a quorum at any general membership meeting of the organization.

Article IV. Elections of Officers and Directors

Section I.

Offices to be filled: Elected officers of the Academy include President, President-elect, Vice-President, Secretary, Treasurer, and a specified number of Directors-at-Large.

Section II.

Terms of Office: The term of office for President, President-elect, Vice-president, Treasurer, Secretary, and Director-at-Large shall be for two (2) years. After serving the term as President-elect, the President-elect succeeds the presidency upon completion of elections. One Director shall be designated Student Representative, who shall be a student member elected to office by his/her peers for a period of one (1) year.

Section III.

Eligibility and Qualifications of Candidates: A candidate must be a Fellow or Associate member in good standing with MAPA and agree to reside or work in the state of Missouri through his/her term of office. Fellow members must also be AAPA members in good standing.

Section IV.

Self-Declaration of Candidacy: Self-declaration shall be permitted in the election of officers and Director-at-large.

Section V.

Time of Election: Elections will take place annually at the annual meeting of the Missouri Academy of Physician Assistants.

Section VI.

Eligibility of Voters: All fellow and associate members who are listed on the Academy membership rolls as of Thirty-one (31) days prior to the Election shall be eligible to vote.

Section VII.

Election Procedures: The Vice-President, with the assistance of the Elections Committee, appointed by the President, shall assure the procedures for the election of Officers and Directors-at-Large are in compliance with the state bylaws.

A. Ninety (90) days prior to the annual election and meeting, all members shall be notified of the upcoming election and shall be solicited to become candidates for office.

B. Not later than seventy-five (75) prior to the election, candidates must file a letter of intent with the Elections Committee, stating the office for which they seek. Upon receipt of this communication, a member shall be considered a candidate and shall be mailed a current list of voting members. Candidates may also self-declare at the time of the annual meeting at which time the voting member may elect to vote for these candidates by utilizing the "write-in" option on the ballot.

C. The Elections Committee shall have prepared a secret numbered ballot for all voting members. No earlier than thirty (30) days prior to, and no later than ten (10) days prior to the election, the secret ballot shall be mailed to all eligible voting members. The ballots shall be collected at the annual meeting. In the event a member cannot attend this meeting, the ballot must be mailed to the Secretary and received seventy-two (72) hours prior to the election for tabulation.

Section VIII.

Vote Necessary to Elect. Officers and Directors shall be elected by a plurality of the votes cast. In case of a tie vote, the vote will be recast until the tie is broken or by some other method the assembly may choose.

Section IX.

Time When New Office Takes Place. The term of office for all elected officers by the Academy shall begin immediately upon election.

Section X.

Vacancies in Office. In the event a vacancy in the office of President, the President-elect shall become the President to serve the unexpired term, and shall serve his/her own successive term as President. In the event of vacancy in the office of the President-elect, it may be filled by appointment by the Board of Directors with confirmation by a majority of the members through special ballot. A vacancy in the student position on the Board shall be filled in the manner prescribed by the Bylaws. (Section II above.) All other vacancies occurring in the Board of Directors shall be filled by a vote of a majority of the remaining Board members.

Article V. 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 (2) meetings in any calendar year. An absolute majority of the membership of the Board shall constitute a quorum for purposes of transacting business.

Section II.

Special meetings may be called by the Secretary at the request of the President, or upon written request to the President of at least twenty-five (25) percent of the 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 meeting shall be transmitted by mail no less than fourteen (14) days and no more than twenty-eight (28) days prior to such meetings.

Article VI. Duties of the Officers

Section I.

The President shall preside at all business meetings of the organization and of the Board of Directors, and shall conduct the meeting according to Sturgis Standard Code of Parliamentary Procedure. The President shall take 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 Chairman, thereof, subject to the approval of the Board of Directors. The current president and all past presidents are entitled to have the membership fee to MAPA waived for the duration of their affiliation with MAPA.

Section II.

The President-elect must be present three-fourths of all designated meetings or forfeit the position. Should the President-elect forfeit the position, it may be filled by appointment of the Board of Directors with confirmation by a majority of the members through special ballot. The President-elect succeeds to the Presidency at the conclusion of the first elected year.

Section III.

The Vice-President shall assume the duties of the President in his absence. The Vice-President will organize and conduct, with the assistance of the Secretary and Elections Committee all annual elections.

Section IV.

The Secretary will keep minutes of all meetings of the organization. The secretary shall notify all members of the general membership meeting and notify Board members of special meetings. The Secretary shall submit written transcriptions of the minutes to the Board members within thirty (30)

days following the meeting. Records of the minutes shall be retained for at least one year following the date of the meeting.

Section V.

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 on behalf of the organization, and pay all bills approved by the president or organization and record all receipts of those payments. The treasurer shall provide detailed balance statements at the request of the president or Board of Directors for any special meeting of the Board of Directors and for official transcription of the Board requiring detailed financial statements. The treasurer shall also provide an annual financial statement detailing all transactions in the preceding fiscal year and current balances.

Section VI.

Directors-at-Large shall act as regional representatives to MAPA and shall serve as liaisons between the PA community and the Board of Directors. The Student representative Director-at-Large shall serve as a liaison between the student body and the board. Directors-at-Large shall attend at least three-fourths of the Board meetings and all annual meetings and elections. Directors at Large are entitled to vote during Board meetings on issues pertaining to AAPA and MAPA with the exception that the student representative will be excluded from voting on AAPA issues.

ARTICLE VII. HOUSE OF DELEGATES

Section I.

- A. The House of Delegates shall meet annually at the time and place of the Annual Session of the American Academy of Physician Assistants, and at such other times and places as it may be determined.
- B. The Delegates or Alternate Delegates shall meet with the Board of Directors of the Missouri Academy of Physician Assistants 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. Delegates and Alternates must be fellow members and may hold current positions on the Board of Directors.
- C. In the event a vacancy occurs among elected delegates to the House of Delegates to the American Academy of Physician Assistants, the President will appoint a delegate with confirmation by the Board of Directors to serve the remaining term of office.

Section II.

- A. The Missouri Academy of Physician Assistants shall be entitled to send each year, two (2), Delegates to the House of Delegates. Furthermore, the Missouri Academy shall be entitled to an

additional delegate(s) according to the percentages of the American Academy Fellow Members residing within the Missouri Academy's jurisdiction.

- B. At the time of the annual election, which shall be held at the Annual Meeting of the Missouri Academy of Physician Assistants, the Missouri Delegates for the House of Delegates shall be elected by the membership. Delegates shall be elected for a term of one (1) year. If after the election the American Academy notifies the Missouri Academy that additional delegate(s) would be needed at the Annual session, the President of the Missouri Academy shall appoint Delegate(s) for a period of one year to meet the requirements.
- C. The Physician Assistant School(s) in the State of Missouri shall be entitled to encourage interested student members to be elected annually by their peers in the student organization of the American Academy. Such student delegates shall be seated as voting members in the House of Delegates with all rights and privileges bestowed.

Section III.

Each Delegate, before being seated, shall deposit with the Secretary of the House, a certificate signed by the President and Secretary of the Missouri Academy, stating that he or she is a regular Delegate or Alternate. Each Delegate and Alternate Delegate shall be a fellow member in good standing of the Missouri and American Academies. In the event no certified Delegate or Alternate Delegate is present at the meeting of the House, a member or members of the Missouri Academy present may be seated as a Delegate by two-thirds (2/3) vote of the House.

Section IV.

The members of the House of Delegates shall follow the Standing Rules prepared by the Rules Committee. The first duty of a Delegate or Alternate Delegate is to vote for what he or she believes is best for the American Academy as a whole. A second duty is to vote for what is best for the Missouri Academy that he or she represents. The Delegate or Alternate Delegates shall be responsible for presenting resolutions authorized by the Missouri Academy.

ARTICLE VIII. 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 by the Board or President.

Section III.

Standing committees shall hold regular meetings and shall make periodic written reports to the Board of Directors. All Standing Committees shall submit a written report to the president summarizing the activities and transactions during the previous fiscal year prior to the annual membership meeting.

ARTICLE IX. ASSESSMENTS

Section I.

Levy of Assessments. Assessments may not be levied except upon recommendation of the Board of Directors and by a majority vote of the general membership. Notice of such recommendations shall be sent to each member by mail with the call for the meetings no less than fourteen (14) days and no more than twenty-eight (28) days prior to such meetings.

Section II.

Membership Dues. Dues for membership shall be determined by the Board of Directors for the ensuing year and voted on by the general membership at the annual meeting of the Missouri Academy. It must pass by a majority vote. A member may join the Academy at any time during the year. Twelve months will constitute a member year and renewal will occur in the month in which the member initially joined the Academy.

Section IV.

Penalties for Nonpayment. Any member whose dues or assessments are unpaid at the time of any meeting shall be ineligible to vote or hold office. The Board of Directors may establish procedures and policies with regard to nonpayment of dues and assessments as they become due.

ARTICLE X. RESERVE FUND

Section I.

The Treasurer shall establish and maintain a separate fund titled Reserve Fund. The Fund may be invested in such banks or savings and loans, or certificates of deposits, as the Board of Directors shall deem proper. Such dividends and/or accrued interest therefrom shall be reinvested. The Board of Directors will determine Quarterly percentages of moneys to be transferred from the General Fund to the Reserve Fund. The moneys transferred to the Reserve Fund from the General Fund will not exceed ½ percent, and the moneys in the General Fund have to be greater than or equal to \$1,000.00. (Formula: ½% x >\$1,000.00 = transferred moneys)

Section II.

Expenditures from this fund may be made a majority vote of the Board of Directors for amounts not to exceed \$2,000.00. Expenditures from this fund exceeding \$2,000.00 shall be made upon a

majority vote of all eligible members attending the regular or special meeting of the membership or as polled under written ballot as provided in Article XI, shall be limited to the following purposes:

- A. Missouri Academy procurement of major office machines and/or space;
- B. Missouri Academy Research concerning the Physician Assistant and/or medical/surgical research;
- C. Expenditures as an emergency fund, in part, or in whole, such that if action was not taken, there would be detrimental effect on the Academy or its members.

ARTICLE XI. SPECIAL POLLING PROCEDURES

Section I.

On any issue to be determined by the Board of Directors or the Constitution, which will require a general membership vote in the interim of the annual meetings, the entire eligible membership will be polled by written ballot and passage of the issue shall be by a majority of those voting. The Secretary shall be responsible for mailing the ballots to all eligible members. All ballots must be postmarked for return no later than ten (10 days after the date of the mailing to the voting members to be considered as valid for that vote count.

ARTICLE XII. AMENDMENTS

Section I.

These bylaws may be amended at any regular or special meeting of the membership by a majority of all voting members.