

# Missouri Academy of Physician Assistants

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## Bylaws of The Missouri Academy of Physician Assistants

### Article I. Name

The name of this organization shall be the Missouri Academy of Physician Assistants, herein referred to as MOAPA, a nonprofit organization.

### Article II. Principal Office

The principal office for MOAPA is fixed and located at 6200 Lakeside Avenue, Richmond, Virginia 23228. The MOAPA Board of Directors, herein referred to as the board, by majority vote, may at any time change the location of the principal office from this location to another. Any changes of location of the principal office shall be noted by the secretary, and amended in this section of the bylaws.

### Article III. Purpose

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

### Article IV. Affiliation

MOAPA shall maintain the status of a chartered constituent chapter of the American Academy of Physician Assistants, herein referred to as AAPA.

### Article V. Membership

**Section 1. GENERAL.** Membership in MOAPA shall consist of individuals of good moral character who are cognizant of their obligation to the public and who meet the requirements for membership as herein defined.

**Section 2. CATEGORIES.** Membership categories are (a) fellow, (b) affiliate, (c) associate, (d) retired, (e) recent graduate, (f) student (g) pre-PA, (h) post-graduate fellow, and such other categories as may be recognized by the board.

**Section 3. FELLOW MEMBERSHIP.** Physician Assistants who have graduated from an accredited PA program, who are NCCPA certified or NCCPA eligible, and must be a fellow

member of the AAPA. Fellow members may be elected to hold an office on the board, chair committees, 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 AAPA and AAPA House of Delegates.

**Section 4. AFFILIATE MEMBERSHIP.** Non-Physician Assistants who are approved by the Board of Directors and may be fully active in chapter affairs. Affiliate members shall be entitled to the floor of the state chapter. Affiliate members may not participate in issues related to the AAPA or AAPA House of Delegates, shall not be entitled to vote, to hold office, or to chair a committee.

**Section 5. ASSOCIATE MEMBERSHIP.** Physician Assistants who are certified or eligible for certification by the NCCPA, but are not current AAPA members. Associate members shall be entitled to the floor of the state chapter, and entitled to vote on matters related to the state chapter. Associate members shall not be entitled to vote on issues pertaining to the AAPA or AAPA House of Delegates, to hold office, or to chair a committee.

**Section 6. RETIRED MEMBERSHIP.** Physician Assistants who are fellow members of MOAPA, but have chosen to retire from practice. A retired member shall have been an active member of MOAPA for a minimum of five years. A retired member shall be entitled to the privilege of the floor, to vote, and to chair a committee, but shall not be entitled to hold office. Retired membership requires approval from the board. Retired members may be entitled to vote on issues pertaining to the AAPA or AAPA House of Delegates, only if he or she is a current voting member of the AAPA.

**Section 7. RECENT GRADUATE MEMBERSHIP.** Individuals who have graduated from an ARC-PA accredited PA program. Recent graduate members shall have the privilege of the floor, shall be entitled to vote, may chair a committee, and may hold certain offices as defined in Article IX, Section 4. Recent graduate members may be entitled to vote on issues related to the AAPA or AAPA House of Delegates, only if he or she is a fellow member of the AAPA.

**Section 8. STUDENT MEMBERSHIP.** Individuals who are enrolled in an ARC-PA accredited PA program within the state of Missouri. Student members shall have the privilege of the floor except as otherwise provided in Article XII. Student members shall not be entitled to vote, to hold office, or to chair a committee. Student members shall not be entitled to vote on issues related to the AAPA or AAPA House of Delegates.

**Section 9. PRE-PA MEMBERSHIP.** Individuals who are currently enrolled or have graduated from a college or university with the intention of applying to a PA program within the state of Missouri. Pre-PA members shall have the privilege of the floor; However, pre-PA members shall not be entitled to vote, to hold office, or to chair a committee. Pre-PA members shall not be entitled to vote on issues related to the AAPA or AAPA House of Delegates.

**Section 10. POST-GRADUATE FELLOW MEMBERSHIP.** Individuals who have graduated from an ARC-PA, or predecessor agency accredited PA program, and are currently enrolled in a post-graduate fellowship program within the state of Missouri. Post-graduate fellow members shall be entitled to vote on issues related to the state chapter, to hold office, and to chair a committee. Post-graduate fellow members may vote on issues pertaining to the AAPA and AAPA House of Delegates, only if he or she is a fellow member of the AAPA.

**Section 11. APPLICATION.** All applications for membership shall be made in writing or online with the official application form provided by MOAPA. Applications may be reviewed and approved or rejected by the board or its designee. Membership in MOAPA shall not be denied or abridged because of race, religion, creed, color, sex, gender, age, national origin, ethnic origin, sexual orientation, or disability.

**Section 12.** Annual fees, dues, late fees, and manner of payments shall be established and approved by the board for each category of membership.

**Section 13. TERMINATION OF MEMBERSHIP.** A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of a member, on reasonable notice to MOAPA;
- (b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;
- (c) Failure to pay membership dues or fees within the time specified by the board;
- (d) Occurrence of any event that renders a member ineligible for membership or failure to satisfy membership qualifications;
- (e) Expulsion of the member for misconduct in accordance with the procedures specified in Article VI.

**Section 14.** All AAPA fellow members are eligible for membership in MOAPA unless AAPA membership has been revoked for reasons of an ethical or judicial nature.

## **Article VI. Discipline and Judicial Affairs**

**Section 1.** The board of directors shall serve as the judicial body of MOAPA.

**Section 2.** Adherence to the *AAPA Guidelines for Ethical Conduct for the Physician Assistant Profession* is a condition of membership.

**Section 3.** Any member who is under sentence of suspension or expulsion shall not be entitled to any of the rights or benefits of membership, or be permitted to take part in any of the proceedings until he or she has been reinstated.

**Section 4.** Any member who has been censured, suspended, or expelled by the board may appeal, in writing, such action within thirty (30) days after notice is given by the board.

**Section 5.** The board shall designate a time and place for the hearing of the appeal and, after 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.

#### **Article VII. Nondiscrimination**

It is the policy of MOAPA to provide equal opportunities to all employees, applicants for employment, members, applicants for membership, appointments or elections of MOAPA leadership positions or employment and/or advancement of MOAPA staff or employed consultants with due regard to relevant qualifications and abilities. No person shall be discriminated against because of race, religion, creed, color, sex, gender, age, national origin, ethnic origin, sexual orientation, or disability.

#### **Article VIII. Meetings of Members**

The board shall set the time and place of the annual membership meeting and shall give notice to each member no less than sixty (60) days before the date of the meeting.

#### **Article IX. Elections**

**Section 1. GENERAL.** The vice president shall establish rules and regulations governing all elections.

**Section 2. OFFICES TO BE FILLED.** Elected offices of MOAPA include president-elect, vice president, secretary, treasurer, directors-at-large, and delegates to the AAPA House of Delegates.

**Section 3. PRESIDENT-ELECT.** The president-elect shall automatically succeed the preceding president as president of MOAPA, and the outgoing president shall remain as a member of the board for one year as immediate past president.

**Section 4. ELIGIBILITY AND QUALIFICATIONS OF CANDIDATES.** All candidates for MOAPA officers, directors-at-large and delegates to the AAPA House of Delegates must be fellow members in good standing with MOAPA and AAPA. In addition, candidates for election must meet the following criteria:

- (a) **President Elect.** Candidates for president elect must have one (1) year of MOAPA board experience in any elected and/or committee chair position prior to declaration of office. Candidates must submit a CV or resume to the current board for review prior to elections.

- (b) **Vice President, Secretary and Treasurer.** Candidates for vice president, secretary and treasurer are encouraged to have one (1) year of experience in a leadership role in any organization and must submit a CV or resume to the current board for review prior to elections.
- (c) **Director-at-Large.** Candidates for director-at-large are encouraged have at least one (1) year of experience in a leadership role in any organization. Candidates must submit a CV or resume to the current board for review prior to elections
- (d) **Delegate to the AAPA House of Delegates.** Candidates are encouraged to have experience with parliamentary procedure.

**Section 5. BALLOT COUNT.** The candidates for all MOAPA officers and directors-at-large, in each region, receiving the highest number of votes cast shall be elected to office.

**Section 6. STUDENT REPRESENTATIVES.** The voting student representatives to the board shall be elected by the student council as described in Article XII.

**Section 7. DELEGATES TO THE AAPA HOUSE OF DELEGATES.** Delegates to the AAPA House of Delegates will be elected by the fellow members of MOAPA. The number of delegates will be determined by apportionment by the AAPA. The Chief Delegate will be appointed by the board from the elected delegates.

**Section 8. VACANCIES IN OFFICE.**

- (a) A vacancy in the office of immediate past president shall not be filled.
- (b) A vacancy in voting student delegates shall be filled in the manner prescribed by the board.
- (c) A vacancy in delegates to the AAPA House of Delegates shall be filled by alternate candidates elected by a general membership vote at the time of general elections.
- (d) All other vacancies occurring on the board shall be filled by a vote of the majority of the remaining members of the board from a slate of candidates prepared by the president. All terms of office for appointees shall expire at the time of the next regularly scheduled MOAPA general membership election at which time the vacated office shall be filled.

**Article X. Board of Directors**

**Section 1. COMPOSITION.** There shall be nineteen (19) members of the board of

directors, consisting of president, president-elect, vice president, immediate past president, secretary, treasurer, four (4) directors-at-large, eight (8) student representatives with two (2) total votes, and the chief delegate. The president, president-elect, immediate past president, vice president, secretary, and treasurer shall constitute the MOAPA officers. All board members are voting members of the board except for the student representatives who are not elected as voting members of the student council.

**Section 2. TERM OF OFFICE.** Each term of office for president, vice president, secretary, treasurer, directors-at-large, and delegates to the AAPA House of Delegates shall be for two (2) years. The term of office for all other board members shall be for one (1) year. The secretary and treasurer shall be elected on alternate years. Directors-at-large and delegates to the AAPA House of Delegates shall also be elected on alternate years. The term of office for board members and delegates to the AAPA House of Delegates shall begin July 1st following the general election from June 15 – June 30.

**Section 3. DUTIES AND RESPONSIBILITIES.** The board of directors shall be responsible for the implementation of policies concerning the property, business, and affairs of MOAPA. The board shall have the following duties and responsibilities:

- (a) To establish the policies of MOAPA and to determine the appropriate strategies for achieving its goals;
- (b) To attend all board meetings and carry out all duties as assigned by the board or the president;
- (c) To provide for the management of the affairs of MOAPA in such manner as it may think fit. The board may not delegate the power to alter or amend these bylaws, or delegate the power to fill vacancies on the board;
- (d) To impose such charges, dues, and assessments as it may deem advisable for purposes of furthering MOAPA's goals;
- (e) To appoint and employ, and at its discretion, to remove and suspend permanently or temporarily the executive director, subordinate manager, the chief operating officer, and other such employees, clerks, and consultants, including but not limited to legal counsel and a legislative advocate, as it may from time to time choose. The board may determine to fix their duties, to fix and change their salaries and employment, to require such security in such instances and in such amounts as it may determine, and to confer by resolution upon any officer of MOAPA the right to choose, remove, or suspend all subordinate officers or agents and to fix and change their salaries;

- (f) To determine who shall be authorized to sign, on MOAPA's behalf, bills, receipts, endorsements, checks, releases, contracts, and documents.

## **Article XI. Meetings of the Board of Directors**

**Section 1. FREQUENCY.** The board shall hold meetings as designated by the president, but there will not be less than two (2) meetings in any fiscal year. A majority of the voting membership of the board shall constitute a quorum. Unless otherwise stated in these bylaws, an affirmative vote by a majority of the board members present shall constitute an action of the board.

**Section 2. SPECIAL MEETINGS.** 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 meeting shall be stated in the call and no other business shall be transacted. Notice of a special meeting shall be transmitted by email no less than fourteen (14) days and no more than twenty-eight (28) days prior to the scheduled meeting.

**Section 3. NOTICE.** Notice of regular meetings of the board shall be given to members of the board at least thirty (30) days prior to the meeting date.

**Section 4. WAIVER OF NOTICE.** Notice of a meeting need not be given to any board member who signs a waiver of notice or a written consent to holding the meeting.

**Section 5. PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE.** Any meeting may be held by conference telephone or similar communication equipment. Any board member may participate in a meeting by such medium if all voting board members participating in the meeting can hear one another. All board members shall be deemed present in person at such meetings. Each board member shall attend 75% of meetings in person, one of which is mandatory to be the general membership meeting. The other 25% of meetings can be attended via teleconference means listed above. Should there be extenuating circumstances, the board will review these on a case by case basis, to approve or deny the request to be absent from the meeting.

**Section 6. ACTION WITHOUT MEETING.** The officers and/or board may be required or permitted to take action without a meeting, if all officers and/or board members consent to such action in writing. Such action by written consent shall have the same force and effect as any other validly approved action of the board or officers. All such consents shall be filed with the minutes of the proceedings of MOAPA. Nothing herein shall be construed as precluding the officers or board members from taking an informed or advisory vote in a manner not in compliance with this section or any matter that does not require formal action of the board or officers.

**Section 7. ADJOURNMENT.** A majority of board members present may adjourn any board meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours', notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the board members who were present at the time of adjournment.

## **Article XII. Officers**

**Section 1. GENERAL.** The officers of MOAPA shall be president, president-elect, immediate past president, vice president, secretary, and treasurer.. Each officer must be a fellow member in good standing of MOAPA and AAPA for the duration of his or her term.

**Section 2. PRESIDENT.** The president shall coordinate agendas with the secretary, preside at all meetings, and maintain order. He or she shall appoint committees and committee chairs in accordance with Article XV. The president shall be the official spokesperson of MOAPA and shall designate another spokesperson(s) in his or her absence.

**Section 3. PRESIDENT-ELECT.** The president-elect shall assume the duties of the president in his or her absence and succeed to the office of president should that office become vacant.

**Section 4. VICE PRESIDENT.** The vice president shall assume the duties of the president-elect in his or her absence or should the office be vacant. The vice president shall perform the duties of presiding over elections, monitoring membership, and other such duties as assigned by the president or the board.

**Section 5. SECRETARY.** The secretary shall keep the minutes of the board and annual membership meetings, coordinate agendas with the president, keep the bylaws of MOAPA up-to-date, keep the policies and procedures of MOAPA, attest the signature of the officers of MOAPA, and affix the corporate seal on documents as required. The secretary shall perform other such duties as assigned by the president or the board.

**Section 6. TREASURER.** The treasurer shall be responsible for adequate and proper accounts of the properties and funds of MOAPA. The treasurer shall deposit, or call to be deposited, all monies and other valuables in the name and to the credit of MOAPA, with such depositories as may be designated by the board. He or she shall disburse the funds of MOAPA as may be ordered by the board, shall render to the board, whenever it may request it, an account of all his or her transactions as treasurer and the financial condition of MOAPA. The treasurer shall have other such powers and perform other such duties as may be assigned by the president or the board.

**Section 7. IMMEDIATE PAST PRESIDENT.** The immediate past president shall perform such duties as may be assigned by the president or the board.



## **Article XII. Student Council**

**Section 1. SELECTION OF THE STUDENT COUNCIL.** One student from each class from each ARC-PA accredited program in Missouri shall be elected by his or her peers to serve as a student representative to the student council on the board. The student council will collectively have two votes on issues voted upon by the board and in membership elections. The members of the student council are responsible for communicating information on MOAPA activities to their respective constituencies and presenting student interests to the board. The term of office for each student representative is two (2) years.

**Section 2. VOTING BY THE STUDENT COUNCIL.** The members of the student council shall elect two delegates and two alternates to attend each board meeting as the voting student members. The alternates shall serve as the voting members in the absence of an elected delegate. The members of the student council must be MOAPA members in good standing for the duration of their term. The voting student delegates are responsible for communicating board activities to the student council and presenting student interests to the board. The term of office for the voting student delegates, as well as the alternate delegates, shall be determined by the student council representatives present at the annual membership meeting and shall be no longer than one (1) year.

**Section 3. RIGHTS OF THE STUDENT COUNCIL.** The voting student delegates will have all the rights and privileges of a board member, including voting, except in matters relating to AAPA. Alternate voting student delegates will have the same privileges, but only in the absence of an elected delegate.

**Section 4. VACANCIES.** A vacancy in the student council will be filled in a manner set forth by the board.

## **Article XIV. Removal from Office**

**Section 1. CAUSE.** Any elected board member may be removed from office by a majority vote of the board with cause.

**Section 2. ELECTED BOARD MEMBERS.** Board members may be removed in a special election called for that purpose upon the request to the president of ten (10) percent of MOAPA members eligible to vote. A majority of valid ballots cast shall be required for removal.

**Section 3. NOTICE.** Any board member facing removal shall be given at least thirty (30) days' notice of the impending vote and shall be given the opportunity to appear and be heard on the matter before the board takes final action.

**Section 4. ABSENCE FROM MEETINGS.** Any board member failing to attend two consecutive meetings of the board shall, at the option of the remaining board members,

surrender his or her membership on the board.

**Section 5. APPEAL.** A board member may appeal, in writing, such action within thirty (30) calendar days after notice of removal is given and the board has acted to remove the board member.

## **Article XV. Committees**

**Section 1.** Standing committees shall be appointed by the board or by the president with the approval of the board.

**Section 2.** Each committee shall be responsible for the performance of the duties and functions delegated to it by the board or the president.

**Section 3.** Committees shall hold regular meetings and make reports to the board upon request.

**Section 4.** Ad hoc committees are appointed by the president with approval of the board for a specific purpose. The committee shall cease to exist when its assignment is completed and a final report is issued.

**Section 5.** Committee chairs are appointed by the president with the approval of the board and shall be subject to removal by the president. Committee chairs must be fellow members in good standing of MOAPA for the duration of their term.

**Section 6.** All committee members are appointed by the committee chair and must be members in good standing of MOAPA for the duration of their term.

**Section 7.** Committee members and chairs shall serve a one (1) year term commencing at the time of appointment.

## **Article XVI. Continuing Medical Education**

**Section 1.** MOAPA shall be responsible for establishing programs of continuing medical education for its membership, to meet in part, the requirements for certification.

**Section 2.** MOAPA shall ensure that all programs of continuing education for its membership shall be open to certified and non-certified physician assistants.

**Section 3.** Should MOAPA not execute a program of continuing medical education for its membership in any one year, an announcement and alternatives will be provided to the membership in a timely manner.

## **Article XVII. Parliamentary Authority.**

**Section 1.** The parliamentary authority used by MOAPA shall be the current edition of

Sturgis' Standard Code of Parliamentary Procedure.

**Section 2.** MOAPA is a constituent organization of the AAPA. As such, MOAPA and its members are required to meet all provisions outlined in the AAPA's constitution, bylaws, and charter policy. MOAPA will not write or pass any bylaws or policies in conflict with AAPA bylaws or policies. MOAPA will uphold the principles, purposes, and philosophy for which AAPA was founded. If MOAPA is unable to uphold the principles and purposes of AAPA, or passes conflicting bylaws, it must work through AAPA to change the philosophy by altering MOAPA's bylaws.

**Article XIII. Finance**

Financial records of MOAPA shall be examined as the board directs.

**Article XIX. Amendment of Bylaws**

**Section 1.** Minor edits to these bylaws may be made by a majority vote of the board.

- (a) Minor edits shall include alterations to one section of an article, or changes to a few words within a sentence of these bylaws

**Section 2.** Major amendments to these bylaws may be made by a majority vote of the valid votes cast by the membership, provided notice of the proposed amendment(s) is/are given in writing to the voting members at least thirty (30) days prior to the date votes shall be cast.

- (b) Major edits shall include alterations to multiple sections of an article, or changes to multiple sentences within these bylaws.

**Article XX. Indemnification**

Any person made a party to any civil or criminal action, suit, or proceeding by reason of the fact that he/she, his/her testator or intestate is or was a director, officer, or employee of the corporation or of any corporation which he/she served as such at the request of this corporation, shall be indemnified by the corporation against the reasonable expenses, including without limitation, attorney's fees and amounts paid in satisfaction of judgment or in settlement, other amounts paid to the corporation by him/her, actually and necessarily incurred by or imposed upon him/her in connection with, or resulting from, the defense of such civil or criminal action, suit, or proceeding that such officer, director, or employee is liable for gross negligence or criminal malfeasance in the performance of his/her duties. Any amount payable pursuant to this section may be determined and paid, at the option of the persons to be indemnified pursuant to procedure set forth from time to time in the bylaws or by any of the following procedures: (a) Order of the court having jurisdiction of any civil or criminal action, suit, or proceeding; (b) Resolution adopted by a majority of a quorum of the board without counting in such majority or quorum any interested director; (c) Order of any court having jurisdiction over the corporation.

Such right of indemnification shall not be exclusive of any other right which such officers, directors, and employees of the corporation and the other persons above mentioned, may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights indemnification under any provision of the Article of Incorporation of bylaws, agreement, provision of law or otherwise as well as their rights under this section.

**Article XXI. Dissolution**

In the event of the dissolution of MOAPA, the financial assets and funds shall become the property of the AAPA, providing all incurred liabilities have been satisfied and the dissolution is in accordance with the Missouri statutes governing the dissolution of incorporated societies.

*Approved: March 2, 2018*