

## **Texas Academy of Physician Assistants-BYLAWS**

### **Article I. Name**

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

### **Article II. Principal Office**

The principal office for TAPA is fixed and located at 401 W. 15th Street, Austin, Texas 78701. The TAPA Board of Directors, herein referred to as the board, by a two-thirds (2/3) 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 on these bylaws opposite this section or this section may be amended to state the new location.

### **Article III. Purpose**

The purposes of TAPA are to render loyal and honest service to the medical profession and the public, to develop and conduct continuing medical or medically related education programs, to promote the physician assistant concept through the education of professional and lay people, to promote physician assistant student organizations, and to provide leadership and representation for physician assistants in Texas.

### **Article IV. Affiliation**

TAPA 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 TAPA shall consist of individuals 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) associate, (c) student, (d) physician, (e) affiliate, (f) honorary, (g) sustaining/retired, (h) military, (i) PA-physician team (j) hardship, (k) pre-PA student and such other members as may be recognized by the board.

**Section 3. FELLOW MEMBERSHIP.** A fellow member is a physician assistant who is a graduate of an ARC-PA, or successor agency accredited physician assistant program, or who is certified by the National Commission on Certification of Physician Assistants, who is employed in Texas, and is also a fellow member of AAPA. Fellow members shall have the privilege of the floor, to hold office, and to vote.

**Section 4. ASSOCIATE MEMBERSHIP.** An associate member is a physician assistant who is employed in Texas but is not a member of AAPA. Associate members shall have the privilege of the floor, to hold office, except as TAPA officers, delegates or alternates to the AAPA House of Delegates, and to vote, except in issues related to AAPA.

**Section 5. STUDENT MEMBERSHIP.** A student member is an individual who is enrolled in an ARC-PA, or successor agency accredited PA program, or an unaccredited program approved by AAPA. Student members shall have the privilege of the floor. Except as otherwise provided in Article XIII, student members shall not be entitled to vote, to hold office, or to chair a committee.

**Section 6. PHYSICIAN MEMBERSHIP.** A physician member is a U.S. licensed physician who wishes to associate with TAPA. Physician members shall have the privilege of the floor, but shall not be entitled to vote, to hold office, or to chair a committee.

**Section 7. AFFILIATE MEMBERSHIP.** An affiliate member is an individual approved by the board of directors or its designee from allied health professions or organizations that employ PAs who wishes to associate with TAPA. Affiliate members shall have the privilege of the floor, but shall not be entitled to vote, to hold office, or to chair a committee.

**Section 8. HONORARY MEMBERSHIP.** An honorary member is an individual who has rendered distinguished service to physician assistants and TAPA, and who is nominated by a physician assistant who is a member of TAPA, and confirmed by two-thirds (2/3) vote of the board. Honorary members shall have the privilege of the floor, but shall not be entitled to vote, hold office, or chair a committee. Honorary members who qualify for fellow or associate membership shall have all the rights and privileges of fellow or associate members. All honorary members are exempt from paying dues.

**Section 9. SUSTAINING/RETIRED MEMBERSHIP.** A sustaining/retired member is a physician assistant who is a graduate of an ARC-PA or who is certified by the NCCPA who has chosen to not practice in the PA profession or who is no longer employed in Texas, including those who have retired. The sustaining/retired member shall have the privileges of the floor but shall not be entitled to vote, hold office, or chair a committee.

**Section 10. MILITARY MEMBERSHIP.** A military member is a physician assistant who is on active military duty and a fellow member of a national military physician assistant society. Military member shall have the privilege of the floor but shall not be entitled to vote, to hold office or to chair a committee.

**Section 11. PA-PHYSICIAN TEAM.** A PA-Physician team member is a physician assistant who meets the requirements of fellow or associate membership and their supervising physician. The PA member shall have all the privileges afforded to a fellow or associate member in accordance with Article V, Section 3 and 4. The physician member shall have the privilege of the floor but shall not be entitled to vote, to hold office, or to chair a committee.

**Section 12. HARDSHIP MEMBERSHIP:** A hardship member is given to a Fellow member with an illness, injury or other significant personal hardship. Requests will be dealt with on an individual basis and include but not strictly limited to the above. Hardship members are entitled to the privileges of a fellow member.

**Section 13. PRE-PA STUDENT MEMBERSHIP:** A Pre-PA Student Member is an individual who is planning to enroll in an ARC-PA, or successor agency accredited PA program, or an unaccredited program approved by AAPA. Pre-PA Student members shall not have the privilege of the floor. Pre-PA student members shall not be entitled to vote, to hold office, or to chair a committee

**Section 14. APPLICATION.** All applications for membership shall be made in writing on an application form provided by TAPA. Applications may be reviewed and approved or rejected by the board or its designee. Membership in TAPA shall not be denied or abridged because of gender, age, creed, color, religion, ethnic origin, national origin, handicap, or sexual preference.

**Section 15.** Annual fees, dues amounts, late fees, and manner of payments shall be established and approved by the board for each category of membership.

**Section 16. TERMINATION OF MEMBERSHIP.** A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of a member, on reasonable notice to TAPA;
- (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 17.** All AAPA fellow members are eligible for membership in TAPA unless TAPA 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 TAPA.

**Section 2.** Adherence to the AAPA Code of Ethics 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 six months after notice is given by the board.

**Section 5.** A committee chair, who is not part of the executive board, shall arrange for an impartial, three-person panel to hear the appeal. The panel shall consist of fellow members who do not hold a chair or board office. The committee chair 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 panel shall be final.

## **Article VII. 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. Fifty-one (51) percent of the voting membership present shall constitute a quorum.

## **Article VIII. Elections**

**Section 1. GENERAL.** The elections committee shall establish rules and regulations governing the elections.

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

**Section 3.** The **PRESIDENT-ELECT** shall automatically succeed the preceding president as president of TAPA, 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 TAPA officers, director-at-large and delegates or alternates to the AAPA House of Delegates must be fellow members in good standing of TAPA and AAPA. In addition, candidates for election must meet the following criteria:

- (a) **President Elect.** Candidates for President Elect must have one year of TAPA board experience in any elected and/or committee chair position prior to declaration of office.
- (b) **Vice President, Secretary and/or Treasurer.** Candidates for Vice President, Secretary and/or Treasurer must have one year of experience in a leadership role in any organization.

(c) **Director-at-Large.** Candidates for Director-at-Large are encouraged have at least one year of experience in a leadership role in any organization.

(d) **Delegate and Alternate to the AAPA House of Delegates.** Candidates are encouraged to have experience with parliamentary procedure.

**Section 5. DIRECTORS-AT-LARGE.** The two candidates for director-at-large receiving the highest number of votes cast shall be elected to office.

**Section 6. STUDENT REPRESENTATIVES TO THE STUDENT COUNCIL.** The voting student delegate to the board of directors shall be elected by the student council as described in Article XII.

**Section 7. DELEGATES AND ALTERNATES TO THE AAPA HOUSE OF DELEGATES.** Delegates and alternates to the AAPA House of Delegates will be elected by the fellow members of TAPA. The number of delegates will be determined by apportionment by the AAPA.

**Section 8. VACANCIES IN OFFICE.**

- (a) A vacancy in the office of immediate past president shall not be filled.
- (b) A vacancy in the voting student delegate shall be filled in the manner prescribed by the board.
- (e) All other vacancies occurring in 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 TAPA election at which time the vacated office shall be filled by election.

**Article IX. Board Of Directors**

**Section 1.** There shall be eleven (11) members of the board of directors, consisting of president, president-elect, vice president, secretary, treasurer, immediate past president, four (4) directors-at-large, and one (1) voting student delegate. All board members are voting members of the board of directors.

**Section 2. TERM OF OFFICE.** The term of office for 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 and alternates to the AAPA House of Delegates 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 and alternates to the AAPA House of Delegates shall begin July 1st following the elections at the annual membership meeting of TAPA.

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

- (a) To establish the policies of TAPA 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 TAPA in such manner as it may think fit. The board may not delegate the power to alter or amend these bylaws and the power to fill vacancies on the board (subject to Article XIX, Section 1);
- (d) To impose such charges, dues, and assessments as it may deem advisable for purposes of furthering TAPA's objectives;
- (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 and to determine and fix their duties, and to fix and change their salaries and employment, and to require such security in such instances and in such amounts as it may determine, and to confer by resolution upon any officer of TAPA 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 TAPA's behalf bills, receipts, endorsements, checks, releases, contracts, and documents.

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

**Section 1.** The board shall hold meetings as designated by the president, but in no event shall there be less than two (2) meetings in any fiscal year. A majority of the 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 shall be called by the secretary at the request of the president or upon request to the president of at least two other board members. The object of any special meetings shall be stated in the call and no other business shall be transacted.

**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, or any board member may participate in a meeting by such medium as long as all board members participating in the meeting can hear one another. All board members shall be deemed present in person at such meetings.

**Section 6. ACTION WITHOUT MEETING.** Any action the board or executive committee is required or permitted to take may be taken without a meeting if all members of the board or executive committee consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the board or executive committee. All such consents shall be filed with the minutes of the proceedings of TAPA. Nothing herein shall be construed as precluding the board or executive committee 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 executive committee.

**Section 7. ADJOURNMENT.** A majority of board members present, whether or not a quorum is 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 any 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 XI. Officers**

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

**Section 2. PRESIDENT.** The president shall coordinate agendas, 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 TAPA and shall designate other spokespersons in his or her absence. He or she shall make a full report of the year's activities at the annual membership meeting.

**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. The vice president shall perform 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, be responsible for the maintenance of the website, execute the general correspondence, attest the signature of the officers of TAPA, 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 TAPA. He or she shall give a full report at the annual membership meeting. The treasurer shall deposit or call to be deposited; all monies and other valuables in the name and to the credit of TAPA with such depositories as may be designated by the board. He or she shall disburse the funds of TAPA 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 TAPA. 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. Executive Committee**

**Section 1. MEMBERS.** The executive committee shall consist of the president, president-elect, vice president, secretary, treasurer, and immediate past president.

**Section 2. DUTIES.** The executive committee shall act for the board on urgent matters of vital importance to TAPA when there is insufficient time to hold a meeting of the board.

**Section 3. REPORT OF ACTIONS.** The executive committee shall report its actions to the full board at the earliest regular meeting of the board. All such actions must be reviewed by the board and included in the official board minutes.

## **Article XIII. Student Council**

**Section 1.** One student from each ARC-PA, or its successor agency accredited physician assistant program and each unaccredited program approved by the AAPA in Texas shall be elected by his or her peers to serve as a student representative to the student council. The student council will collectively have one vote on the board of directors and in membership elections. The members of the student council are responsible for communicating information on TAPA activities to their respective constituencies and presenting student interests to the student council. The term of office for the student representatives is one (1) year.

**Section 2.** The members of the student council elect one delegate to attend each board meeting as the voting student member. The members of the student council must be TAPA members in good standing for the duration of their term. The voting student delegate is responsible for communicating board activities to the student council and presenting student interests to the board. The term of office for the voting student delegate shall be determined by the student council representatives present at the annual board planning meeting and shall be no longer than a one (1) year term.

**Section 3.** The voting student delegate will have all the rights and privileges of a board member, including voting, except in matters relating to AAPA.

**Section 4.** 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 of directors 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 percent of TAPA 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 such action, in writing, within six (6) months after notice of removal is given and the board has taken action 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 quarterly written reports to the board.

**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 a fellow or associate member in good standing of TAPA 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 TAPA for the duration of their term.

**Section 7.** Committee members and chairs shall serve a one (1) year term commencing on July 1st.

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

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

**Section 2.** TAPA shall ensure that all programs of continuing education for its membership shall be open to non-certified physician assistants, nurse practitioners, and other health care providers.

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

**Section 1.** The parliamentary authority used by TAPA shall be the current issue of Sturgis' Standard Code of Parliamentary Procedure.

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

#### **Article XVIII. Finance**

Financial records of TAPA shall be examined annually 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.

**Section 2.** Major amendments to these bylaws may be made by a two-thirds (2/3) majority vote of the valid votes cast by the membership provided notice of the proposed amendment is given in writing to the voting members at least thirty (30) days prior to the date votes shall be cast.

#### **Article XX. Indemnification**

Any person made a party to any civil or criminal action, suit, or proceeding by reason of the fact that he, his testator or intestate is or was a director, officer, or employee of the corporation or of any corporation which he 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, actually and necessarily incurred by or imposed upon him 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 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 of the corporation without counting in such majority or quorum any interested director; (c) Resolution adopted by the holders of a record of a majority of the outstanding shares of stock of the corporation having voting power; (d) 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, vote of shareholders, provision of law or otherwise as well as their rights under this section.

#### **Article XXI. Dissolution**

In the event of the dissolution of TAPA, the financial assets and funds shall become the property of the American Academy of Physician Assistants, providing all incurred liabilities have been satisfied and the dissolution is in accordance with the Texas statutes governing the dissolution of incorporated societies.

*Approved June 2009*