



Bylaws

Article I: Name

The name of this Association shall be the West Virginia Association of Physician Assistants, herein referred to as WVAPA or Association.

Article II: Purpose and Mission

In addition to the purposes set forth in its Articles of Incorporation, and any amendments thereto, the WVAPA shall:

Section 1: promote quality, cost-effective and accessible health care, and to promote the professional and personal development of physician assistants within the Association.

Section 2: provide the general membership of the Association with a forum for informal assembly regarding the issues that relate to physician assistants of West Virginia.

Section 3: facilitate mutual assistance and support of physician assistants, health professionals and health services by organizing and disseminating health care through forums, panels and other similar programs concerning the delivery and quality of health care services within West Virginia.

Article III: Membership

The WVAPA shall be representative of physician assistants, students and other interested individuals within West Virginia, who meet the specified Bylaws and requirements specified by the Board of Directors.

Section 1: Membership categories are a) fellow, b) associate, c) affiliate, and d) student.

Section 2: A Fellow member is a CAHEA or CAAHEP, or ARC-PA-accredited PA program graduate or NCCPA-certified PA, who shall be employed or reside within West Virginia and is also a fellow member in good standing of the American Academy of Physician Assistants (AAPA). Fellow members shall be entitled to the privilege of the floor, to hold formal office and to vote.

Section 3: An Associate member meets the same criteria as above but is not a fellow member of the AAPA. Associate members shall be entitled to the privilege of the floor but shall not be entitled to vote or hold office.

Section 4: An Affiliate is a Physician Assistant who is not practicing or residing in West Virginia or other health professional who desires to associate with the Association. Affiliate members shall be entitled to the privilege of the floor but shall not be entitled to vote or hold office.

Section 5: A Student member is a person enrolled in an ARC-PA-accredited program who desires to associate with the Association. Student members shall be entitled to the privilege of the floor, but may not have a vote or hold office except for those who are elected as Student Representatives. Student Representatives shall be elected by their peers and enjoy all rights and privileges including formal vote except in matters relating to AAPA. There shall be one WVAPA student representative elected from each ARC-PA-accredited PA program in West Virginia.

Section 6: Applications for membership shall be processed via the official WVAPA website or paper application forms provided by this Association. Electronically scanned versions of paper applications are acceptable. No applicant shall be denied on the basis of gender, age, race, handicap or sexual preference. The Board of Directors reserves the right to deny membership to persons who do not meet the criteria as outlined above or who have had their AAPA membership revoked for reasons of an ethical or judicial nature.

Section 7: Annual fees, dues amounts, late fees and assessments shall be established and approved by the Board of Directors for each class of membership. The Executive Committee may offer complimentary membership for financial or personal hardship on a case-by-case and yearly basis.

Section 8: AAPA members who belong to more than one constituent organization may vote on AAPA issues in only one constituent organization.

Article IV: Discipline

Section 1: The Board of Directors reserves the right to suspend or expel any Association member whose language and/or conduct conflicts with or jeopardizes the ability of the Association to fulfill its purpose and mission. A 2/3 vote is required. The Board of Directors also reserves the right to reinstate a member who has been expelled. Reinstatement requires a 2/3 vote.

Section 2: Any member who is under sentence of suspension or expulsion shall not be entitled to any of the rights or benefits of the Association or be permitted to take part in any of the proceedings until he or she has been reinstated.

Section 3: Any member who has been censured, suspended or expelled by the Board of Directors may appeal, in writing, such action within six months after notice is given, in writing, by the Board of Directors.

Section 4: A Fellow member, who is not a member of the Board of Directors, shall be appointed to arrange for an impartial three person panel to hear the appeal. The panel shall consist of Fellow members who are not holding a chairmanship or board office. A time and place for the hearing of the appeal shall be designated by the appointee. After giving the appellant and representatives reasonable opportunity to be heard, the three

person panel shall by a majority vote, either sustain or reverse the suspension or expulsion. The decision of the panel shall be final.

Article V: Meetings of Members

Section 1: The annual meeting shall be held at a date, time and place to be set by the board and shall be held for the purpose of transacting such business as may properly come before said meeting.

Section 2: Notice of meetings shall be given to each member no less than thirty days before the meeting date. Special meetings of WVAPA may be called by the President, by order of a majority of the Board of Directors.

Section 3: A special meeting of WVAPA may be requested by a majority of the Fellow members.

Section 4: Each Fellow member and Student Representative is entitled to one vote on meeting motions.

Section 5: Thirty-five percent of the voting membership shall constitute a quorum.

Article VI: Board of Directors

Section 1: The Board of Directors shall consist of President, President-Elect, Vice President, Past President, Secretary, Treasurer, two Directors-at-Large and a Student Representative from each ARC-PA-accredited Physician Assistant program in West Virginia.

Section 2: Each officer of WVAPA shall be a Fellow member in good standing of the AAPA for the duration of their term.

Section 3: The Board of Directors shall control and manage the affairs of WVAPA.

Section 4: The Board of Directors shall hold quarterly meetings. All meetings shall be open to all members. A majority of the membership of the Board shall constitute a quorum for the purpose of transacting business. Unless otherwise stated in these bylaws, an affirmative vote by a majority of the Board members present and voting shall constitute action of the Board of Directors.

Section 5: The President, President-Elect, Past President and Vice President shall have a one year term of office. The Secretary and one Director-at-Large shall have a two year term of office, with elections in odd numbered years. The Treasurer and the other Director-at-Large shall have a two year term of office, with elections in even numbered years. Any officer may resign at any time. Such resignation shall be in writing to the Board and shall take effect at the time specified therein.

Section 6: The Board of Directors, at any meeting thereof, may appoint such additional officers with such title, authority and duties as it may deem advisable. The Board will set the amount of compensation for additional officers or office personnel and will have the right to remove or replace any appointees at the Board's discretion.

Section 7: Any officer may be removed from office, for cause, at any time by the affirmative vote of a majority of the Board provided that the affected officer shall have been given written notice of the charges and offered an opportunity to appear and be heard on the matter before the Board takes final action.

Section 8: The officer may appeal such action, in writing, within six months after notice of removal is given and the Board has taken action to remove the officer. The Board of Directors shall designate a time and place for the hearing of the appeal. After giving the officer and representatives reasonable opportunity to be heard, the Board of Directors shall, by a majority vote, either sustain or reverse the removal of the officer. The decision of the Board of Directors shall be final.

Article VII: Election of Board of Directors/AAPA Delegates

Section 1: All officers, Directors-at-Large, delegates to the AAPA House of Delegates, members of the Nominations and Elections Committee must be and remain through their term of office Fellow members of the Association. All officers, Directors-at-Large, delegates to the AAPA House of Delegates and members of the Nomination and Elections Committee must attend the scheduled board meeting a minimum of three (3) out of four (4) quarterly meetings. Student Representatives shall be and remain through their terms of office a member of the Student Academy of the American Academy of Physician Assistants (SAAAPA).

Section 2: The Elections Committee shall establish rules and regulations governing the elections.

Section 3: The offices to be called are the Board of Directors and the AAPA Delegates.

Section 4: The President-Elect shall automatically succeed the preceding President as President of WVAPA and the outgoing President shall remain as a voting member of the Board for one year as the Immediate Past President.

Section 5: Eligible voters include Fellow members and the Student Representatives.

Section 6: The election of officers shall be conducted by mail or electronically at least 45 days prior to July first.

Section 7: The elected officers shall take office on July first. Their term of office runs from July first to June thirtieth.

Section 8: The term of delegates to the AAPA House of Delegates shall begin July fifteenth, with the exception of those delegates representing the Student Academy (SAAAPA) or the Physician Assistant Education Association (PAEA).

Article VIII: Duties of Officers

Section 1: The President shall preside at all business meetings of the Association and of the Board of Directors. He or she shall make a full report of the year's activities at the annual meeting of WVAPA/ He or she shall coordinate agendas for future meetings, preside at meetings and maintain order, and set up forums for

discussion. He or she shall appoint all standing committees and designate their chairperson, subject to the approval of the Board of Directors.

Section 2: The Vice President shall assume the duties of the President in his absence or vacancy. The Vice President will organize and conduct, with the assistance of the Secretary, all annual elections and be chairman of the Elections Committee.

Section 3: The President-Elect, in the absence of both the President and the Vice President, shall assume the duties of the President.

Section 4: The Immediate Past President shall attend Board meetings and shall perform such duties as may be delegated by the President.

Section 5: The Secretary shall keep all minutes of all meetings of the WVAPA, be responsible for all WVAPA organizational communications, assist the Vice President on elections, and notify all members of all meetings. He or she shall coordinate services with the management association personnel.

Section 6: The Treasurer shall maintain accurate records of the financial status of the Association, collect yearly dues from all members, deposit in WVAPA's accounts all money received by WVAPA, and with the President's approval, pay all bills approved by WVAPA, and record all receipts of those payments. The Treasurer's records shall be audited every year and upon leaving the office. The method of the audit will be determined by the Board of Directors. He or she shall also establish sound fiscal planning and will chair an ad hoc advisory committee reviewing financial investment and planning strategies.

Section 7: The two Directors-at-Large shall attend Board meetings and shall perform such duties as may be delegated by the President. He or she shall also act as Parliamentarians for the Association.

Section 8: The Student Representatives shall act as a liaison between the Board of Directors and their respective student body members of the WVAPA. The Student Representatives shall assist in conducting affairs of the WVAPA as designated by the President. They shall also mentor their junior counterparts in their roles as Board members.

Article IX: Committees

Section 1: There shall be such committees as may be specified by the Board of Directors with such responsibility as may be delegated by the Board of Directors or specified in the bylaws. There shall be the following Standing Committees: a) Membership, b) Legislative, c) Elections, d) CME, e) Newsletter, f) Public Education and g) Impairment.

Section 2: The members of each standing committee shall serve for the term of one year, commencing on July first. All committee members shall be appointed by the President, with the majority approval of the Board of Directors, and shall be subject to removal by the President. Each committee shall be responsible to the President and the Board of Directors.

Section 3: Each standing committee shall be responsible for the duties and functions delegated to it by the Board of Directors or the President.

Section 4: Special (ad hoc) committees may be appointed by the President with the concurrence of the Board for such special tasks as circumstances warrant.

Article X: Duties of Standing Committees

Section 1: The Membership committee shall encourage and promote the increase of WVAPA membership by coordinating the recruitment, retention and development of the Association's members. In coordination with the Secretary, included members shall attempt to facilitate applications for membership to all eligible physician assistants and students.

Section 2: The Legislative Committee shall monitor current legislation and policies that have an effect on WVAPA and when necessary coordinate the proactive lobbying for improved quality and standards for physician assistants practicing in West Virginia. He or she shall encourage the membership to take a role in the legislative process.

Section 3: The Elections Committee shall prepare a slate of candidates to fill positions on the Board of Directors and AAPA House of Delegates. The Committee shall establish rules and regulations governing the elections. The Committee shall conduct the elections in the manner discussed in Article VII, Section 5.

Section 4: The CME (Continuing Medical Education) Committee shall coordinate the planning of CME conferences for WVAPA. The CME Committee shall be in charge of coordinating the notification of membership of upcoming events and of actively pursuing other fund raising avenues for holding conferences.

Article XI: Finance

Section 1: The fiscal year shall be determined by a resolution of the Board of Directors.

Section 2: The amount of annual dues, as well as the manner of payment, shall be determined from time to time by the Board of Directors.

Section 3: Annual membership lasts 12 months from January 1st through December 31st. Membership dues for each respective year should be collected during the final quarter of the previous year. Dues paid after January 1st for the same year shall grant membership privileges to the paying member through December 31st of the same and shall not be prorated, except in the case of new members who pay dues between the interval of the annual CME conference and December 31st, in which case they shall be granted membership privileges through December 31st of the subsequent year.

TEMPORARILY APPROVED PROCEEDING TO BE REMOVED JANUARY 1ST, 2014: For current members, dues paid prior to the annual CME conference in April 2013 shall grant membership privileges to the paying member through December 31st of 2013. Dues paid during the interval between the annual CME conference in

April 2013 and December 31st of 2013 shall grant membership privileges to the paying member through December 31st of 2014.

Section 4: Students who choose to become members will be granted membership privileges through December 31st of their graduating year.

Section 5: Any member whose dues are unpaid at the time of any meeting shall be ineligible to vote or hold office.

Article XII: Parliamentary Authority

Section 1: The current edition of Sturgis–Standard Code of Parliamentary Procedure shall be the parliamentary authority for all matters of procedures not specifically covered by these bylaws.

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

Article XIII: Ethics and Judicial Affairs

Section 1: The Board of Directors shall serve as the judicial body of the Association.

Section 2: The Board of Directors will create policy defining and implementing the Association's Code of Ethics in accordance with AAPA guidelines.

Article XIV: Scholarship Foundation

Section 1: The Association will establish a separate charitable foundation supporting the goals and projects of WVAPA as its philanthropic arm.

Section 2: The President will appoint the Foundation's Board of Directors with final approval by the Association's Board.

Section 3: The Foundation will give an annual report of its activities to the Association during the general membership meeting. The Foundation will also report to the WVAPA Board of Directors quarterly.

Article XV: Amendment of Bylaws

Section 1: These bylaws may be amended at any regular or special meeting of the membership by a majority vote of all voting members present or by proxy.