

**BYLAWS
OF THE
OHIO ASSOCIATION OF PHYSICIAN ASSISTANTS**

Article I: Name

The name and title by which this corporation of this organization shall be called the Ohio Association of Physician Assistants, herein referred to as the Association or OAPA.

Article II: Purpose, Vision and Mission

Section 1: Purpose

The Association is organized and shall be operated exclusively to ensure the professional growth, personal excellence and recognition of physician assistants and to support their efforts to enable them to improve the quality, accessibility and cost-effectiveness of patient-centered healthcare. To represent physician assistants and physician assistant students so as to maximize the benefit of their services to the public, the association shall:

1. Encourage its membership to render quality service to the health professions and to the public.
2. Develop, sponsor and evaluate continuing medical or medically related education programs for the physician assistant.
3. Assist in the development of role definition for the physician assistant.
4. Serve as a public information center with respect to its members, health professions and the public.

Notwithstanding any other provision of these bylaws, the association shall exercise its powers, rights and privileges, whether conferred by this instrument, or by the laws of the state of Ohio or otherwise, to carry on such other activities as are permissible for corporations exempt from federal income tax under section 501(c)(6) of the internal revenue code of 1986.

Section 2: Vision and Mission Statements

Vision statement: Ohio is the premier state for PAs.

Mission statement: Remove obstacles and provide resources for personal and professional development of Ohio PAs while promoting quality, accessible and cost-effective patient care.

Article III: Membership

The OAPA shall be representative of physician assistants, students and other interested individuals within the state of Ohio, who are cognizant of their obligation for the public and who meet the requirements for membership as herein defined. Membership in the Association is an honor that confers upon the individual certain rights and responsibilities. Adherence to the "AAPA Guidelines for Ethical Conduct for the Physician Assistant Profession" and the OAPA bylaws and policies is a condition of membership

Section 1: Membership categories are a) fellow, b) associate, c) student, d) supporting, e) affiliate, f) honorary members, g) health team, h) retired members, i) new graduate. All American Academy of Physician Assistants (AAPA) fellow members are eligible for membership in OAPA.

Section 2: A Fellow member is a CAHEA or CAAHEP or ARC-PA-accredited PA program graduate or NCCPA-certified PA, who is employed within, and/or resides within the state of Ohio and is also a fellow member in good standing of the AAPA. Fellow members shall be entitled to the privilege of the floor, to hold formal office and to vote.

Section 3: An Associate member is CAHEA, or CAAHEP or ARC-PA-accredited PA program graduate or NCCPA-certified pa, who is employed within and/or resides within the state of Ohio and must be eligible for AAPA membership. Associate members shall be entitled to the privilege of the floor and has full voting privileges except in matters relating to the AAPA.

Section 4: A Student member is a person enrolled in an ARC-PA-accredited program. Student members shall be entitled to the privilege of the floor but have no vote or hold any office except for their elected Student Representative. The Student Representative shall be elected by his or her peers either statewide or from an individual PA program designated by the board of directors and enjoy all rights and privileges including formal vote except in matters relating to AAPA

Section 5: A Supporting member is a U.S. licensed physician who wishes to support the organization. He or she shall have the privilege of the floor but shall not be entitled to vote or hold office.

Section 6: An Affiliate member is a person who is ineligible for any of the above categories and wishes to affiliate with the organization and is approved by the Board of Directors. Affiliate members shall be entitled to the privilege of the floor but shall not be entitled to vote or to hold office.

Section 7: An Honorary member shall be a person who has rendered distinguished service to the Physician Assistant profession and/or OAPA. Such members shall be nominated by an active association member and approved by the Board of Directors. They shall be entitled to the privilege of the floor but shall not be entitled to vote or hold office. They shall be exempt from paying dues.

Section 8: A Retired member shall be a person who is 65 years of age or older and retired from full or part-time practice. The person shall have been a member in good standing in OAPA for Ten (10) consecutive years prior to making application for Retired status. Such members shall apply for Retired status by submitting an affidavit attesting to having met the requirements of this section. They shall annually pay Fifty Percent (50%) of the current Fellow or Associate dues. They may attend OAPA conferences and seminars free of charge provided they have submitted a registration form. They shall be entitled to the privilege of the floor but shall not be entitled to vote or hold office.

Section 9: A New Graduate member is a CAHEA, CAAHEP or ARC-PA-accredited PA program graduate in the first year of practice and who is employed within and/or resides within the state of Ohio. A New Graduate shall be entitled to the privilege of the floor, to hold office and to vote.

Section 10: All applications for membership shall be in a format approved by the corporate office.

Section 11: OAPA will remain non-discriminatory in granting membership. No Fellow member of AAPA shall be denied an application of membership unless such membership has been revoked for reason of an ethical or judicial nature. Appeals will be acted upon by the Board of Directors, whose decision will be final.

Section 12: 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 13: AAPA members who belong to more than one constituent organization may vote on AAPA issues in only one constituent organization.

Section 14: Non-Fellow members may be active in chapter affairs but may not participate in issues relating to the AAPA, such as voting for delegates, submitting resolutions, or representing the chapter in the AAPA House of Delegates.

Section 15: Membership in the association may be suspended or revoked as provided in Article IV. Any member who has been suspended or has their membership revoked shall not be entitled to any of the rights or benefits of this association or be permitted to take part in any of the proceedings until their membership has been reinstated

Article IV: Judicial Affairs

Section 1: The board of directors shall be responsible for the internal judicial affairs of the association.

Section 2: The Board of Directors has the inherent right to discipline, suspend or expel an association member.

Section 3: Anyone may in good faith ~~prefer~~ BRING charges against any Association member believed to have violated Association bylaws, policies or rules or for unethical or unprofessional conduct or for failure to uphold the principles outlined in the "AAPA Guidelines for Ethical Conduct for the Physician Assistant Profession."

Section 4: The association, after due notice and hearing, may discipline any association member for a violation of association bylaws, policies or rules or for unethical or unprofessional conduct or for failure to uphold the principles outlined in the "AAPA Guidelines for Ethical Conduct for the Physician Assistant Profession."

Section 5: The Board of Directors shall select one of its members, not part of the Executive Board, as a committee chair who will appoint an impartial, three-person panel to hear the charges. The panel shall consist of fellow members who are not holding a chairmanship or board office. The committee chair shall designate a time and place for the hearing and, after giving the appellant and their representatives reasonable opportunity to be heard, shall, by a majority vote, recommend censure, suspension, or expulsion.

The board will inform the member of the committee's recommendations in writing within 30 days of the time of the recommendations. Any member who has been censured, suspended or expelled by the board of may appeal in writing such action within 30 days after notice is given. The board may choose to re-hear the charges or uphold the original recommendations of the committee. The decision of the board shall be final.

Section 6: Any member who is under sentence of suspension or expulsion shall not be entitled to any of the rights or benefits of the organization or be permitted to take part in any of the proceedings until he or she has been reinstated.

Section 7: If any association member has their physician assistant license, certificate, registration currently revoked as the result of a final adjudicated disciplinary action for violation of the professional practice statutes or regulations, their OAPA membership shall be automatically revoked.

Article V: Meetings of Members

Section 1: The general membership 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 may be delivered by electronic means. A copy of the notice shall be given to each member no less than 30 days before the date of the meeting. Special meetings of the organization may be called by the President or by order of a majority of the Board of Directors.

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

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

Section 5: Ten percent (10%) of the voting membership shall constitute a quorum.

Article VI: Board of Directors

Without prejudice to the duties and responsibilities confirmed by statute, by the articles of incorporation, or by these bylaws, the directors of the association shall be responsible for the adoption, implementation and amendment of policies and for the property, business and financial affairs of the association.

The Board of Directors shall create and maintain a policy manual which will be kept separate and apart from the bylaws.

1. The Bylaws Committee shall annually review organizational policies and propose changes to the Board of Directors. The Bylaws Committee shall also interpret policy as requested by the Board of Directors.
2. A majority of votes cast during a properly called meeting of board members is required to adopt or amend policy.

It is expressly declared that the Board of Directors shall have the following duties and responsibilities:

1. To appoint or remove an Executive Director pursuant to the affirmative vote of a two-thirds (2/3) majority of the directors.
2. To direct the activities of the Association's office through the Executive Director.
3. To provide for the management of the affairs of the Association in such a manner as may be necessary or advisable.
4. To establish committees necessary for the performance of its duties.
5. To establish, regularly review and update the Association's management plan to attain the goals of the Association.

Section 1: The Board of Directors shall consist of a President, President Elect, Vice President, immediate Past President, Secretary-Treasurer, Student Representative, Regional Directors, Executive Director (ex officio) and/or director of administrative services (ex officio). The Executive Committee shall consist of the President, President-Elect, Vice President, immediate Past President, Secretary-Treasurer and Executive Director (ex officio).

The Executive Committee shall be empowered to act for the Board on behalf of the Association in matters not requiring a Board vote. Actions of the Executive Committee shall be reported to the Board of Directors no later than the Board's following meeting. All such committee actions must be reviewed and ratified by the Board of Directors and shall be included in the official Board minutes.

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

Section 3: The Board of Directors shall hold meetings at such times and places as may be designated by the President, but in no event shall there be less than one such meeting in any calendar year. An absolute majority of the membership of the Board shall constitute a quorum for purposes of transacting business. Each director shall have one (1) vote on all matters submitted to a vote of the board of directors. no director voting by proxy shall be permitted.

Section 4: Special meetings shall be called by the President. The object of the special meeting shall be stated in the meeting notice and no business other than that specified in the notice shall be transacted at the meeting. Notice of a special meeting shall be provided not less than two (2) days before the meeting.

Section 5: To the extent permitted by law, any person participating in a meeting of the board of directors may participate by any means of communication by which all persons participating are able to hear one another and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

Section 6: Any action required to be taken at a meeting of the board of directors may be taken without a meeting with written consent. A director's consent to action taken without a meeting may be in electronic form and delivered by electronic means.

Section 7: The board officers shall hold a designated term as determined by the board prior to elections. 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 8: Board officers do not receive compensation for their services but may be reimbursed for expenses.

Section 9: In the event that an office vacancy occurs and is not covered by any pertinent bylaw(s), the Board of Directors may appoint an officer to fill the vacancy from a slate of qualified candidate(s) submitted by the Elections Committee. A deadline for the submission of the candidate(s) and appointee confirmation will be set by the Board.

Section 10: Any officer may be removed from office, for just 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 of Directors takes final action.

Section 11: The officer may appeal such action in writing within 30 days 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 the Board of Directors and AAPA Delegates

Section 1: The Elections Committee shall establish rules and regulations governing the elections.

Section 2: The offices to be filled are the Board of Directors and AAPA Delegates. The term of office for the President, President-elect, Immediate past president, Vice president, Regional directors, Student representative and AAPA delegates will be determined by the board of directors.

SECTION 3: Self-declaration, in accordance with policy, shall be permitted in the election of board members and AAPA delegates.

Section 4: The President Elect shall automatically succeed the preceding President as President of the organization 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 and Associate members, except that only Fellow members may vote on AAPA issues and delegates.

Section 6: The term of delegates to the House shall begin July 1.

Section 7: The elected officers shall take office on July 1. Their term of office runs from July 1 to June 30 of the designated year to end based on elected position.

Section 8: The election of officers and AAPA Delegates shall be conducted by either email, electronic voting or regular mail at least 45 days prior to June 1.

Article VIII: Duties of Officers

Section 1: The President shall preside at all business meetings of the organization and of the Board of Directors. He or she shall make a full report of the year's activities at the annual meeting of the organization. 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 committee chairs, subject to the approval of the Board of Directors.

Section 2: The President Elect shall assume the duties of the President at the end of the current term of the President or earlier if that office becomes vacant for any reason and shall perform such duties as may be delegated by the President.

Section 3: The Vice President shall perform such duties as may be delegated by the president and shall assume the duties of the president in his or her temporary absence. The Vice President will organize and conduct, with the assistance of the Secretary-Treasurer, all annual elections and be chairperson of the Elections Committee. The Vice President is the chairperson of the Bylaws Committee.

Section 4: The Immediate Past President shall assume the duties of the president in the absence of both the President and Vice President and attend Board meetings and shall perform such duties as may be delegated by the President.

Section 5: The Secretary-Treasurer shall keep minutes of all meetings of the organization, be responsible for all organization communications, assist the Vice President on elections, notify all members of all meetings, and attempt to send applications for membership to all eligible physician assistants and students.

Section 6: The Secretary-Treasurer shall maintain accurate records of the financial status of the organization, collect yearly dues from all members, deposit in the organization's account all money received by the organization, and with the President's approval, pay all routine bills and all bills approved by the Board of Directors and record all of those payments. The Secretary-Treasurer's records shall be audited every year and upon leaving the office. The audit method will be determined by the Board of Directors.

Some or all of the Secretary-Treasurer's responsibilities may be delegated to the Executive Director.

Section 7: The Student Representative shall act as a liaison between the Board of Directors and all Student members of the organization.

Section 8: The Regional Director(s) shall assist in conducting the business of the Association as designated by the President and will facilitate communication back to the regional membership.

Section 9: The Executive Director will perform such duties as defined by the Board of Directors but the responsibility for Association activities still resides with the Board.

Article IX: Committees

There shall be such committees as may be specified by the Board of Directors with such authority and responsibility as may be delegated by the Board of Directors or specified in the bylaws.

Section 1: The chairs of each committee shall serve for a designated length of time as determined by the Board of Directors commencing on July 1. All committee chairs shall be appointed by the President, with the majority approval of the Board of Directors, and shall be subject to removal by the Board of Directors. Committee Chairs are not part of the Board of Directors but shall be responsible to the President or Board of Directors.

Section 2: Each committee shall be responsible for the performance of the duties and functions delegated to it by the Board of Directors or the President.

Section 3: Committees shall hold regular meetings and shall make written reports as required by the Board of Directors.

Section 4: Special task forces may be appointed by the President with the concurrence of the Board for such special tasks as circumstances warrant.

Article XI: Finance

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

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

Section 3: Annual membership dues shall be payable each year on the anniversary of membership.

Section 4: Any member whose dues, late fees 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, late fees and assessments as they become due.

Article XII: Executive Director

An Executive Director may be contracted with or employed by the Association and shall have such rights, powers, duties and responsibilities as may be set forth by the Board of Directors from time to time. An employee may be bonded at the expense of the Association in such amounts as the Board of Directors may require. The Executive Director shall have no vote in the meetings of the Board of Directors. The Executive Director shall be under the control and supervision of the Board of Directors and in case of his/her death, resignation or removal the Board of Directors shall have the power to fill the vacancy.

Article XIII: Contracts with Others

The Board of Directors may contract with other persons or entities as needed or advisable. This includes, but is not limited to, association management companies, lobbying firms, law firms, software companies and accounting firms. The Board of Directors may terminate contracts at any time but shall adhere to the provisions set forth in the contract.

Article XIV: Rules of Order

In the absence of any provisions to the contrary in these bylaws, all meetings of the association and board of directors shall be governed by the parliamentary rules and usages contained in the current edition of *The Standard Code of Parliamentary Procedure*.

Article XV: Chapter Constituency

The constituent chapter is part of the parent organization. The constituent chapters and their members must follow the philosophy of the parent organization. This organization will not write or pass any bylaws and/or policies in conflict with AAPA bylaws and/or policies. This organization will uphold the principles, purposes and philosophy for which AAPA was founded. If the organization is unable to uphold the principles and purposes, or passes conflicting bylaws and/or policies, it must work through the parent organization, (AAPA) to change the philosophy by altering the organization's constitution and bylaws. The OAPA will consult AAPA Bylaws if an issue arises that is not addressed by OAPA Bylaws.

Article XVI: Amendment of Bylaws

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 providing notice of proposed bylaws amendments are sent to the membership no later than 30 days prior to the vote being taken.

Amended November 2020.