



# **BYLAWS OF THE MARYLAND ACADEMY OF PHYSICIAN ASSISTANTS**

**Article 1 Name and Offices**

Section 1. Name

The following are the Bylaws of the Maryland Academy of Physician Assistants, herein noted as Maryland Academy of PAs, utilizing the acronym MdAPA.

Section 2. Principal Office

The principal office of the organization is located in the city of Millersville, county of Anne Arundel, state of Maryland.

Section 3. Change of Address

The designation of the State (i.e. Maryland) of the organization’s principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named state by noting the changed address and effective date below. Such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

New Address: \_\_\_\_\_  
\_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_\_\_\_

New Address: \_\_\_\_\_  
\_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_\_\_\_

New Address: \_\_\_\_\_  
\_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_\_\_\_

## **Article 2 PURPOSE**

### **Section 1. Non-Profit Objectives**

This organization is created exclusively for one or more of the purposes as specified in Section 501(c)6 of the Internal Revenue Code. The organization is a not for profit, and no part of the net earnings inures to the benefit of any private shareholder or individual.

### **Section 2. Specific Objectives and Purposes**

The organization shall, through appropriate mechanisms, strive to ensure the professional growth, personal excellence, and recognition of Physician Assistants (PAs) in Maryland. Additionally, to support Maryland PA efforts to enable them to improve the quality, accessibility, and cost-effectiveness of patient-centered health care. To represent Maryland PAs and PA students to maximize the benefit of their services to the public, the organization shall:

01 Promote and provide the delivery of improved health care with primary focus in the State of Maryland.

02 Promote and provide continuing medical education for health care providers.

03 Promote and provide public education to both medical professionals and the general public.

04 Maintain liaisons with other health care organizations.

05 Encourage and carry on research in health care activities, either directly or by supporting those individuals and/or organizations engaged in such research.

06 Make recommendations and participate in the planning and implementation of PA and related healthcare services to better meet the needs of the public.

07 Advocate for legislative advancement for the PA practice and expansion of the PA role.

### **Section 3. Affiliation with National Organization**

The Maryland Academy of PAs (MdAPA) is a chartered chapter of the American Academy of PAs (AAPA). As such, MdAPA and its members shall meet the provisions outlined in AAPA's constitution, Bylaws, and charter policy. MdAPA upholds the principles, purposes, and philosophy for which AAPA was founded.

## **Article 3 MEMBERSHIP**

### **Section 1. General Membership Requirements**

Membership will generally be open to all interested persons or organizations supportive of the MdAPA mission.

### **Section 2. Membership Classification**

There shall be four main categories of membership, consisting of fellow members, associate members, student members, and honorary fellow members. No member shall hold more than one membership in the organization.

01 A fellow member is a graduate of an ARC-PA, or by one of its predecessor agencies, approved PA Program who is certified (or has been) by the National Commission of Certification of PAs (NCCPA). A fellow member has full voting rights, may hold office, and may be a delegate to the AAPA House of Delegates. All fellow members are encouraged to be fellow members of the AAPA. Those who choose not to be members of AAPA, may not participate in any issues pertaining to AAPA.

02 An associate member is a healthcare professional or organization, or other individual(s) supportive of the MdAPA mission and do not qualify for any other membership category. An associate member may not vote or hold any office in MdAPA.

03 The student member is an individual who is enrolled in an ARC-PA accredited program or has graduated within six (6) months. Student members may not hold an elected office of the Board of Directors. Student members also may not participate in any issues relating to AAPA such as voting for delegates, submitting resolutions, or being an elected Maryland delegate to the AAPA House of Delegates.

04 Honorary fellow membership status may be conferred upon persons who have rendered distinguished service to the PA profession, upon a recommendation from the membership and confirmation by a majority vote of the Board of Directors. Honorary fellow members shall have all rights and privileges of MdAPA. An honorary fellow member who maintains certification has full voting rights, may hold office, and may be a delegate to the AAPA House of Delegates. They may be exempt from the payment of dues.

### **Section 3. Voting**

Voting privileges shall be extended to all Fellow, Honorary and Student members.

#### **Section 4. Applications**

All applications for membership shall be made in writing. The Board of Directors may review applications that constitute special or unique circumstances prior to membership approval.

#### **Section 5. Dues**

The amount of annual dues, late fees, and assessments for each membership category shall be set by the Board of Directors prior to each fiscal year.

#### **Section 6. Termination of Membership**

01 Termination of Membership shall be reviewed by the Board of Directors based on the following:

- Written notice of termination delivered to the President and/or Secretary of MdAPA, electronically or by mail. The membership will terminate on the date of delivery of the notice, or date of deposit in the mail.
- Failure to pay dues on or before the due date.
- Engaging in conduct that is detrimental and prejudicial to the organization including unethical conduct.

02 Membership terminations may be appealed to the Executive Board for reinstatement review.

03 All annual dues paid at the time of termination will be forfeited.

04 Any member who has had their membership restricted, suspended or revoked may apply to the Board of Directors for reinstatement one (1) year after the effective date of such action.

#### **Article 4 JUDICIAL AFFAIRS**

01 The Board of Directors shall be responsible for the internal judicial affairs of the MdAPA.

02 MdAPA has the inherent right through the Board of Directors to discipline, suspend, or expel an MdAPA member.

## **Article 5 OFFICERS AND BOARD OF DIRECTORS**

### **Section 1. Officers of MdAPA**

Shall consist of a President, President-Elect, Immediate Past-President, Vice President, Treasurer, and Secretary. These officers serve on the Board of Directors. These officers must be fellow members of MdAPA in good standing. Duties are outlined in these Bylaws. The President shall serve as the Chair of the Board of Directors and the parliamentary authority adopted by MdAPA.

#### **01 President**

Subject to the control of the Board of Directors, the President shall oversee the affairs of the organization and activities of the Board of Directors. At the annual meeting, the President reports to the membership the past year activities of the organization. The President holds authority to disburse, or cause to be disbursed, the funds of the organization, and may provide co-signature on financial matters in the absence of the Treasurer. The President shall be an ex-officio member of all committees. With Board approval, the President may appoint the chairpersons of the MdAPA standing committees. The term shall be one (1) year.

#### **02 President-Elect**

Succeeds to the presidency at the conclusion of the first year and assumes the duties and responsibilities of the President in the event that the President cannot complete their term, the President-Elect will assume office. The President-Elect may be assigned tasks as deemed appropriate by the President and Executive Board. They will serve as a member or advisor to any committee as determined by the President. The term shall be one (1) year.

#### **03 Immediate Past President**

Assumed by the outgoing President, at the conclusion of their term. Shall serve as an advisor and informational resource for the President and Board of Directors.

#### **04 Vice President**

Shall perform such duties as delegated by the President and/or Board of Directors. In the absence of the President, the Vice President shall perform the duties and exercise the powers of the President, subject to further order of the

Board. They will serve as a member or advisor to any committee as determined by the President. The Vice President is responsible for coordination of all meetings of MdAPA, including general membership meetings, and meetings of the Board of Directors. They shall serve as the Chairperson of the nominating committee and oversee the annual election process. The term shall be one (1) year.

#### **05 Treasurer**

Shall maintain and provide accurate reporting of the finances of MdAPA. The Treasurer is responsible, in conjunction with the President and Board of Directors, for the preparation of the annual budget. They shall disburse, or cause to be disbursed, the funds of the organization, as may be directed by the Board of Directors. The Treasurer shall make a statement of accounts at each meeting of the general membership, Board of Directors meetings, and at such times as directed by the President. The Treasurer is responsible for preparation of tax records. The Treasurer is responsible for endorsing and holds signature authority on checks. The term shall be two (2) years.

#### **06 Secretary**

The Secretary shall oversee the management and record of the meeting minutes for all official MdAPA meetings. The Secretary will make meeting minutes available to the general membership as specified by the Policy and Procedures. The term shall be two (2) years.

### **Section 2. Board of Directors**

01 There shall be a Board of Directors composed of the officers, the four (4) directors at large, regional directors, and one (1) student representative. The Board of Directors shall be responsible for the routine functioning of MdAPA and shall make policy as long as that policy does not contradict the letter or spirit of these Bylaws. All individuals on the Board of Directors must maintain membership with both MdAPA and AAPA. All individuals on the Board of Directors has one (1) vote on matters pertaining to MdAPA and AAPA.

02 The Board of Directors shall establish corporate and administrative policies and procedures, authorize operational goals and objectives, overall strategic planning, authorize agreements and contracts and adopt the annual budget.

03 The Management (or Management Group) is a contracted agent of MdAPA. The Management shall be bonded at the expense of MdAPA in such amounts as the Board of Directors may require. The Management shall be a non-voting member of the Board of Directors. The Management shall be under the direction

and oversight of the Board. In the case of death, resignation, or removal, the Board of Directors shall have the power to fill the vacancy. In the event to appoint or remove, there must be a two-thirds vote by the Board of Directors.

#### **04 Directors at Large**

There shall be four (4) Directors at Large to be identified based on needs by the organization and voted in by general membership. The four MdAPA Directors at large will be responsible for chairing the major standing committees, namely Membership, Legislative, Public Relations, Communication and CME, or as determined by the current Executive Board.

#### **05 Regional Directors**

There shall be Regional Directors to maintain open communication between the general membership of a region and the Board of Directors. The term shall be two (2) years.

#### **06 Student Representative**

There shall be one (1) student representative to function as a liaison between the Board and PA students. The Student Representative shall encourage participation and involvement on the organization's committees and projects. This person shall be appointed by the Board of Directors. The term shall be one (1) year.

#### **07 Completion of Term**

Upon completion of appointed or elected term, the Board of Directors member shall no longer identify as or represent the board of MdAPA. In the event that fraudulent messages, decisions or correspondence are made on behalf of the board of directors while not properly occupying a Board of Director role, the member may be subject to suspension and termination of MdAPA membership as determined by the current Board of Directors.

### **Section 3. Executive Board**

01 An Executive Board for the Maryland Academy of PAs shall consist of the following elected officers:

- President
- President-Elect and/or Immediate Past President
- Vice President
- Treasurer



- Secretary

02 The Executive Board shall be empowered to act for the Board of Directors on critical or urgent matters. Actions of the Executive Board shall be reported to the Board of Directors on or before the next Board meeting. All Executive Board actions must be reviewed and approved by the Board of Directors and included in the recorded Board of Directors' meeting minutes.

#### **Section 4. Attendance**

Board Members are encouraged to attend or participate in 75% of scheduled meetings annually. Should less than 75% attendance in person or via electronic means, the Board of Directors reserves the right to request the resignation of the non-compliant Board Member for the remaining term.

#### **Section 5. Compensation**

Board members in exchange for service are eligible for reduced or waived conference registration fee as outlined by the CME Committee policy. The Board of Directors may be reimbursed for expenses.

### **Article 6 MEETINGS**

#### **Section 1. Board of Directors**

The Board of Directors shall hold regular meetings according to MdAPA policy and procedures, but in no event shall there be fewer than two meetings in any calendar year.

#### **Section 2. Annual Meetings**

The Board of Directors shall call for a meeting of the general membership at least one time per year. Members will be notified of the meeting as outlined in MdAPA Policy.

#### **Section 3. Executive Board**

The Executive Board shall meet at the request of the President. The object of such meetings shall be stated in the request and no other business shall be transacted.

## **Section 4. Special Meeting**

Special meetings of the membership may be called at any time by the President, the Board of Directors, or upon request of the voting membership. Notification of such meetings will be conducted as per MdAPA policy and procedures.

## **Section 5. Quorum**

### **01 Board of Directors**

A majority of the membership of the Board in office shall constitute a quorum for the purposes of transacting business.

### **02 Executive Board**

The majority of the Executive Board shall constitute a quorum.

### **03 Annual Meeting**

To constitute a quorum for an annual meeting, at least ten (10) percent of the general membership shall be present for voting.

### **04 Special Meeting**

To constitute a quorum for a special meeting at least five (5) percent of the general membership shall be present for voting.

## **Section 6. Voting**

Each eligible voting member is entitled to one vote on each matter. If a quorum is present, and the votes cast constitute a majority, it shall be sufficient to take or authorize actions upon any matter, with the exception of Bylaws changes.

## **Article 7 ELECTIONS**

### **Section 1. Election Roles**

01 The Vice President shall organize and conduct annual elections for MdAPA officers and delegates to the AAPA House of Delegates.

02 The fellow members of MdAPA shall elect annually a President-Elect, Vice President, Treasurer (elected on even years), and Secretary (elected on odd years), four (4) Directors at Large and Regional Directors (elected on even years).

03 A Student Director shall be nominated by their peers with both the PA Program Director and MdAPA Board of Directors concurrence. The Student Director position shall rotate on an annual basis between those PA programs within the state of Maryland that are ARC-PA accredited and have active student enrollment.

## **Section 2. Eligibility of Candidates**

01 All candidates for elected positions must be fellow members of MdAPA and AAPA in good standing prior to assuming elected office.

02 No person may hold more than one office simultaneously with the exception of AAPA Delegates.

## **Section 3. Voting Eligibility**

The Vice President shall distribute a ballot to the members of MdAPA as specified in Policy and Procedure.

## **Section 4. Notification of Election Results**

Tabulations of votes will be conducted by the Vice President and management services, followed by notification to the general membership regarding the outcome of the elections. These will be conducted as per the MdAPA Policy and Procedures.

## **Section 5. House of Delegates Election**

There shall be delegates to AAPA House of Delegates representing MdAPA membership. The number of delegates shall be determined by the AAPA apportionment policy. Delegates shall be MdAPA fellow members elected annually for a one (1) year term.

## **Section 6. Voting Authority**

Delegates to the AAPA House of Delegates shall be elected by a majority of the votes cast. In the case of a tie vote, the vote for that office will be retaken in the manner prescribed in the MdAPA Policy and Procedures.

## **Section 7. Term of Office**

The term of office for elected MdAPA Officers and Delegates will be one year, except for the offices of Secretary, Treasurer, and Regional Directors, which shall be two (2) years, and will commence at the conclusion of the Annual Meeting, or

upon naming a successor.

## **Section 8. Vacancies in Office**

01 Vacancies on the board of directors shall exist based on the following:

- When a term of office ends;
- Upon the death, resignation, or removal of any director; or if
- The number of authorized directors is increased

02 The method of filling positions vacated by the holder prior to completion of term shall be as follows:

- a. Unless otherwise prohibited by the articles of incorporation, these Bylaws, or provisions of law, vacancies on the board may be filled by a majority vote of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by a majority vote of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of Board of Directors, or until his or her death, resignation, or removal from office.
- b. In the event of a vacancy in the office of President, the President-Elect shall become president to serve the unexpired term.
- c. In the event of a vacancy in the office of President-Elect, the Immediate Past President shall assume the duties, but not the office of the President-Elect while continuing to perform the duties of Immediate Past President.

## **Article 8 COMMITTEES**

### **Section 1. Standing Committees**

The Board of Directors as per the policies and procedures shall designate the Standing Committees and Chairpersons.

### **Section 2. Sub-committees**

The Board of Directors shall establish sub-committees.

### **Section 3. Ad Hoc Committees**

The President, Board of Directors, or a majority vote of the general membership as necessary shall designate ad hoc committees.

### **Article 9 PARLIAMENTARY AUTHORITY**

The current edition of Sturgis Standard Code of Parliamentary Procedure shall be the parliamentary authority in all matters not specifically provided for in the Constitution or the Bylaws of MdAPA.

### **Article 10 AMENDMENT & ADOPTION OF BYLAWS**

Subject to the power of the members of this organization to adopt, amend or repeal the Bylaws of this organization, and except as may otherwise be specified under provisions of law. The Bylaws may be altered, repealed, or amended and new Bylaws adopted by approval at any regular, annual or special meeting of the general membership at which a quorum is present by two-thirds (2/3) of the voting membership with prior approval by the Board of Directors.

### **Article 11 DISSOLUTION OF CHAPTER**

01 In the event that MdAPA is unable to serve its primary purpose(s), the Board shall hold an official vote for dissolution to close and terminate the business of MdAPA.

02 Upon the dissolution of this organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this organization shall be distributed for one or more exempt purposes within the meaning of Section 501(c)6 of the Internal Revenue Code. All appropriate federal forms will be completed by the Management and submitted to finalize dissolution.

***These Bylaws are current as of 14<sup>th</sup> day of September, 2019, and supersede all other versions.***