

The Washington Academy of Physician Assistants

Bylaws

Preamble

This organization shall be representative of Physician Assistants within the state of Washington. The primary objective of this organization is to enhance quality medical care to the people of Washington through the promotion of high standards and peer review, through a process of continuing education, and by cooperating with and supporting other healthcare providers.

Article I. Membership

The Washington Academy of Physician Assistants shall be representative of physician assistants, physician assistant students and other interested individuals within Washington State, who meet the specified Bylaws and requirements specified by the Board of Directors.

Section I. Membership categories: a) Fellow, b) Colleague, c) Sustaining, d) Student, e) Affiliate, and f) Out-of-State. All AAPA fellow members are eligible for membership in WAPA.

Section II. A FELLOW* member is an NCCPA certified PA or a graduate from an accredited (as recognized by the AAPA and APAP) PA program AND is also a member in good standing of AAPA. Fellow members shall be entitled to the privilege of the floor, to vote and to hold formal office.

Section III. A COLLEAGUE* member is a physician assistant who is NOT a fellow member of the AAPA, but who otherwise meets the requirements set forth for fellow membership. Colleague members shall be entitled to the privilege of the floor and to vote but may not hold formal office.

Section IV. A SUSTAINING* member is a PA eligible for fellow membership who has chosen not to actively practice in the profession. Sustaining members shall be entitled to the privilege of the floor but may not vote or hold formal office.

*A RETIRED member is a PA who has chosen to retire from practice and opts to be classified as a Fellow, Colleague, or Sustaining member. When one retires, they do NOT automatically forfeit their membership status but can choose to retain their membership presuming they otherwise meet the requirements.

Section V. A STUDENT member is a person enrolled in a CAHEA or CAAHEP accredited program or any unaccredited program recognized by the AAPA. Student members shall be entitled to the privilege of the floor but may not vote or hold any office except as an elected Student Representative.

Section VI. An AFFILIATE membership shall be restricted to those persons providing services in the health care field who do not qualify for any other membership category. Affiliate members shall be entitled to the privilege of the floor but may not vote or hold formal office.

Section VII. An OUT-OF-STATE membership shall be restricted to persons who are graduates from a CAHEA or CAAHEP accredited program or NCCPA certified PAs who

reside and work outside of the state of Washington. Out-of-state members shall be entitled to the privilege of the floor but may not vote or hold formal office. A PA residing and/or working outside the state of Washington may choose to be a fellow or associate member if qualifications for those membership categories are met and would then be entitled to those privileges. AAPA members who belong to more than one constituent organization may vote on AAPA issues in only one constituent organization.

Section VII. An HONORARY member is a person of distinction who has rendered outstanding service to the Academy and has been voted honorary membership by the Board of Directors. Non-physician assistant honorary members shall have the privilege of the floor but may not vote or hold formal office. Physician assistant honorary members shall have all the rights and privileges of fellow members.

Section X. All applications for membership shall be made digitally, or in writing, on an application form provided by this organization. The membership committee or its designee will review the applications.

Section XI. Discipline and Judicial Affairs. The purpose of peer review is to protect the public and the profession from misconduct. Any member may, in good faith, file a written complaint against any other member believed to have violated the AAPA Code of Ethics, principles of medical ethics, or the Bylaws or Policies of the Academy.

Charges against a member must be in writing, state the acts of conduct and violation, and must be signed by the accusers. Such charges must be filed with the President and Executive Secretary of the Board of Directors.

The Board of Directors may, by two thirds vote, exonerate, censure, suspend or expel such a member, provided that the opportunity for a hearing shall have been given. Notice of the proposed hearing shall be given to the accused member not fewer than thirty days prior to the proposed hearing date.

Any WAPA Board member undergoing active investigational review by the Washington Medical Commission or other credentialing agency must disclose the investigation to the WAPA President within 7 days of notification of investigation. They may retain their WAPA member status during the investigation. During the investigation, they may not formally or informally represent WAPA. An interim replacement shall be selected by the Executive Committee. They will serve in that role until the investigation is concluded. Should the investigating body authorize further action, they will be required to resign immediately from all WAPA positions. A replacement will be appointed by the Executive Committee.

Any member under sentence of expulsion by the Washington Medical Commission, Washington Department of Health or other credentialing agency shall not be entitled to any of the rights or benefits of WAPA membership.

Section XII. Appeal. Any member who has been censured, suspended or expelled by the Board of Directors may appeal such action within six (6) months after written notice is sent. A committee chair, not part of the Executive Committee, shall arrange for an impartial, three-person panel to hear the appeal. The committee chair shall designate a time and place for the hearing of the appeal, and after giving the member 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 II. Powers of the Board of Directors

Section I. Without prejudice to the powers conferred by these Bylaws, it is expressly declared that the Board of Directors shall have the following powers:

- 1) To appoint and amply, and at its discretion to remove and suspend, permanently or temporarily, such officers, managers, subordinate managers, assistants, clerks and agents as it may, from time to time, choose, and to determine and fix their duties, and from time to time fix and change their salaries and emoluments, 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 the corporation the right to choose, remove, or suspend all subordinate officers or agents and to fix and change their remuneration;
- 2) To determine who shall be authorized to sign, on the organization's behalf, bills, receipts, endorsements, checks, releases, contracts and documents;
- 3) To impose such charges, dues and/or assessments, as it may deem advisable for purposes of furthering the corporation objectives;
- 4) To approve all appointments by the Executive Committee to fill vacancies on the Board of Directors.

Article III. Meeting of the Membership

Section I. The Board of Directors shall designate the time and place of the annual meeting of the Washington Academy of Physician Assistants and shall announce such meeting sixty (60) days before the meeting date. At this meeting, reports on affairs of the organization for the preceding year will be given by the officers of the organization.

Section II. Special meetings of the organization may be called by the President, or by order of the Board of Directors. Written notice of such meeting shall be mailed (postal or electronic) to the membership by not less than thirty (30) days.

Section III. A majority of the membership present shall constitute a quorum at any meeting of the organization.

Article IV. Annual Elections

Section I. The annual elections for the voting members of the Board of Directors shall be by email ballot of the general membership. All ballots will include candidates for President Elect and AAPA House of Delegates Representatives. In odd-numbered years, ballots will include nominees for Secretary and Treasurer. Colleague members and/or any Fellow member already represented by another Constituent Chapter (e.g., Military, VA, etc.) shall receive ballots for statewide offices but are not eligible to vote for AAPA delegates.

A notice describing the office vacancies, requests for nominations and election procedures shall be sent to the membership by the second Friday in January of every year.

- February 1st: Call for candidates
- February 15th: Candidate applications open
- March 15th: Deadline for candidate application submission
- April 15th: Election voting opens – ballots sent electronically
- May 1st Election voting closes
- May 15th: Election results announced
- July 1st: WAPA leadership year begins

Election results shall be collated by the Executive Secretary and reported to the President, President-Elect and the Election Committee Chair. **The numerical ballot count for each candidate shall only be accessible to the Executive Secretary, President, President-Elect and Election Committee Chair and considered confidential.** Once the count is accepted, the elected candidate and non-elected candidate(s) for President-Elect shall be notified by the current President-Elect. The names of those who were and were not elected for each position shall then be reported to the Executive Committee, Board of Directors, all candidates and the membership in a timely manner.

Section II. Criteria for elected positions. All candidates for elected Board of Directors positions shall be Fellow members of WAPA and AAPA in good standing and shall reside and/or work in Washington State.

Section III. Terms of Office

1. President-Elect: One (1) year as President-Elect, one (1) year as President, and one (1) year as Immediate Past President.
2. Secretary: Two (2) years.
3. Treasurer: Two (2) years.

Section IV. Student representatives shall be elected to serve on the Board of Directors by the first-year students enrolled in any physician assistant training program and/or satellite within the state of Washington that is accredited by CAHEEP or its successor body. One (1) representative from each program/satellite shall be elected by the students at each program/satellite.

The term of office for the Student Representative will run until a new Student Representative is elected by the next class to enter the physician assistant training program/satellite, or until the end of the calendar year in which the Student Representative graduates from the physician assistant training program/satellite, whichever comes first. Student representatives shall determine amongst themselves at each Board meeting which representative will cast the one (1) vote allowed for student representatives.

Section V. Should a position on the Board of Directors become vacant; it will be filled by appointment by the Executive Committee with the approval of the Board of Directors and shall be for the duration of that term. Any vacancy in the student representative positions will be filled through procedures decided upon by that program/satellite.

Article V. Election of Delegates to the AAPA House of Delegates

Section I. The annual Election of Delegates to the AAPA House of Delegates shall be by mail ballot as described in Article IV. Section I.

Section II. All nominees must be Fellow members of WAPA and AAPA in good standing.

Section III. Terms and numbers of delegates. The numbers of delegates elected shall be based upon the apportionment assigned by the AAPA. The minimum apportioned is two (2). Two (2) delegates shall serve for two (2) year terms, elected on alternating years. Additionally apportioned delegates shall serve for one (1) year. The senior delegate shall serve as the Chief Delegate.

Section IV. Student representatives may neither vote for, nor serve as, delegates or alternates to the AAPA House of Delegates. Student representatives are restricted from

voting on any AAPA issue, since they are represented by their elected AAPA Student representative. Student Academy delegates in the House of Delegates may introduce resolutions via their Student Academy officers.

Article VI. Meeting of the Board of Directors

Section I. The Board of Directors shall hold meetings at such times and at such places as may be designated by the President, but in no event shall there be less than two such meetings in any calendar year. A quorum must be present and shall consist of a majority of the elected, voting members of the board being present for the purposes of transacting business.

Section II. Special meetings may be called by the WAPA Secretary at the request of the President, or upon written request to the President of at least fifteen (15) members of the organization. The object of the special meetings shall be stated in the call and no other business shall be transacted. Notice of special meetings shall be transmitted by mail (postal or electronic) no less than fourteen (14) days prior to such meetings.

Section III. Officers and elected Board of Directors members shall be present (in person or via teleconferencing) for no less than fifty percent (50%) of official board meetings a year, or be subject to forfeiture of their position.

Article VII. Board of Directors and Duties of the Officers

Section I. Officers. The officers of the WAPA Board of Directors shall be a President, a President-Elect, a Secretary, a Treasurer, and an Immediate Past President. Officers are voting members of the Board of Directors and the terms of their office is specified in Article IV, Section III.

Section II. AAPA Delegates. AAPA Delegates are voting members of the Board of Directors. They shall take their place as voting members on the Board on July 1, following their February election and shall serve for the term elected.

Section III. Student Representatives. Student representatives shall have 1 collective vote on the Board of Directors.

Section IV. Duties of the Officers. Complete job descriptions and duties of officers, directors, delegates, representatives and committee chairs shall be kept in the WAPA administrative office. Those duties include, but are not limited to the following:

- 1) The President shall preside at all business meetings of the organization and of the Board of Directors. The President shall make, to the annual meeting of the organization, a full report of the year's activities. The President shall appoint all standing committees of the Board of Directors and shall designate the Chairperson of each, subject to the approval of the Board of Directors. If the President is unable to perform the duties of the office, the President-Elect will assume the position.
- 2) The President-Elect must be present at 75% of all officially designated meetings or forfeit the position. Should the President-Elect forfeit the position, it may be filled by appointment by the Executive Committee with confirmation by a majority of the Board of Directors. The President-Elect succeeds to the presidency at the conclusion of the first elected year. The President-Elect shall assume the duties of the President in his/her absence.

- 3) Secretary: The Secretary will keep minutes of all meetings of the organization, be responsible for all organization communications and notify all members of meetings.
- 4) Treasurer: The Treasurer shall maintain accurate records of the financial status of the organization, collect yearly dues from all members, deposit into the organization's account all money received by the organization, and with the President's approval pay all bills approved by the organization and record all receipts of those payments.
- 5) Immediate Past President: The Immediate Past President will serve as an advisor to the President and to the Board of Directors.
- 6) Student Representatives: The Student Representatives function as representatives of their respective classes to the Board of Directors.
- 7) AAPA Delegates: The AAPA Delegates function as representatives of the Academy to the AAPA's House of Delegates and report their activities to the Board of Directors.

Article VIII. Executive Committee

Section I. The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Immediate Past President, Secretary and Treasurer.

Section II. The Executive Committee shall be empowered to act for the Board of Directors on emergency matters or those matters delegated by the Board. Actions of the Executive Committee shall be reported to the Board of Directors no later than the Board's following meeting. All such Executive Committee actions must be reviewed by the Board of Directors and shall be included in the official Board minutes.

Article IX. Standing Committees

Section I. Standing Committees may be designated by the Board of Directors or established by the President, by and with the consent of the Board of Directors.

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

Section III. Standing committees shall hold regular meetings and shall make written or verbal reports at each meeting of the Board of Directors.

Section IV. The Chairperson of each standing committee shall be a non-voting member of the Board of Directors.

Article X. Removal of Board of Directors Members

Section I. Any elected member of the Board of Directors may be removed from office by a three-fourths (3/4) majority vote of the other members of the Board of Directors with cause. Cause shall include but shall not be limited to gross dereliction of duty, and/or malfeasance.

Section II. Elected officers or directors may be removed through a special election called for that purpose upon a request to the President by twenty percent (20%) of the voting membership. A simple majority of valid ballots cast shall be required for removal.

Section III. Any officer or director facing removal shall be given at least thirty (30) days notice of the impending vote and shall be given the opportunity to defend him/herself with counsel before the voting body.

Article XI. Amendments

Section I. The power to amend Bylaws shall be vested solely in the Board of Directors.

Section II. These Bylaws may be amended by the Board of Directors by a two-thirds vote, provided that the amendment has been submitted in writing to the Board members and has been published in an official publication of this Academy at least thirty (30) days prior to the meeting of the Board of Directors.

Section III. By an 80% vote of all voting members of the Board of Directors present, a proposal to amend the Bylaws may be made and acted upon at the same meeting without prior notice. An 80% vote of those voting members of the Board of Directors present shall likewise be required for adoption of such amendments.

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