

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

**OAPA BYLAWS**

*(Adopted: Amended: April 2023)*

**Article I: Name**

The name and title by which this corporation ~~of this organization~~ shall be called KNOWN IS 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 IN OHIO, 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 ~~B~~bylaws, the ~~A~~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 ~~I~~nternal ~~R~~evenue Ceode 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 the personal and professional development of Ohio PAs while promoting quality, accessible and cost-effective patient care.

**Article III: Membership**

**SECTION 1: ELIGIBILITY** The OAPA shall be representative of physician assistants, students and other interested individuals within the state of Ohio, who are cognizant of their obligation to 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 24: CLASSES OF MEMBERSHIP.** THE mMembership SHALL CONSIST OF ~~categories are a) fellow, b) associate, c) student, d) supporting, e) affiliate, f) honorary, g) retired and h) new graduates. All American Academy of Physician Assistants (AAPA) fellow members are eligible for membership in OAPA.~~

**Section 32: FELLOW MEMBERS.** A fFellow member SHALL BE is a PA WHO IS A GRADUATE OF A PA PROGRAM ACCREDITED BY THE ACCREDITATION REVIEW ON EDUCATION FOR THE PHYSICIAN ASSISTANT (ARC-PA), OR BY ONE OF ITS PREDECESSOR AGENCIES (COMMITTEE ON ALLIED HEALTH EDUCATION AND ACCREDITATION (CAHEA) or COMMISSION ON ACCREDITATION OF ALLIED HEALTH EDUCATION PROGRAMS (CAAHEP)), or WHO HAS PASSED THE PHYSICIAN ASSISTANT NATIONAL CERTIFYING EXAMINATION (PANCE) ADMINISTERED BY THE NATIONAL COMMISSION ON CERTIFICATION OF PHYSICIAN ASSISTANTS (NCCPA), OR BY ANOTHER AGENCY APPROVED BY THE AMERICAN ACADEMY OF PHYSICIAN ASSOCIATES (AAPA), ~~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~~ ELECTED AND APPOINTED office and to vote.

**Section 43: ASSOCIATE MEMBERS.** An Associate member SHALL BE A PA WHO IS A GRADUATE OF A PA PROGRAM ACCREDITED BY ARC-PA, OR BY ONE OF ITS PREDECESSOR AGENCIES (CAHEA; or CAAHEP) or WHO HAS PASSED PANCE ADMINISTERED BY NCCPA OR ANOTHER EXAMINATION APPROVED BY THE AAPA, ~~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 have full voting privileges except in matters relating to the AAPA.

**Section 54: STUDENT MEMBERS.** A SStudent member is a person enrolled in A PROGRAM ACCREDITED BY ~~an ARC-PA-accredited program.~~ Student members shall be entitled to the privilege of the floor but have no vote ~~or~~ AND MAY NOT hold any office except for their elected sStudent rRepresentative. The SStudent RRepresentative shall be elected by ~~his or her~~ their 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 65: SUPPORTING MEMBERS.** A sSupporting member is a U.S. licensed physician who wishes to support the organization. ~~He or she~~ A SUPPORTING MEMBER shall have the privilege of the floor but shall not be entitled to vote or hold office.

**Section 76: AFFILIATE MEMBERS.** An aAffiliate 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 87: HONORARY MEMBERS.** An hHonorary 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 Aassociation member and approved by the Board of Directors THROUGH A PROCESS DEVELOPED 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 9 8: RETIRED MEMBERS.** A rRetired member shall be a person who is retired from full or part-time EMPLOYMENT AS A PA. The person shall have been a member in good standing in OAPA for tTen (10) consecutive years prior to making application for rRetired status. Such members shall apply for rRetired status by submitting an affidavit attesting to having met the requirements of this section. They shall annually pay fFifty pPercent (50%) of the current fFellow or aAssociate dues. They may attend OAPA conferences and seminars FOR FIFTY PERCENT (50%) OF THE CURRENT ATTENDANCE FEE. ~~free of charge provided they have submitted a registration form.~~ They shall be entitled to the privilege of the floor AND SHALL ~~but shall not~~ be entitled to vote, BUT MAY NOT ~~or~~ hold office.

**Section 10 9: NEW GRADUATE.** A nNew gGraduate member is A GRADUATE OF an ARC-PA-accredited PA program graduate WHO IS in the first year of PA-RELATED EMPLOYMENT-~~practice~~ and who is employed ~~within~~ and/or resides within the state of Ohio. A nNew gGraduate shall be entitled to the privilege of the floor, to hold office and to vote.

**Section 110: APPLICATION FOR MEMBERSHIP.** All applications for membership shall be in a format approved by the corporate office.

**Section 124: NON-DISCRIMINATION.** OAPA will remain non-discriminatory in granting membership. No fFellow member of AAPA shall be denied an application of membership unless such membership has been revoked for reasonS of an ethical or judicial nature. Appeals will be acted upon by the Board of Directors, whose decision will be final.

**Section 132: MEMBERSHIP DUES AND ASSESSMENTS.** 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 Ceommittee may offer complimentary membership for financial or personal hardship on a case-by-case and yearly basis.

**Section 143: MEMBER VOTING.** AAPA members who belong to more than one constituent organization (CO) may vote on AAPA issues in only one CO ~~constituent organization~~.

**Section 154: NON-FELLOW MEMBERS.** Non-fFellow members may be active in chapter ASSOCIATION affairs but may not participate in issues relating to the AAPA, such as voting for delegates, submitting resolutions, or representing the chapter ASSOCIATION in the AAPA House of Delegates.

**Section 165: SUSPENSION OR REVOCATION OF MEMBERSHIP.** 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 the 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 may 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 NOTICE AND HEARING PROCEDURES FOR DISCIPLINARY ACTIONS MAY BE DETERMINED BY THE BOARD OF DIRECTORS FROM TIME TO TIME. THE PRESIDENT WILL SELECT A MEMBER OF THE BOARD OF DIRECTORS WHO IS NOT A MEMBER OF THE EXECUTIVE COMMITTEE TO SERVE AS CHAIR OF AN IMPARTIAL, THREE-PERSON COMMITTEE FOR THE PURPOSE OF CONDUCTING HEARINGS AND MAKING RECOMMENDATIONS FOR DISCIPLINARY ACTION. ~~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 COMMITTEE panel shall consist of fellow members who DO NOT HOLD A BOARD OFFICE OR CHAIR POSITION. 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 representative(s) reasonable opportunity to be heard, THE COMMITTEE 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 ASSOCIATION or be permitted to take part in any of the proceedings until THEY he or she HAVE has been reinstated.

**Section 7:** If any Association member has their ~~physician assistant~~ PA license, certificate or 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.

**SECTION 8:** ANY INDIVIDUAL WHO HAS THEIR PA LICENSE, CERTIFICATE, OR REGISTRATION CURRENTLY REVOKED AS THE RESULT OF A FINAL ADJUDICATED DISCIPLINARY ACTION FOR VIOLATION OF THEIR PROFESSIONAL PRACTICE STATUTES OR REGULATIONS SHALL BE INELIGIBLE TO APPLY FOR OAPA MEMBERSHIP DURING THE PERIOD OF THAT REVOCATION.

**Section 9 8:** Any member who has violated the “Guidelines for Ethical Conduct for the Physician Assistant Profession” will be reported to the State of Ohio Medical Board OF OHIO (SMBO ~~OMB~~).

#### Article V: **Meetings of Members**

**Section 1:** ANNUAL MEETING. THERE SHALL BE AN ANNUAL MEETING OF MEMBERS TO BE HELD AT SUCH TIME AND PLACE (IN PERSON OR ELECTRONICALLY) AS MAY BE DETERMINED BY THE BOARD OF DIRECTORS AND SHALL BE HELD FOR THE PURPOSE OF TRANSACTING SUCH BUSINESS AS MAY PROPERLY COME BEFORE SAID MEETING. NOTICE OF THE PLACE, DATE, AND TIME OF THE ANNUAL MEETING SHALL BE GIVEN TO MEMBERS AT LEAST 30 DAYS BEFORE THE MEETING DATE. NOTICE MAY BE DELIVERED BY ELECTRONIC MEANS. ~~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:** SPECIAL MEMBERSHIP MEETINGS. ~~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 pPresident or by order of a majority vote of the Board of Directors, OR MAY BE REQUESTED BY FIFTY PERCENT (50%) OF FELLOW AND ASSOCIATE MEMBERS. NOTICE OF A SPECIAL MEMBERSHIP MEETING SHALL BE PROVIDED NOT LESS THAN THIRTY (30) DAYS BEFORE THE MEETING AND MAY BE PROVIDED BY ELECTRONIC MEANS.

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

**Section 3 4:** Each eligible VOTING member ~~and Student Representative~~ IN ATTENDANCE is entitled to one vote on meeting motions.

**Section 5:** THE ELIGIBLE VOTING MEMBERS WHO ARE PRESENT IN PERSON SHALL CONSTITUTE A QUORUM FOR MEMBERSHIP MEETINGS. ~~Ten percent (10%) of the voting membership shall constitute a quorum.~~

## Article VI: **Board of Directors**

**SECTION 1: BOARD DUTIES AND RESPONSIBILITIES.** 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 IS CHAIRED BY THE VICE PRESIDENT AND 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 ED 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 ED ~~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 (AND ELIMINATE) 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.
6. TO REPORT THE ACTIVITIES OF THE BOARD OF DIRECTORS FOR THE PRECEDING YEAR TO THE GENERAL MEMBERSHIP IN A MANNER OF THE BOARD'S CHOOSING.

**Section 24: BOARD COMPOSITION.** The Board of Directors shall consist of a pPresident, pPresident-elect, vVice pPresident, immediate pPast pPresident, sSecretary-tTreasurer, sStudent rRepresentative, rRegional dDirectors, ED~~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 3: EXECUTIVE COMMITTEE.** THE EXECUTIVE COMMITTEE SHALL CONSIST OF THE PRESIDENT, PRESIDENT-ELECT, VICE PRESIDENT, IMMEDIATE PAST PRESIDENT, SECRETARY-TREASURER, AND ED (EX OFFICIO). THE EXECUTIVE COMMITTEE SHALL BE EMPOWERED TO ACT FOR THE BOARD OF DIRECTORS ON EMERGENCY MATTERS ONLY. WHEN THERE ARE SENSITIVE AND

CONFIDENTIAL MATTERS INVOLVING THE ED, THEY MAY BE EXCLUDED FROM EXECUTIVE COMMITTEE DISCUSSIONS AND ACTIONS. 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 4-2: STATUS OF OFFICERS.** Each officer of the ASSOCIATION ~~organization~~ shall be a fellow member in good standing of OAPA and AAPA for the duration of their term.

**Section 53: BOARD OF DIRECTORS MEETINGS.** The Board of Directors shall hold REGULAR meetings at such times and places as may be designated by the pPresident, but in no event shall there be less than one such meeting in any calendar year. REGULAR MEETINGS OF THE BOARD MAY BE HELD WITH NOT LESS THAN TWO (2) DAYS NOTICE TO THE BOARD AND MAY BE PROVIDED BY ELECTRONIC MEANS. 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. THE AFFIRMATIVE VOTE OF A MAJORITY OF THE BOARD MEMBERS PRESENT AT A MEETING AT WHICH A QUORUM IS PRESENT SHALL BE THE ACT OF THE BOARD OF DIRECTORS. No director voting by proxy shall be permitted.

**Section 64: SPECIAL BOARD MEETINGS.** Special meetings OF THE BOARD MAY ~~shall~~ be called by the pPresident. 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 AND MAY BE PROVIDED BY ELECTRONIC MEANS.

**Section 75: TELECONFERENCING.** To the extent permitted by law, any person participating in a meeting of the Bboard of Ddirectors may participate by MEANS OF CONFERENCE TELEPHONE OR 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 86: ACTION BY UNANIMOUS WRITTEN CONSENT.** ANY ACTION REQUIRED TO BE TAKEN AT A MEETING OF THE BOARD OF DIRECTORS OR ANY ACTION WHICH MAY BE TAKEN AT A MEETING OF THE BOARD OF DIRECTORS MAY BE TAKEN WITHOUT A MEETING IF A CONSENT IN WRITING, SETTING FORTH THE ACTION SO TAKEN, IS SIGNED BY ALL OF THE DIRECTORS ENTITLED TO VOTE WITH RESPECT TO THE SUBJECT MATTER THEREOF. A director's consent to action taken without a meeting may be in electronic form and delivered by electronic means. ~~Any action required to be taken at a meeting of the board of directors may be taken without a meeting with written consent.~~

**Section 97: BOARD OFFICER TERMS.** The bboard officers shall hold a designated term as determined by the Bboard OF DIRECTORS prior to elections. Any officer may resign at any time. Such resignation shall be in writing to the Bboard and shall take effect at the time specified therein.

**Section 108: REIMBURSEMENT.** Board officers do not receive compensation for their services but may be reimbursed for expenses ACCORDING TO CORPORATE OFFICE POLICIES.

**Section 119: OFFICE VACANCY.** 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 PRESIDENT ~~Board~~.

**Section 120: OFFICER REMOVAL AND RESIGNATION.** 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. 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 134: OFFICER REMOVAL APPEAL.** 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 representative(s) a 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: ELECTION PROCEDURES.** The Elections Committee IS CHAIRED BY THE VICE PRESIDENT OF THE BOARD OF DIRECTORS AND shall establish rules and regulations governing the elections.

**Section 2: POSITIONS TO BE FILLED BY ELECTIONS.** ELECTED POSITIONS INCLUDE ~~The offices to be filled are the Board of Directors~~ PRESIDENT-ELECT, VICE PRESIDENT, SECRETARY-TREASURER, REGIONAL DIRECTORS, STUDENT REPRESENTATIVE and AAPA ~~d~~Delegates. The term of office for the pPresident, pPresident-elect, iImmediate past president, vVice president, rRegional directors, sStudent representative and AAPA delegates will be determined by the Board of Directors.

**Section 3: SELF-DECLARATION OF CANDIDACY.** Self-declaration, in accordance with policy, shall be permitted in the election of Bboard members and AAPA delegates.

**Section 4: SUCCESSION OF THE PRESIDENT.** The pPresident-elect shall automatically succeed the preceding pPresident as pPresident of the BOARD OF DIRECTORS ~~organization~~ and the outgoing pPresident shall remain as a voting member of the Board for one year as the iImmediate pPast pPresident.

**Section 5: ELIGIBLE VOTING MEMBERS.** Eligible voters include fFellow, aAssociate,

AND RETIRED members, except that only fellow AND RETIRED members may vote on AAPA issues and delegates.

**Section 6: COMMENCEMENT OF DELEGATE TERMS.** The term of delegates to the House shall begin July 1.

**Section 7: COMMENCEMENT OF BOARD OF DIRECTOR TERMS.** 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 the elected position.

**Section 8: VOTING MEANS AND ELECTION DEADLINE** 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: PRESIDENT.** The pPresident shall preside at all business meetings of the ASSOCIATION ~~organization~~ and of the Board of Directors. ~~THEY He or she~~ shall make a full report of the BOARD'S ~~year's~~ activities FOR THE PRECEDING YEAR TO THE GENERAL MEMBERSHIP IN A MANNER APPROVED BY THE BOARD OF DIRECTORS. ~~at the Spring annual membership meeting of the organization.~~ ~~THEY He or she~~ shall coordinate agendas for future meetings, preside over meetings, maintain order and set up forums for discussion. ~~THEY He or she~~ shall appoint all standing committee chairs, subject to the approval of the Board of Directors.

**Section 2: PRESIDENT-ELECT.** The pPresident-elect shall assume the duties of the pPresident at the end of the current term of the pPresident or earlier if that office becomes vacant for any reason and shall perform such duties that may be delegated by the pPresident.

**Section 3: VICE PRESIDENT.** The vVice pPresident shall perform such duties that may be delegated by the president and shall assume the duties of the president in his or her temporary absence in the event the pPresident-elect is unavailable. The vVice pPresident will organize and conduct, with the assistance of the sSecretary-tTreasurer, all annual elections and is chairperson of the Elections Committee. The vVice pPresident is the chairperson of the Bylaws Committee.

**Section 4: IMMEDIATE PAST PRESIDENT.** The iImmediate pPast pPresident shall assume the duties of the president in the absence of the pPresident, pPresident-elect and vVice pPresident and attend Board meetings and shall perform such duties as may be delegated by the pPresident.

**Section 5: SECRETARY TREASURER.** THE SECRETARY-TREASURER SHALL HAVE EXECUTIVE OVERSIGHT OF ALL ASSOCIATION COMMUNICATIONS AND FINANCIAL MANAGEMENT AND RECORDS, ASSIST THE VICE PRESIDENT WITH ELECTIONS, AND KEEP MINUTES OF ALL MEETINGS. THE ACTIVITIES OF THE SECRETARY-TREASURER SHALL BE REVIEWED IN A MANNER CONSISTENT WITH POLICY APPROVED BY THE BOARD OF DIRECTORS. SOME OR ALL OF THE SECRETARY-TREASURER'S RESPONSIBILITIES MAY BE DELEGATED TO THE ED.

~~The Secretary-Treasurer shall keep minutes of all meetings of the organization, be responsible for all organization communications, assist the Vice President with elections, notify all members of all meetings, and 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 67:** STUDENT REPRESENTATIVE. The sStudent rRepresentative shall act as a liaison between the Board of Directors and all sStudent members of the ASSOCIATION organization.

**Section 78:** REGIONAL DIRECTORS. The rRegional dDirector(s) shall assist in conducting the business of the Association as designated by the pPresident and will facilitate communication back to the regional membership.

**Section 89:** EXECUTIVE DIRECTOR. The ED ~~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 AND TASK FORCES**

**SECTION 1:** BOARD 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 Bbylaws.

**Section 24:** COMMITTEE CHAIRS. 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 pPresident, 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 pPresident and Board of Directors.

**Section 32:** COMMITTEE DUTIES. Each committee shall be responsible for the performance of the duties and functions delegated to it by the Board of Directors or the pPresident.

**Section 43:** COMMITTEE MEETINGS. Committees shall hold a minimum of two meetings per year and shall make written reports as required by the Board of Directors.

**Section 54:** TASK FORCES AND AD HOC GROUPS. Special task forces AND AD HOC GROUPS may be appointed by the pPresident with the concurrence of the Board for such special tasks as circumstances warrant.

## **Article XI: Finance**

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

**Section 2: DUES AND ASSESSMENTS.** The amount for annual dues, ~~late fees~~ and assessments, as well as the manner of payment, shall be analyzed and determined from time to time by the Board of Directors. This should occur at least every three years.

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

**Section 4: NONPAYMENT OF DUES AND ASSESSMENTS.** 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 regarding nonpayment of dues, ~~late fees~~ and assessments as they become due.

## **Article XII: Executive Director**

An ED ~~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 ED ~~executive director~~ shall be under the control and supervision of the Board of Directors and in case of THEIR ~~his/her~~ death, resignation or removal the Board of Directors shall have the power to fill the vacancy.

## **Article XIII: Contracts with Others ENTITIES**

The Board of Directors may contract with other person(s) 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 B**ylaws**, all meetings of the A**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**

OAPA IS A CONSTITUENT CHAPTER OF THE AAPA AND MUST FOLLOW THE PHILOSOPHY OF THE PARENT ORGANIZATION. ~~The constituent chapter is part of the parent organization. The constituent chapters and their members must follow the philosophy of the parent organization.~~ OAPA ~~This organization~~ will not write or pass any bylaws and/or policies in conflict with AAPA B**ylaws** and/or policies. OAPA ~~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 ~~B~~bylaws. The OAPA will consult AAPA Bylaws if an issue arises that is not addressed by OAPA Bylaws.

**Article XVI: Amendment of Bylaws**

TO BE ADOPTED, AN AMENDMENT TO THESE BYLAWS SHALL BE APPROVED BY THE BOARD OF DIRECTORS AND BY A MAJORITY VOTE OF VOTING MEMBERS PARTICIPATING IN THE VOTE. PROPOSED AMENDMENTS TO THESE BYLAWS MAY BE INITIATED BY THE BOARD OF DIRECTORS AND VOTING MEMBERS OF OAPA BY SUBMISSION TO THE BYLAWS COMMITTEE IN A MANNER DETERMINED BY THE BOARD OF DIRECTORS. AMENDMENTS TO THESE BYLAWS SHALL BE MADE BY EMAIL, ELECTRONIC OR WRITTEN VOTE PROVIDED NOTICE OF PROPOSED BYLAWS AMENDMENTS ARE SENT TO THE MEMBERSHIP NO LATER THAN 30 DAYS PRIOR TO THE VOTE.

~~These Bbylaws 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 April 2023.~~