

AAPA BYLAWS

[Adopted by revision 2005 and 2010, amended 2006, 2009, 2011, 2012, 2014, 2015, 2016, 2017, 2018, 2019, 2021, 2022, 2023, 2024, 2025]

AAPA BYLAWS

ARTICLE I Name.

The name and title by which this corporation shall be known is the American Academy of Physician Associates, Inc., herein referred to as the Academy or AAPA.

ARTICLE II Purpose and Mission.

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

- a. Encourage its membership to render quality service to the health professions and to the public;
- b. Develop, sponsor, and evaluate continuing medical or medically related education programs for the PA;
- c. Assist in the development of role definition for the PA;
- d. Assist with the coordination and standardization of curricula for the PA;
- e. Participate in the accreditation of PA training programs;
- f. Participate in the development of criteria leading to board certification of the PA;
- g. Develop, coordinate, and participate in studies having an impact either directly or indirectly on the PA profession;
- h. Serve as a public information center with respect to its members, health professions, and the public.

Notwithstanding any other provision of these Bylaws, the Academy shall exercise its powers, rights, and privileges, whether conferred by this instrument, or by the laws of the state of North Carolina 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.

ARTICLE III Membership.

Section 1: Eligibility. Membership in this Academy shall be open to all individuals wishing to participate in promoting the purposes of the Academy. Specifically, membership shall consist of individuals who are cognizant of their obligation to the public and who meet the requirements for membership as defined by AAPA's Articles of Incorporation, these Bylaws, and such other of AAPA's rules and policies that may be established from time to time. Membership in the Academy is an honor that confers upon the individual certain rights and responsibilities. Adherence to AAPA's Articles of Incorporation, these Bylaws, and AAPA's rules and policies, and generally acting in a manner that is consistent with AAPA's mission, is a condition of membership.

Section 2: Classes of Membership. The membership shall consist of fellow, student, affiliate, honorary, retired, pre-PA and such other members as may be recognized by the Academy.

Section 3: Fellow Members. A fellow member shall be a PA who is a graduate of a PA program accredited by the Accreditation Review Commission on Education for the Physician Assistant (ARC-PA),

or by one of its predecessor agencies (Committee on Allied Health Education and Accreditation [CAHEA], 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 an examination administered by another agency approved by the Academy. Fellow members must satisfy such continuing medical and/or medically related educational requirements as may be prescribed by the Academy. Non-clinical fellow members will not be required to maintain continuing medical education (CME). Fellow members shall be entitled to vote and hold office.

Section 4: Student Members. A student member is an individual who is enrolled in an ARC-PA or successor agency approved PA program. Student members are only eligible to hold elected office in the Student Academy or as otherwise provided in these Bylaws. The Student Board of Directors and apportioned student members of the House of Delegates shall be entitled to vote in AAPA General Elections.

Section 5: Affiliate Members. Affiliate members shall consist of individuals from other health professions, representatives of businesses engaged in selling products or services to PAs, or individuals who do not qualify for any other membership category and desire to associate with the Academy. Affiliate members shall not be entitled to vote or hold office.

Section 6: Honorary Members. Honorary membership may be conferred by the Academy upon non-PAs who have rendered distinguished service to the PA profession. Honorary members shall not be entitled to vote or hold office. All honorary members shall be exempt from the payment of dues.

Section 7: Retired Members. A retired member shall be a PA who is a former fellow member who has chosen to retire from the profession and opts to be classified as a retired member. Retired members shall be entitled to vote but shall not hold office.

Section 8: Pre-PA Members. A pre-PA member is an individual who plans to apply to PA school. Pre-PA members shall not be entitled to vote or hold office.

Section 9: Applications for Membership. All applications for membership shall be in a format approved by the Membership Department of the National Office. There shall be issued to each member a certificate of membership in such form as may be determined by the Membership Department of the National Office; title to such certificate shall remain at all times with the Academy.

Section 10: Suspension or Revocation of Membership. Membership in the Academy may be suspended or revoked as provided in Article IX. Any member who has been suspended or has their membership revoked shall not be entitled to any of the rights or benefits of this Academy or be permitted to take part in any of the proceedings until their membership has been reinstated.

Section 11: Non-Discriminatory Policy. AAPA will remain non-discriminatory in granting membership.

Section 12: 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. Notice of the place, date, and time of the annual meeting shall be given to members at least 30 days but not more than 60 days before the meeting date. Notice may be delivered by electronic means.

Section 13: Special Meetings. Special meetings of members who are eligible to elect directors and officers may be held as necessary by the Academy.

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Section 13: Special Meetings. Special meetings of members who are eligible to elect directors and officers may be held as necessary by the Academy.

- a) The Board of Directors or 10 percent of the membership may call a special meeting of members.
- b) The notice for a special meeting will indicate when, where, by what means the meeting will be held (in person or electronically), and the business to be discussed. Notice will be sent to members at least seven (7) days but not more than 30 days before the meeting. Notice may be delivered electronically.
- c) The quorum for a special meeting will be the same as that which is required to elect directors and officers.

ARTICLE IV Constituent Organizations.

Constituent organizations consist of state, the District of Columbia, U.S. territories and federal services chapters; specialty organizations; caucuses; and special interest groups; as defined in AAPA policy.

ARTICLE V Student Academy of AAPA.

Section 1: Purpose. The Student Academy of AAPA is the national representative body of AAPA student members. The Student Academy embraces AAPA's mission with a focus on student-oriented engagement, professional development and advocacy.

Section 2: Membership. The Student Academy consists of student members of AAPA as defined in AAPA Bylaws Article III, Section 4.

Section 3: Student Academy Relationship Within AAPA. AAPA grants the Student Academy the right to operate as a subsidiary unit representing AAPA student members.

- a. AAPA reserves the right to monitor the Student Academy's adherence to AAPA's Bylaws and policies.
- b. The Student Academy retains the right to address student concerns and issues, provided that the Student Academy adheres to the Bylaws, policies and procedures of AAPA.
- c. In order to fulfill its fiduciary responsibility, AAPA's Board of Directors will be apprised of Student Academy activities to ensure the Student Academy's compliance with AAPA Bylaws, policies and procedures, per Article VII. Section 1.

Section 4: Student Academy Board of Directors. The Student Academy Board of Directors directs the activities of the Student Academy.

- a. The Student Academy President serves on AAPA's Board of Directors as the Student Director. This Student Director shall have all rights and privileges of any other member of such Board.
- b. The Student Academy Board of Directors is composed of the President, President-elect, HOD Chief Delegate, Regional and Functional Directors, and Advisors, as set forth in AAPA and Student Academy policies.
- c. Election procedures are defined in these Bylaws and Student Academy policies.
- d. The duties of Student Academy Board members are defined in the Student Academy policies, in accordance with these Bylaws and AAPA policies and procedures.

Section 5: Assembly of Representatives. The Student Academy shall have an Assembly of Representatives ("AOR") to foster information sharing and engagement between the Student Academy Board and student members and provide a forum for students to bring forward issues for consideration. The AOR shall be composed of student member representatives as set forth in the Student Academy policies.

ARTICLE VI

House of Delegates.

Section 1: Duties and Responsibilities. The Academy shall have a House of Delegates, which shall represent the interests of the membership. The House of Delegates shall exercise the sole authority on behalf of the Academy to enact policies establishing the collective values, philosophies, and principles of the PA profession. The House of Delegates may make recommendations to the Board for granting charters to Chapters, recognizing specialty organizations and affiliating with caucuses and special interest groups. The House of Delegates may make recommendations to the Board for establishing Academy commissions and work groups and shall establish such committees of the House of Delegates as necessary to fulfill its duties. The House of Delegates shall be entitled to vote on amendments to these Bylaws on behalf of the members in accordance with Article XIV of these Bylaws. The House of Delegates shall be solely responsible for establishing such rules of procedure, which are not inconsistent with these Bylaws, the Articles of Incorporation, or existing law, as may be necessary for carrying out the activities of the House (i.e., House of Delegates Standing Rules).

Section 2: Composition. The voting membership of the House of Delegates shall consist of the immediate past and current House Officers, one delegate elected by each officially recognized specialty organization, one delegate elected from each caucus, apportioned delegates elected from Chapters, and apportioned delegates elected from the Student Academy of AAPA. All delegates, other than those of the Student Academy, must be fellow members of the Academy. Student delegates must be student or fellow members of the Academy. All delegates and extra delegates from Chapters, specialty organizations, and caucuses must be elected by the fellow members of those organizations. The delegates and extra delegates from the Student Academy must be elected in accordance with these Bylaws and Student Academy policy. Chapter and Student Academy delegate seats shall be allocated as follows:

- a. Chapter Delegates. Each Chapter shall be entitled to two (2) delegates. Additional delegates will be apportioned among the Chapters according to the number of Academy fellow members within the jurisdiction of each as of January 31 of the preceding year. When the number of fellow members within a Chapter's jurisdiction exceeds 220, it will be apportioned a third delegate. An additional delegate will be apportioned for each 300 additional members within a Chapter's jurisdiction thereafter. The Academy's Constituent Relations Work Group will develop and recommend to the Board the definition of the Chapters' jurisdiction.
- b. Student Academy Delegates. The Student Academy shall be entitled to one delegate for each 850 Student Academy members as of January 31 of the preceding year.
- c. Extra Delegates. The maximum number of extra delegates for each delegation will be determined as 50% of the apportioned seats of the delegation or five (5) extra delegates, whichever is greater. Elected extra delegates may temporarily or permanently replace a voting delegate during a meeting in accordance with the House of Delegates Standing Rules.

Section 3: House Officers. The House of Delegates shall elect from among its members the following House Officers: a Speaker (who shall also serve as Vice President of the Academy), a First Vice Speaker, and a Second Vice Speaker (the First Vice Speaker and the Second Vice Speaker are not Officers of the Corporation).

- a. Election and Term of Service. Each House Officer shall be elected by a majority of votes cast. No absentee or proxy vote shall be cast. The Governance Committee shall determine the general procedures for House Officers elections. The terms of office shall be as specified in Article XIII, Section 2.

- b. Delegate-at-large Designation. Each House Officer elected shall become a delegate-at-large during the term(s) as a House Officer, plus one additional year as an immediate past House Officer. The delegates-at-large shall be accorded all the rights and privileges of elected delegates.
- c. Duties of House Officers.
 - i. The Speaker shall preside at all meetings of the House of Delegates.
 - ii. The First Vice Speaker shall assume the duties of the Speaker in the event of the absence of the Speaker, or in the event of vacancy in the position of Speaker.
 - iii. The Second Vice Speaker will assume the duties of the First Vice Speaker in the absence of the First Vice Speaker, or in the event of vacancy in the position of First Vice Speaker.
 - iv. The First Vice Speaker shall be responsible for verification of the credentials of the delegates. The Second Vice Speaker shall be responsible for compiling the records of all general meetings of the House of Delegates, submitting such records to the Secretary-Treasurer of the Academy for filing with the Academy's books and records, and for providing oversight for the Standing Rules Committee.
- d. Resignation or Removal of House Officers. Any House Officer may resign at any time by giving written notice to the Speaker, the President of the Academy, or the Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered. Any House Officer may be removed from office at any time, with or without cause, by an affirmative two-thirds (2/3) majority vote of the House of Delegates. Removal may only occur at a meeting called for that purpose, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the House Officer. Vacancies in these positions shall be filled in accordance with Article VI, Section 3 and Article XIII, Section 9 of these Bylaws.

Section 4: Meetings of the House of Delegates.

- a. Annual and Special Meetings. The House of Delegates shall hold an annual meeting. Special meetings of the House of Delegates shall be called by the Speaker upon written request of 25 percent or more of the currently credentialed delegates. Special meetings of the House shall also be called by a two-thirds (2/3) affirmative vote of the Board of Directors or by a majority affirmative vote of the House Officers. The object of such special meetings shall be stated in the meeting notice, and no other business other than that specified in the notice shall be transacted at the meeting.
- b. Notice. Notice of the place, date, and time of the annual meeting of the House of Delegates shall be given to each member of the House of Delegates at least 30 days before the meeting date. If proposed Bylaws amendments are to be presented to the House of Delegates for approval at the annual House meeting, the notice of the meeting shall include a description of the proposed amendments to be approved and must be accompanied by a copy or summary of the proposed amendments. Notice of the place, date, and time of a special meeting of the House of Delegates shall be given to each member of the House of Delegates at least five (5) days before the meeting date. Notice of a special meeting shall include a description of the matter or matters for which the meeting is called. Notice of the annual meeting or a special meeting may be delivered by electronic means.
- c. Quorum. A majority of the total number of the delegates who are currently credentialed and eligible to vote shall constitute a quorum at any meeting of the House of Delegates.

Unless otherwise stated in the Bylaws, an affirmative vote by a majority of the delegates present and voting shall constitute action of the House.

- d. Mail and Electronic Voting. Mail and electronic voting of the House of Delegates will be permitted for any House business. Mail and electronic votes will be called for by the Speaker of the House when directed by: (i) a simple majority of the House Officers; (ii) a two-thirds affirmative vote of the Board of Directors; or (iii) a call from 25 percent of delegates currently credentialed. Additionally, mail and electronic votes will be called for by the Speaker when there is a vacancy in an elected office of the House during the time period between regularly scheduled House elections. The House Officers and Academy staff shall determine the procedures for voting on issues requiring a mail or electronic ballot, subject to the requirements of the North Carolina Nonprofit Corporation Act.

ARTICLE VII Board of Directors and Officers of the Corporation.

Section 1: Board Duties and Responsibilities. The Academy shall have a Board of Directors, which, in accordance with North Carolina law, shall be responsible for the management of the Corporation, including, but not limited to, management of the Corporation's property, business, and financial affairs. In addition to the duties and responsibilities conferred upon it by statute, by the Articles of Incorporation, or by these Bylaws, it is expressly declared that the Board of Directors shall have the following duties and responsibilities:

- a. To grant charters to chapters, recognize specialty organizations, establish affiliation with caucuses and special interest groups, and establish Academy commissions or work groups as may be in the best interests of the Academy, taking into consideration any recommendations of the House of Delegates thereon;
- b. To appoint or remove the Chief Executive Officer (CEO) pursuant to the affirmative vote of a two-thirds (2/3) majority of the Directors;
- c. To direct the activities of the Academy's national office through the CEO;
- d. To provide for the management of the affairs of the Academy in such a manner as may be necessary or advisable;
- e. To establish committees necessary for the performance of its duties;
- f. To establish, regularly review, and update the Academy's management plan to attain the goals of the Academy;
- g. To call special meetings of the House of Delegates as provided under Article VI, Section 4;
- h. To report the activities of the Board of Directors for the preceding year to the House of Delegates and members at the Academy's annual meeting;
- i. To establish the amount and timing of Academy membership dues and assessments;
- j. To review and determine, on no less than an annual basis, how to implement those policies enacted by the House of Delegates on behalf of the Academy that establish the collective values, philosophies, and principles of the PA profession. If it determines that implementation of one or more such policies will require an inadvisable expenditure of Academy resources, or is otherwise not presently prudent or feasible, the Board shall, at its earliest convenience, report to the House the reasons for its decision.

Section 2: Dual Roles with AAPA Constituent Organizations. Members of AAPA's Board of Directors may not hold elected voting positions in the Academy's constituent organizations (COs). Directors may hold elected or appointed non-voting positions in the Academy's COs.

Section 3: Board Composition. There shall be the following members of the Board of Directors: five (5) Academy Officers, five (5) Directors-at-large, one (1) Student Director, and the First Vice Speaker

and Second Vice Speaker. The First Vice Speaker and Second Vice Speaker are voting members of the Board of Directors by virtue of position. The terms of office shall be as specified in Article XIII, Section 2. The Chief Executive Officer shall be a non-voting member of the Board of Directors.

Section 4: Officers of the Corporation. The Officers of the Corporation shall be a President, a President-elect, a Vice President, a Secretary-Treasurer, and the Immediate Past President (“Academy Officers”). The Academy Officers are voting members of the Board of Directors by virtue of position.

Section 5: Duties of Officers of the Corporation.

- a. The President shall be the chief spokesperson for the Academy. The President shall report to the House of Delegates and the members at the annual meeting of the Academy with an account of the activities of the Board for the past year and its recommendations for the House of Delegates.
- b. The President-elect shall succeed to the office of President at the expiration of the President’s term or earlier should that office become vacant for any reason.
- c. The Vice President is the Speaker of the House of Delegates and shall represent the House of Delegates to the Board of Directors and shall perform such other duties as shall be assigned by the Board of Directors.
- d. The Secretary-Treasurer shall:
 - i. be responsible for adequate and proper accounts of the properties and funds of the Academy;
 - ii. give a financial report to the membership at the annual meeting;
 - iii. oversee disbursement of the funds of the Academy as may be ordered by the Board of Directors;
 - iv. render to the Board of Directors, whenever it may request it, an account of all the transactions as Secretary-Treasurer, and of the financial conditions of the Academy;
 - v. oversee the maintenance of the records of the Academy including the records of the Board of Directors and of the House of Delegates;
 - vi. execute general correspondence of the Academy, as needed;
 - vii. attest the signature of the Academy Officers;
 - viii. have such other powers and perform such other duties as may be prescribed by the President or the Board of Directors.
- e. The Immediate Past President shall perform such other duties as may be assigned by the President or the Board of Directors.

Section 6: Meetings of the Board of Directors.

- a. Regular and Special Meetings. The Board of Directors shall hold such regular meetings at such times and at such places as designated by Board policy, but in no event shall there be fewer than two such meetings in any calendar year. Regular meetings of the Board may be held without notice. Special meetings shall be called by the Secretary-Treasurer at the request of the President or upon written request to the President of at least 20 percent of the members of the Board then in office. The object of such special meetings 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.
- b. Quorum. A majority of the membership of the Board then in office shall constitute a quorum for the purposes of transacting business.
- c. Manner of Acting. The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise

provided by law, by the Articles of Incorporation, or by these Bylaws. 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.

- d. Teleconferencing. To the extent permitted by law, any person participating in a meeting of the Board of Directors may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.
- e. 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.

Section 7: Chair of the Board. The Board of Directors may elect a Chair of the Board from among its members. The Chair of the Board shall have such duties and responsibilities and may be elected according to such procedures as may be determined by the Board from time to time.

Section 8: Executive Committee. The Executive Committee of the Board of Directors shall consist of the President, Vice President, President-elect, Immediate Past President, Chair of the Board, Secretary-Treasurer, and CEO. The CEO shall be an ex-officio, non-voting member of the Executive Committee. 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 CEO, 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 9: Resignation or Removal of Directors and Officers of the Corporation.

- A. Resignation. Any Director or Academy Officer may resign at any time by giving written notice to the President or the Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.
- B. Removal.
 - i. Any Director, including Student Director, or Academy Officer may be removed from the Board at any time, with or without cause, by the affirmative majority vote of those members entitled to elect them. ^[1]
 - ii. Removal by members may occur only at a meeting called for that purpose and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the Director or Officer. ^[2] The quorum for such a meeting will be the same as that which is required to elect Directors and Officers. An affirmative two-thirds (2/3) majority vote shall be required to remove a Director or Officer.

^[1] "The members may remove one or more directors elected by them with or without cause" N.C. Gen. Stat. Ann. § 55A-8-08(a)

^[2] "A director elected by members may be removed by the members only at a meeting called for the purpose of removing the director and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the director" N.C. Gen Stat. Ann. § 55A-8-08(e).

- iii. Any Academy Officer may be removed from office at any time, with or without cause, by the affirmative two-thirds (2/3) vote of the Board at a meeting where a quorum is present. ^[3]
- C. Vacancies. Vacancies in these positions shall be filled in accordance with Article XIII, Section 9 of these Bylaws.

ARTICLE VIII Chief Executive Officer.

The Chief Executive Officer (CEO) is an employee of the Academy. The CEO shall be bonded at the expense of the Academy in such amounts as the Board of Directors may require. The CEO shall be a non-voting member of the Board of Directors. The CEO shall be under the direction and oversight of the Board of Directors and, in the case of the CEO's death, resignation, or removal; the Board of Directors shall have the power to fill the vacancy.

ARTICLE IX Judicial Affairs.

Section 1: The Board of Directors shall be responsible for the internal judicial affairs of the Academy.

Section 2: The Academy has the inherent right through the Board of Directors to discipline, suspend, or expel an Academy member or Academy-recognized PA organization.

Section 3: Anyone may in good faith refer charges against any Academy member or constituent organization believed to have violated the Academy Articles, Bylaws, policies, or rules, or for acting in a manner inconsistent with AAPA's mission.

Section 4: The Academy, after due notice and hearing, may discipline any member or constituent organization for a violation of the Academy Articles, Bylaws, policies, or rules, or for unethical or unprofessional conduct, or for acting in a manner inconsistent with AAPA's mission. The notice and hearing procedures for such disciplinary actions may be determined by the Board of Directors from time to time.

Section 5: If any member has their PA license or temporary permit currently revoked as the result of a final adjudicated disciplinary action for violation of their professional practice statutes or regulations, then their AAPA membership shall be automatically revoked.

Section 6: Any individual who has their PA license or temporary permit 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 AAPA membership during the period of that revocation.

ARTICLE X Standing Committees, Board Committees, Academy Commissions, Work Groups, Task Forces, Ad Hoc Groups.

Section 1: Standing Committees. Standing Committees are established to serve a continuing function for the Academy and may only be established and dissolved by amending these Bylaws.

^[3] "A board of directors may remove any officer at any time with or without cause." N.C. Gen. Stat. Ann. § 55A-8-43(b).

A. Governance Committee.

The Governance Committee shall be responsible for reviewing and analyzing AAPA's Bylaws, policies and other governance structures and processes to ensure they support the governance of AAPA.

- a. Duties. The responsibilities of the Governance Committee shall include:
 - I. Carrying out such duties and responsibilities as are set forth in these Bylaws, including those related to elections and Bylaws.
 - II. Carrying out other duties and responsibilities assigned by the AAPA board of directors or house of delegates.
- b. Composition. The Governance Committee shall have seven members including:
 - I. Two fellow members nominated and elected by the AAPA Board of Directors.
 - II. Two delegates nominated and elected by the House of Delegates.
 - III. One student member nominated and elected by the Student Academy Board of Directors.
 - IV. Two members of the Board of Directors appointed by the AAPA President.
- c. Terms. Elected fellow members of the Governance Committee and delegates elected by the House of Delegates to the Governance Committee may serve up to two consecutive two-year terms. Student members elected to the Governance Committee and board members appointed to the Governance Committee shall serve one-year terms.
- d. Chair. A chair shall be annually elected by the committee from among its members. A member may serve as chair for two one-year terms.
- e. Elections. Governance Committee positions will be nominated and elected in a manner determined by the respective electing body.

B. Diversity, Equity and Inclusion Committee.

The Diversity, Equity, and Inclusion Committee shall support AAPA's efforts to foster diversity in the Academy and PA profession, and to advance health equity.

Section 1: Duties and Responsibilities.

- A. The committee shall carry out such duties and responsibilities as established by the Board of Directors in accordance with AAPA policy.
- B. The House of Delegates may establish additional duties and responsibilities.

Section 2: Composition.

The structure and composition of the Diversity, Equity, and Inclusion Committee shall be set forth in Board policy.

The committee shall consist of four members-at-large positions, two members of AAPA Board of Directors, and one representative from each of the following organizations, which include but are not limited to:

African Heritage PA Caucus, LBGT PA Caucus, PAs for Latino Health, PAs in Asian Health, Fellowship of Christian PAs, Jewish Association of PAs, PAs for Health Equity, the Student Academy, PAEA, ARC-PA, NCCPA, and PAF.

Any additional constituent organizations whose mission focuses on an underrepresented group may be considered for a seat on the committee at the start of the next upcoming

leadership year if approved by two-thirds (2/3) of the committee's members. All committee position appointments (except the AAPA Board of Directors and 4 members-at-large positions) will be determined by the respective organizations as long as they meet all of the eligibility requirements as outlined in Section 3. These positions will be appointed by the respective constituent organization's board of directors. The members-at-large positions will be applied for through AAPA, and reviewed by the committee, who will make recommendations to the AAPA Board of Directors for appointment.

Section 3: Eligibility And Qualifications.

The members of the Diversity, Equity, and Inclusion Committee may serve on other committees, task forces, and commissions within AAPA or its constituent organizations.

A. Individuals must be a fellow member of AAPA except for the student who must be a student member of the AAPA.

B. Individuals must be fellow or student members of their respective constituent organizations except for the AAPA board members and the members-at-large positions.

Section 4: Chair.

A chair shall be elected annually by the committee from among its members. A member may serve as chair for two one-year terms.

Section 5: Terms of Service.

The term of service for the members of the Diversity, Equity, and Inclusion Committee shall be two years. The terms will be staggered to ensure history and continuity are maintained. Each member may serve a maximum of two consecutive terms.

C. Nominating Committee. The Nominating Committee shall be charged and composed as stated in Article XI of these Bylaws.

Section 2: Board Committees. The Board of Directors, by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, may establish and appoint such Board Committees as may be necessary to carry out the duties of the Board. Only members of the Board of Directors shall be eligible to serve on Board Committees, and each Board Committee shall have two or more members, who shall serve at the pleasure of the Board. Board Committees may exercise the Board's authority only to the extent specified by the Board of Directors by resolution, or by the Articles of Incorporation or these Bylaws. A Board Committee shall not, however, (1) authorize distributions; (2) recommend to members or approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the corporation's assets; (3) elect, appoint, or remove Directors, or fill vacancies on the Board of Directors or any of its committees; or (4) adopt, amend, or repeal the Articles of Incorporation or the Bylaws. The designation of and the delegation of authority to any such committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

Section 3: Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by the Board of Directors or by the House of Delegates as follows:

- a. Commissions and Work Groups. The House of Delegates shall recommend to the Board the establishment of commissions and work groups of the Academy. The Board of Directors shall establish such commissions and work groups and set forth the respective duties, responsibilities, and membership eligibility requirements thereof, as the Board may deem

advisable. The Board of Directors shall appoint commission and work group chairs and members according to procedures established by the Board.

- b. Task Forces, Ad Hoc Groups and Other Committees. The Board of Directors may establish and appoint such Academy task forces and ad hoc groups and set forth the respective duties, responsibilities, and membership eligibility requirements thereof, as the Board may deem advisable. The House Speaker may establish and appoint such House Committees and ad hoc groups as may be necessary to carry out the duties of the House of Delegates.

ARTICLE XI Nominating Committee.

Section 1: Duties and Responsibilities. The Nominating Committee shall carry out such duties and responsibilities as (1) are set forth in these Bylaws; and (2) are established by the Board of Directors in accordance with Article X, Section 2, subject to the approval of the House of Delegates. Such duties and responsibilities shall include:

- a. Annually evaluate the environment and identify any skills, capabilities or other characteristics that will support a diverse and high-performing Board of Directors.
- b. Support communication and education efforts to inform all members of elected leadership opportunities and how to qualify for those positions.
- c. Identify and recruit qualified members to run for elected positions within AAPA.
- d. Evaluate all candidates seeking nomination according to the qualification criteria set forth in these Bylaws and according to other such selection guidelines as may be established by the committee.
- e. Inform candidates and voting members of criteria being considered for endorsement by the Nominating Committee.
- f. Endorse a single or multiple slate of candidates for each nominated position.

Section 2: Composition; Method of Election or Appointment. The Nominating Committee is composed of seven (7) members, five (5) of which are elected by plurality vote at the House of Delegates annual meeting. Two members are appointed by the Board of Directors. Nominating Committee candidates should pre-declare their candidacy; however, write-in candidates, and nominations and self-declarations from the House floor will be accepted at the time of elections.

Section 3: Eligibility and Qualifications. Nominating Committee members may not run for any of the positions they are evaluating for elections during their term. Additionally:

- a. A candidate must be a fellow member of AAPA.
- b. A candidate must have been an AAPA fellow member and/or student member for the last three years.
- c. A candidate must have served in at least two leadership roles in the past five years through service to AAPA; the Student Academy; an AAPA constituent organization; and/or an AAPA affiliated organization. Recognized leadership roles include a board member or organization officer; an elected or appointed representative; or a chair of a commission, committee, work group or task force.
- d. A Nominating Committee member cannot hold any other elected office or commission or work group position in AAPA during their term on the Nominating Committee.

Section 4: Term of Service. The term of service for members of the Nominating Committee shall be two (2) years. Terms shall be staggered. Individuals appointed to temporarily fill a vacancy shall be eligible to run for the vacated seat. The unexpired term the appointee previously filled shall not be counted as a filled term for purposes of determining work group tenure.

Section 5: Vacancies. Nominating Committee vacancies shall be filled in the following manner:

- a. Board-appointed Member. The Board of Directors shall appoint a replacement member to fill the remainder of the unexpired term.
- b. Elected Members. The House Officers shall appoint a temporary replacement member. The temporary appointees shall serve until replaced by the House of Delegates in the following manner: (1) the position shall be declared open for election at the next House of Delegates election and shall be filled by appropriate election process; and (2) upon completion of the election, the temporary appointee shall continue to serve until the newly elected work group member takes office at the next change of office.

ARTICLE XII Rules of Order.

In the absence of any provisions to the contrary in these Bylaws, all meetings of the Academy, the Board of Directors and the House of Delegates shall be governed by the parliamentary rules and usages contained in the current edition of *The Standard Code of Parliamentary Procedure*.

ARTICLE XIII Elections.

Section 1: Positions to be Filled by Election. Elected positions include Directors-at-large; one Student Director; the Academy Officer positions of President-elect and Secretary-Treasurer; and the House Officer positions of Speaker, First Vice Speaker, and Second Vice Speaker; and such number of members of the Nominating Committee as may be set forth in Article XI of these Bylaws. The House Officer positions shall be filled by the House of Delegates in the manner prescribed by Article VI, Section 3. The Student Director shall be elected in the manner prescribed by Article V, Section 3. The Nominating Committee positions shall be filled by the House of Delegates in the manner prescribed by Article XI. All other elected positions shall be filled in the manner prescribed by this Article XIII.

Section 2: Term of Office.

- a. The term of office for the Academy Officer positions of President, President-elect, and Immediate Past President shall be one year. The term of office for the Student Director shall be one year. The term of office for Directors-at-Large and for the Academy Officer position of Secretary-Treasurer shall be two years. The term of office for House Officer positions shall be one year.
- b. Officers' and Directors' positions will automatically be resigned effective at the end of the leadership year if the individual runs for an alternate office.

Section 3: Eligibility and Qualifications of Candidates for Elected Positions Other Than Student Director or Nominating Committee Member.

- a. A candidate must be a fellow member of AAPA.
- b. A candidate must be a member of an AAPA constituent organization.
- c. A candidate must have been an AAPA fellow member and/or student member for the last three years.
- d. A candidate must have served in at least two leadership roles in the Academy, Student Academy, a constituent organization or related PA organization (as defined in section (i) below) in the past five years. This experience requirement will be waived for currently sitting AAPA Board members who choose to run for a subsequent term of office.
 - i. Related PA organizations include the PA Foundation, PA History Society, AAPA'S Political Action Committee, PA Education Association, ARC-PA or National Commission on Certification of Physician Assistants.

- e. Up to one leadership role as delineated in Section (d) may be obtained by serving in an executive or equivalent role in a healthcare professional organization or a healthcare regulatory agency.
- f. A candidate for House Officer must have been a seated delegate for a minimum of two years in the past five years.

Section 4: Self-declaration of Candidacy. Self-declaration, in accordance with policy, shall be permitted in the election of Academy Officers, Directors-at-large, and House Officers.

Section 5: Eligible Voters.

- a. Eligible voters for President-elect, Secretary-Treasurer, and Directors-at-large are fellow and retired members, the Student Board of Directors and apportioned student members of the House of Delegates.
- b. Eligible voters for House Officers and for elected members of Nominating Committee are voting members of the House of Delegates who are present at the time of the election.
- c. Eligible voters for the Student Academy positions of President-elect, Director of Diversity and Outreach, Director of Student Communications, and Chief Delegate are student members, the Student Academy Board of Directors and apportioned members of the Student Academy delegation in the House of Delegates.
- d. Eligible voters for Student Academy Regional Directors are student members from within the respective region, the Student Academy Board of Directors and apportioned members of the Student Academy delegation in the House of Delegates.
- e. For all positions, eligible voters must be current members in good standing (fellow, student, or retired) as of the date that is fifteen (15) days before the respective election.

Section 6: Election Procedures. The Governance Committee shall determine the timing and procedures for all Academy elections, ensuring House elections take place at the annual meeting of the House of Delegates in accordance with the North Carolina Nonprofit Corporation Act and these Bylaws. All other Academy and Student Academy elections may be held through paper or electronic balloting without a formal meeting.

Section 7: Vote Necessary to Elect. A plurality of the votes cast shall elect the Directors-at-large and the Academy Officers (excluding the Vice President), so long as the number of votes cast equals or exceeds a quorum of one (1) percent of the members entitled to vote in the election. In the case of a tie vote, the House of Delegates shall vote to decide the election from among the candidates who tied. The vote necessary to elect the House Officers (including the Speaker, who shall serve as the Vice President of the Academy) shall be prescribed in Article VI, Section 3.

Section 8: Commencement of Terms. The term of office for all elected positions, including Directors-at-large, the Student Director, Academy Officers, and House Officers, shall begin on July 1. In the event that the election of the House Officers occurs later than July 1, the new House Officers will take office at the close of the meeting during which they were elected.

Section 9: Vacancies. Academy Officers and Directors, the Student Director and House Officers may resign or be removed as provided in these Bylaws. The method of filling positions vacated by the holder prior to completion of term shall be as follows:

- a. OFFICE OF THE PRESIDENT. The President-elect shall become the President to serve the unexpired term. The President-elect shall then serve a successive term as President.
- b. OFFICE OF THE PRESIDENT-ELECT. 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. The Nominating Committee will prepare a slate of candidates. Eligible members, as described in Section 5 of this Article, shall elect a new President-elect from the candidates proposed and any candidates that self-declare. The elected candidate will take office immediately and will serve the remainder of the un-expired term.

- c. OFFICE OF THE IMMEDIATE PAST PRESIDENT. When the President serves a successive term due to a vacancy, the Immediate Past President will serve an additional year unless that individual resigns or is removed from office. A vacancy in the position of Immediate Past President cannot be filled until the current President succeeds into the role.
- d. SPEAKER; FIRST VICE SPEAKER; SECOND VICE-SPEAKER. A vacancy in the positions of the Speaker, First Vice Speaker, or Second Vice Speaker shall be filled in the manner prescribed by the House of Delegates Standing Rules, and in accordance with Article VI, Section 3 of these Bylaws.
- e. STUDENT ACADEMY BOARD MEMBER. A vacancy in the Student Director position shall be filled in the manner prescribed by the Student Academy Bylaws.
- f. OTHER BOARD VACANCIES. The Nominating Committee will prepare a slate of candidates. Eligible members, as described in Section 5 of this Article, shall elect a new officer and/or director from the candidates proposed and any candidates that self-declare. The elected candidate will take office immediately and will serve the remainder of the un-expired term.

ARTICLE XIV Bylaws Amendments.

Section 1: To be adopted, an amendment to these Bylaws shall be approved by the Board of Directors and by a two-thirds (2/3) vote of all delegates present and voting of the House of Delegates.

Section 2: A proposal for the amendment or repeal of existing Bylaws provisions or adoption of new Bylaws provisions shall be initiated by (a) the Board of Directors, (b) any commission, committee, task force, or work group, (c) any Chapter, (d) any officially recognized specialty organization, (e) any caucus, (f) the Student Academy, or (g) the collective House Officers.

Section 3: Proposed amendments shall be in such form as the House Officers prescribe.

Section 4: Amendments may be filed for presentation at the next annual meeting of the House of Delegates or for consideration in an electronic vote.

Section 5: Each proposed Bylaws amendment to be presented at the annual meeting of the House of Delegates shall be filed with the House Officers at least three (3) months prior to that meeting.

- a. The Governance Committee will review submitted proposed bylaws amendments for governance-related gaps or conflicts. They may either recommend technical changes to the House Officers or submit confirming amendments. Any proposed Bylaws amendments resulting from this review shall be exempt from the three (3) month filing requirement, but shall be submitted to the House Officers no later than 45-days prior to the House of Delegates' meeting in order to comply with the distribution deadline in Article VI, Section 4.

Section 6: Bylaws amendments to be considered for an electronic vote of the House of Delegates must be submitted at least 150 days prior to the annual meeting of the House of Delegates. Otherwise, the resolutions will be considered at the annual meeting of the House. Amendments to be considered

electronically are subject to review by the Governance Committee as reflected in Section 5.a of this Article.

Section 7: Proposed Bylaws amendments that are not initiated by the Board of Directors will be presented to the Board in their final form. Any proposed Bylaws amendment may be considered and acted upon by the Board prior to the annual meeting or prior to an electronic vote of the House. Any Board vote on a proposed Bylaws amendment prior to the convening of the House, shall be reported to the delegates in advance of the meeting or electronic vote.

Section 8: Proposed amendments that come to the House of Delegates with the prior approval of the Board of Directors will become effective upon approval of the House by a two-thirds (2/3) vote of all delegates present and voting.

Section 9: If the House of Delegates approves a proposed amendment by a two-thirds (2/3) vote of all delegates present and voting, that was either not approved by the Board of Directors, or was amended by the House of Delegates, then the proposed amendment as passed by the House of Delegates, will be submitted to the Board of Directors for its action.