

NAVAL ASSOCIATION OF PHYSICIAN ASSISTANTS
CONSTITUTION AND BYLAWS

Approved 31 May 2010

CONSTITUTION

ARTICLE I: NAME

The name and title of this organization shall be the Naval Association of Physician Assistants.

ARTICLE II: TYPE OF ORGANIZATION

The Naval Association of Physician Assistants (herein referred to as NAPA) shall be formed as a nonprofit and tax exempt unincorporated Constituent Chapter of the American Academy of Physician Assistants (AAPA). As such, NAPA and its members are required to meet all the provisions outlined in the AAPA constitution, bylaws, and policies. More importantly, NAPA and its members must be willing to uphold the principles and purposes for which the AAPA was founded.

NAPA is a private organization and is not part of the US Navy or the US Government, and receives no federal funds.

ARTICLE III: LOCATION OF ORGANIZATION

The principle office mailing address is presently located at 3151 Scott Road, Room 1202, Suite 1202, Fort Sam Houston, Texas 78234-6130. The NAPA Board of Directors, herein referred to as the board, by a 2/3 majority vote, may at any time change the location of the principle office from this location to another. Any changes of location will be noted in the NAPA newsletter (Navigator), NAPA web site, and in proposed changes to this Constitution and Bylaws

ARTICLE IV: PURPOSES OF THE ASSOCIATION

The purposes of NAPA are to render honest and loyal service to the medical profession and to the public; to develop and enforce continuing education programs for Physician Assistants and the association's membership; and to promote the Physician Assistant profession through education of professional and lay people and to promote similar interests in the student societies.

ARTICLE V: COMPOSITION OF THE ASSOCIATION

NAPA shall consist of Fellow Members and all other such members as the Bylaws may provide.

ARTICLE VI: BOARD OF DIRECTORS

The Board of Directors, whose duties are executive and judicial, shall consist of all elected Officers and Board of Directors seats, shall have charge of all property and conduct all

financial affairs of the association, and shall perform such other duties as prescribed in the Bylaws.

ARTICLE VII: CONFERENCES AND MEETINGS

NAPA shall hold at least one meeting per year during which there shall be a business meeting of the Board of Directors and a meeting of the general membership. These meetings shall be held in conjunction with the annual AAPA conference. NAPA may schedule additional meetings of the Board of Directors or general membership as provided in the Bylaws. Additional meetings may include meetings by teleconference or via e-mail.

Members holding one-fifth of the votes entitled to be cast on the matter to be voted upon represented in person shall constitute a quorum.

ARTICLE VIII: OFFICERS

The Officers of NAPA shall be a President, a Vice-President, a President Elect, A Past President, a Secretary, a Treasurer, and as many other additional officers, and Board of Director positions as the Bylaws may provide.

ARTICLE IX: NONPROFIT AND TAX EXEMPT STATEMENT

NAPA is organized and operated exclusively as a nonprofit, tax exempt, unincorporated organization under the provisions of Section 501(c) (6) of the Internal Revenue Code. As such, NAPA and all of its assets are irrevocably dedicated to the furtherance of its stated scientific, philanthropic, and educational goals. No part of the net income or assets of this organization shall be used to personally benefit any director, officer, or member, or to the benefit of any private person. Upon dissolution or termination of NAPA any and all net assets shall be distributed to a nonprofit fund or organization which is organized and operated under Section 501(c) (6) of the Internal Revenue Code.

The Association shall not carry on any political propaganda or participate in attempting to influence any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

BYLAWS

PREAMBLE

This association (herein referred to as NAPA) shall be established as a nonprofit and tax exempt, unincorporated Constituent Chapter of the American Association of Physician Assistants (AAPA). It shall consist of graduate and student Physician Assistants within the United States Navy. The Primary objectives of NAPA are to promote the training and efficient utilization of military Physician Assistants in the United States Navy; to encourage the highest quality of medical care through a process of continuing education of the membership and general public; and to represent the Physician Assistants of the United States Navy within the American Academy of Physician Assistants.

ARTICLE I: MEMBERSHIP

Membership in NAPA shall consist of men and women of good moral character who meet the requirements for membership prescribed in these Bylaws.

All members shall adhere to the AAPA Code of Ethics. Additionally, active duty members will conduct themselves in accordance with the Standards of Conduct.

Section I:

FELLOW membership in NAPA shall be restricted to persons who are graduates or students of an approved program and who are on active duty, in the Reserve Forces, or retired from the United States Navy or as otherwise stated in these Bylaws.

Section II:

Membership in NAPA shall be in keeping with the policies of the parent organization, the American Academy of Physician Assistants. The following membership categories are allowed:

a. FELLOW MEMBERS - members who meet all of the requirements for membership in NAPA and who are concomitant members of the AAPA in good standing. These members have full voting privileges on state and national issues and may hold elected office.

b. AFFILIATE MEMBERS - members who desire to be affiliated with NAPA and who are not concomitant members of the AAPA, or are fellow members of another Constituent Chapter of AAPA, or are members (active duty, reserves, or retired) of another branch of the United States military forces, or are from another sector of the health care professions, and who desire to participate in and support the association. Affiliate members may not vote or hold elected office, but may receive the publications and continuing medical education at members' rates.

c. STUDENT MEMBERS - students currently enrolled in a Navy sponsored and Accreditation Review Commission on Education for the Physician Assistant (ARC-PA)

accredited Physician Assistant program. Student members shall be afforded all rights and privileges of membership except that they may neither vote nor hold elected office in NAPA. Student members may designate one of their members to attend the annual Board of Directors meeting to serve as a representative of the students' affairs and concerns in a full voting status within the Board of Directors.

d. HONORARY MEMBERS -persons of distinction who have rendered outstanding service to NAPA or to the health care professions of the Armed Forces of the United States or who have retired from active work may be granted honorary membership by the Board of Directors or by majority vote of the membership. They may not vote or hold elected office unless they are Fellow Members of NAPA.

e. ASSOCIATE MEMBERS - representatives of businesses engaged in selling products or services to PAs who do not qualify for any other membership category. They are not entitled to the privilege of the floor, to vote, or to hold office.

Section III:

Applicants for membership shall be in writing on an approved application provided by NAPA. The application will be reviewed and approved or rejected by the Chairman of the membership committee. All rejections will be reviewed by the Board of Directors at the earliest possible date. Applicants who are rejected and who desire to appeal may do so at the next annual membership meeting, with a majority vote of the membership being present being deemed final.

Section IV:

A member who belongs to more than one AAPA constituent chapter may vote on AAPA issues in only one constituent chapter.

ARTICLE II: ELECTION OF OFFICERS AND TERMS OF OFFICE

Section I:

The offices of Vice-President, Secretary, Treasurer, and Four (4) of the seats on the Board of Directors shall be elected and hold office for a period of two (2) years. These terms shall be from 1 July of even numbered years to 30 June of even numbered years.

The office of President - Elect shall be elected and hold office for a period of one year. The President- Elect will then serve as President for a period of one year. After the one-year term as President, the President will then serve for one year as Past President.

The Student Board of Directors Member will hold office for a period of one year. This term shall be from November 1st to October 31st.

Section II:

Candidates for Officer of Board of Directors positions may declare their own candidacy or be nominated (with the members prior consent) by any Fellow Member of NAPA. Candidacy shall be announced in writing to the Chairman, Election Committee no later than 1 March in the year of elections for that position. All candidates for office (except Student Board

member) must be Fellow Members in good standing of NAPA and the AAPA.

The Student Board member will be elected in October by a simple majority of the eligible Student members of NAPA.

Section III:

Vacancies in any position of office will be temporarily filled through direct appointment of a Fellow Member by the President (or Vice-President if the President's office is vacant) subject to approval by the remaining Officers of the Board of Directors. The term of office for any appointed position shall run until the next regular election for that office. A vacancy in the office of Past President shall not be filled.

Section IV:

Elections shall be held during May – June annually for the term of office which begins 1 July of the same year. These elections are the responsibility of the Chairman, Elections Committee (or as directed by the President) who will actively seek candidates for each position, determine their qualifications to hold such office in NAPA, and promulgate a ballot to all Fellow Members.

The Secretary shall assist the Election Committee as necessary during the preparation of ballots and conducting the elections. Election to any Board of Directors position shall be determined by a majority of all legal ballots returned to the Election Committee in order to be valid for the election.

If no candidate receives a majority of the votes cast, a run-off election of the two (2) candidates who received the most votes will be held by the same procedure during the last week of May. All ballots must be received by the Election Committee no later than 2359 of the announced deadline.

Within 30 days of the final election of the officers, a listing of the officers and committee chairman must be sent to the AAPA national headquarters.

ARTICLE III: BOARD OF DIRECTORS

Section I:

The elected positions of the Board of Directors shall consist of:

- a. Board of Directors (Active Duty) - two (2) seats for any Fellow Members of NAPA on active duty in the Navy.
- b. Board of Directors (Reserve) - one (1) seat for any Fellow Member of NAPA in the Reserve Forces of the Navy.
- c. Board of Directors (Retired) - one (1) seat for any Fellow Member of NAPA in the Fleet Reserves or retires from the Navy.
- d. Board of Directors (Student) - one (1) seat for any Student Member of NAPA on active duty in the Navy and attending a Navy sponsored Physician Assistant training program.

Section II:

The Board of Directors is the executive and judicial body for NAPA and shall consist of all elected Officers and Board of Directors seats. This body shall conduct all necessary business of the organization during the regularly scheduled meeting during the annual NAPA conference. Additional business meetings shall be held whenever designated by the President or when requested in writing by at least twenty (20) percent (%) of the Fellow Membership.

Section III:

Written communications or communication via electronic media to the Board of Directors may be held at the discretion of the President for the purposes of conducting urgent business which cannot wait until the next regularly scheduled meeting. Minutes of such meetings shall be promptly distributed to all Board of Directors and shall be reviewed at the next scheduled meeting.

Section IV:

The President is to function as the Chairman of the Board of Directors, and is empowered to conduct general business for NAPA in its name. The President shall notify the Board of Directors of all significant business or financial transactions thus conducted, and shall present a written report at the next scheduled meeting of the Board of Directors.

ARTICLE IV: DUTIES OF THE OFFICERS

Section I:

The President shall preside over all business meetings of the organization. The President shall function as head of NAPA, conduct all general business on behalf of the association, and authorize the expenditure of funds as required for routine operation of the organization. The President is empowered to negotiate and establish contracts for grants, awards, and the selling of newsletter advertisements. The President shall promptly notify each member of the Board of Directors of all such business dealings. The President shall submit a full report of the year's activities at each annual meeting of the Board of Directors and the general membership. The President shall appoint all standing and ad hoc committees as required, and shall appoint Fellow Members to fill vacant positions subject to the approval of the remaining Board of Directors. Members of committees shall serve at the discretion of the Board of Directors with no term limits imposed.

Section II:

The President-Elect shall assist the President in the conducting of all meetings and assume any other duties as directed by the President. The President-Elect is expected to become involved with the affairs of the association so as to be ready to assume the post of President.

Section III:

The Vice-President shall assume the duties of the President in his/her absence and all other duties as directed by the President. The Vice-President will chair the NAPA Awards Committee.

Section IV:

The Secretary shall keep minutes of all meetings of NAPA, be responsible for maintaining the association's permanent files in an orderly manner, and shall conduct any correspondence as directed by the Board of Directors. The Secretary may Chair, or shall assist the Election Committee as necessary during the preparation of ballots, verification of membership status, and conducting the elections.

Section V:

The Treasurer shall maintain accurate records of the financial status of the association, collect annual dues from all members, deposit into the NAPA account all funds received and disburse funds only as upon the direct authorization of the President. The Treasurer shall be responsible to ensure all documents are in place with our financial institution (currently Navy Federal Credit Union) to allow access to NAPA funds. The Treasurer will maintain a checking account and VISA account. The Treasurer shall pay all bills thus approved in a prompt and timely manner and maintain written receipts of such payments. The Treasurer shall provide a written report to the Board of Directors and the membership at the annual meeting each year. To continue to qualify for tax-exempt status, the Treasurer will file an annual tax return (currently a 900-N e-Postcard) with the IRS as required by law.

Section VI: DELEGATES

The AAPA House of Delegates representatives from NAPA are elected concurrently with election to the offices of President, Vice-President, Secretary, and Treasurer. All other members of the Board of Directors are also eligible to serve as Delegates. These Officers have the opportunity to serve as Delegates to each annual AAPA conference during their terms of office. No term limits will be imposed. The number of Delegates allowed to participate and vote at the annual AAPA HOD will be determined by apportionment by the AAPA. In an effort to ensure NAPA is properly represented at all AAPA HOD proceedings, the NAPA President reserves the right to directly appoint Delegates.

ARTICLE V: POWERS OF THE BOARD OF DIRECTORS

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

- a. To appoint, employ, and remove or suspend permanently or temporarily such officers, managers, assistants, clerks, and agents as deemed necessary for the good of the association. Removal of an elected officer of NAPA for cause shall require a unanimous vote of the remaining Board of Directors and will be performed only as an urgent measure to terminate gross misconduct in office or proven financial abuses of NAPA funds by an elected official of NAPA. Such actions shall not be considered a substitute

for the provisions of ARTICLE VII “Censure, Discipline, and Expulsion of Members” and must be followed by the complete censure and appeal process.

b. To impose such fees, dues, and / or assessments as it may deem advisable for the purpose of furthering the association’s objectives. NAPA dues shall run from 01 October through 30 September of each year. Upon payment of the chapter’s annual dues, as established by the Board of Directors, individuals will become members of the chapter.

c. To approve the temporary filling of vacant positions in the Board of Directors as appointed by the President. Rejection of the President’s appointment shall require 2/3 majority vote of the remaining Officers and Board of Directors.

d. To appoint a Master-at-Arms or Parliamentarian to ensure that all business meetings are conducted in accordance with standard procedure.

ARTICLE VI: COMMITTEES

Standing or ad hoc committees may be designated by the President and / or the Board of Directors and shall be responsible for timely performance of all assigned tasks and duties. Each standing or ad hoc committee shall hold adequate meetings to accomplish its assigned tasks and shall report periodically to the Board of Directors. Committees shall include, but not be limited to - Membership, Continuing Medical Education (annual conference planning), Election, NAPA Awards, Newsletter, and Public Education.

ARTICLE VII: CENSURE, DISCIPLINE, AND EXPULSION OF MEMBERS

To protect the public against misconduct, any member may, in good faith, prefer charges against any other member who is believed to have violated the principles of medical ethics, or the rules and regulations of NAPA and / or the AAPA, or is believed to otherwise be guilty of conduct justifying censure, discipline, or expulsion from the association. Such charges shall be brought forward in the manner herein specified:

-Such charges must be in writing and signed by the accuser(s) and must clearly state the acts or conducts complained of;

-A date shall be set by the Secretary for a meeting of the Board of Directors for the express purpose of considering the charges. Said meeting shall be held if at all possible no later than 30 days after the charges were filed with the Secretary. If a delay cannot be avoided, the accusers and the accused shall be promptly notified by the Secretary of the reasons for the delay.

-The Board of Directors shall, after having given the accuser and the accused every opportunity to be heard and to present oral and / or written evidence on their behalf, conclude the meeting and within 30 days thereafter render a decision. The vote of a 2/3 majority of the Board of Directors shall constitute the verdict and by such vote exonerate, censure, suspend, or expel the accused from the association (NAPA). The Board shall issue a resolution which shall contain its decision without statement or opinion about the case and shall be signed by the President and Vice-President of the association.

-Any member who has been thus censured, suspended, or expelled by the Board may appeal such action within 30 days by giving written notice to the Board. The Board shall

designate a time and place for the hearing of the appeal, and, after giving 2/3 majority vote, either sustain or reverse the previous decision. The second decision of the Board on this matter shall be deemed final.

ARTICLE VIII: NON-DISCRIMINATION

It is the policy of NAPA to provide equal opportunities to all members of the organization. No person shall be discriminated against because of race, religion, color, sex, age, national origin, sexual orientation or disability.

ARTICLE IX: AMENDMENTS

These Bylaws may be amended by a 2/3 majority vote of all voting Fellow Members present at any general or special membership meeting.

NAPA must present any amended Bylaws to the AAPA for the official records within 30 days of the decision.

ARTICLE X: PARLIAMENTARY AUTHORITY

The current edition of "The Standard Code of Parliamentary Procedure" governs this organization in all parliamentary situations that are not provided for in the law or in its charter, bylaws, or adopted rules.

31 MAY 2010

Presented at NAPA BOD & General
Membership Meetings and Approved as of



Ron Perry, NAPA VP & President-Elect