

OAPA Bylaws

(Amended: April 2024)

Article I: Name

The name and title by which this corporation shall be 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 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 Bylaws, the 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 Internal Revenue Code 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 2: Classes of Membership. The membership shall consist of fellow, associate, student, supporting, affiliate, honorary, retired and new graduates.

Section 3: Fellow Members. A fellow member shall be 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), who is employed 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 elected and appointed office and to vote.

Section 4: 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, who is employed 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 5: Student Members. A student member is a person enrolled in a program accredited by ARC-PA. Student members shall be entitled to the privilege of the floor but have no vote and may not hold any office except for their elected student representative. The student representative shall be elected by 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 6: Supporting Members. A supporting member is a U.S. licensed physician who wishes to support the organization. A supporting member shall have the privilege of the floor but shall not be entitled to vote or hold office.

Section 7: Affiliate Members. An affiliate member is a person who is ineligible for any of the above categories and wishes to affiliate with the organization. Affiliate members shall be entitled to the privilege of the floor but shall not be entitled to vote or to hold office.

Section 8: Honorary Members. An honorary 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 Association 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: Retired Members. A retired 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 ten (10) consecutive years prior to making application for retired status. Such members shall apply for retired status by submitting an affidavit attesting to having met the requirements of this section. They shall annually pay fifty percent (50%) of the current fellow or associate dues. They may attend OAPA conferences and seminars for fifty percent (50%) of the current attendance fee. They shall be entitled to the privilege of the floor and shall be entitled to vote, but may not hold office.

Section 10: New Graduate. A new graduate member is a graduate of an ARC-PA-accredited PA program who is in the first year of PA-related employment and who is employed and/or resides within the state of Ohio. A new graduate shall be entitled to the privilege of the floor, to hold office and to vote.

Section 11: Application for Membership. All applications for membership shall be in a format approved by the corporate office.

Section 12: Non-Discrimination. OAPA will remain non-discriminatory in granting membership. No fellow 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 13: Membership Dues and Assessments. Annual dues amounts and assessments shall be established and approved by the Board of Directors for each class of membership. The Executive Committee may offer complimentary membership for financial or personal hardship on a case-by-case and yearly basis.

Section 14: Member Voting. AAPA members who belong to more than one constituent organization (CO) may vote on AAPA issues in only one CO.

Section 15: Non-Fellow Members. Non-fellow members may be active in Association affairs but may not participate in issues relating to the AAPA, such as voting for delegates, submitting resolutions, or representing the Association in the AAPA House of Delegates.

Section 16: 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, for 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, for 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 committee shall consist of fellow members who do not hold a Board office or chair position. 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 Association or be permitted to take part in any of the proceedings until they have been reinstated.

Section 7: If any Association member has their 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: Any member who has violated the “Guidelines for Ethical Conduct for the Physician Assistant Profession” will be reported to the State Medical Board of Ohio (SMBO).

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.

Section 2: Special Membership Meetings. Special meetings of the organization may be called by the president 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: Each eligible voting member 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.

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;
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 2: Board Composition. The Board of Directors shall consist of a president,

president-elect, vice president, immediate past president, secretary-treasurer, student representative, regional directors, ED (ex officio) and/or director of administrative services (ex officio).

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: Status of Officers. Each officer of the Association shall be a fellow member in good standing of OAPA and AAPA for the duration of their term.

Section 5: Board of Directors Meetings. The Board of Directors shall hold regular meetings at such times and places as may be designated by the president, 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 6: Special Board Meetings. Special meetings of the Board may be called by the president. 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 7: 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 are able to hear one another and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

Section 8: 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 9: Board Officer Terms. The board officers shall hold a designated term as determined by the Board of Directors prior to elections. 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 10: Reimbursement. Board officers do not receive compensation for their services but may be reimbursed for expenses according to corporate office policies.

Section 11: 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.

Section 12: 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 13: 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 president-elect, vice president, secretary-treasurer, regional directors, student representative and AAPA delegates. The term of office for the president, president-elect, immediate past president, vice president, regional directors, student 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 Board members and AAPA delegates.

Section 4: Succession of the President. The president-elect shall automatically succeed the preceding president as president of the Board of Directors and the outgoing president shall remain as a voting member of the Board for one year as the immediate past president.

Section 5: Eligible Voting Members. Eligible voters include fellow, associate, 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 electronic voting or regular mail at least 45 days prior to June 1.

Article VIII: Duties of Officers

Section 1: President. The president shall preside at all business meetings of the Association and of the Board of Directors. They shall make a full report of the Board's activities for the preceding year to the general membership in a manner approved by the Board of Directors. They shall coordinate agendas for future meetings, preside over meetings, maintain order and set up forums for discussion. They shall appoint all standing committee chairs, subject to the approval of the Board of Directors.

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

Section 3: Vice President. The vice president 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 president-elect is unavailable. The vice president will organize and conduct, with the assistance of the secretary-treasurer, all annual elections and is chairperson of the Elections Committee. The vice president is the chairperson of the Bylaws Committee.

Section 4: Immediate Past President. The immediate past president shall assume the duties of the president in the absence of the president, president-elect and vice president and attend Board meetings and shall perform such duties as may be delegated by the president.

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.

Section 6: Student Representative. The student representative shall act as a liaison between the Board of Directors and all student members of the Association.

Section 7: Regional Directors. The regional director(s) shall assist in conducting the business of the Association as designated by the president and will facilitate communication back to the regional membership.

Section 8: Executive Director. The ED 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 Bylaws.

Section 2: 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 president, 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 president and Board of Directors.

Section 3: 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 president.

Section 4: 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 5: Task Forces and Ad Hoc Groups. Special task forces and ad hoc groups may be appointed by the president 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 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 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 and assessments as they become due.

Article XII: Executive Director

An ED 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 ED shall be under the control and supervision of the Board of Directors and in case of their death, resignation or removal the Board of Directors shall have the power to fill the vacancy.

Article XIII: Contracts with Other 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 Bylaws, all meetings of the 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. OAPA will not write or pass any bylaws and/or policies in conflict with AAPA Bylaws and/or policies. OAPA 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 AAPA to change the philosophy by altering the organization's constitution and 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.