



# **CONSTITUTION AND BYLAWS**

## Constitution and Bylaws

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## CONSTITUTION

### ARTICLE I

The name of the organization shall be the Delaware Academy of Physician Assistants, Inc., hereafter referred to as DAPA, or the Academy.

### ARTICLE II

The purpose of this Academy is to serve the medical profession and the public, to represent its members in all professional concerns, to develop and encourage continuing medical education of Physician Assistants and to promote similar interests among Physician Assistant students.

Furthermore, the Academy recognizes its duty to serve the general public by promoting quality health care by its members and by participating in various community programs, including the promotion of public education in regard to health and physician assistant issues.

### ARTICLE III

DAPA shall consist of fellow members and such other members as the bylaws provide.

### ARTICLE IV

The Board of Directors (hereafter BOD or Board), whose duties are executive and judicial, shall have charge of all the property and financial affairs of DAPA, and shall perform such other duties as are from time to time required for action in the best interests of the Academy, the membership, and the profession.

### ARTICLE V

The Academy shall hold an annual business meeting at which the newly elected officers shall be installed. The scheduling of this meeting shall be in accordance with the acceptable rules and regulations as set forth by the American Academy of Physician Assistants.

### ARTICLE VI

The officers of the Academy shall be a President, Vice-president, Secretary, Treasurer, and such other officers as the bylaws may provide.

### ARTICLE VII

For the purpose of the Constitution, a Physician Assistant is defined as any person who meets one or more of the following criteria:

- a. Graduate of a Committee on Allied Health Education and Accreditation (CAHEA) approved Physician Assistant Program, or...
- b. An individual who has passed the certifying examination of the National Commission on Certification of Physician Assistants (NCCPA), or the National Board of Medical Examiners (NBME) on or prior to 1987.

## **BYLAWS**

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### **101.00 ARTICLE I : OBJECTIVES**

*101.01 It shall be the purpose and objective of this organization to:*

- **01** Promote and provide the delivery of quality health care in the state of Delaware.
- **02** Promote and provide continuing medical education for Delaware physician assistants
- **03** Promote and provide for the education of medical professionals and the public at large regarding the Physician Assistant profession.
- **04** Maintain liaison and establish rapport with other health care organizations.
- **05** Act on behalf of Delaware Physician Assistants regarding passage of legislation pertaining to physician assistants; compiling and distributing information regarding job opportunities, certification and licensing of physician assistants; and any other matters deemed pertinent to the benefit of the profession.

*101.02 Purposes and objectives of the American Academy of Physician Assistants (AAPA), which are not in conflict with the purposes, objectives, and beliefs of this Academy, shall be adopted as part of these bylaws, in accordance with Article VIII.*

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### **102.00 ARTICLE II : MEMBERSHIP**

*102.01 GENERAL REQUIREMENTS*

- **01** Membership in this organization shall consist of Physician Assistants and other persons of good character who meet the requirements for membership in one of the membership categories as prescribed by DAPA, and who abide by the AAPA Code of Ethics.
- **02** AAPA members who belong to more than one constituent chapter may vote on AAPA issues in only one constituent chapter.

*102.02 CATEGORIES*

- **01** Membership shall be unlimited in number. There shall be five categories of membership, consisting of fellow members, affiliate members, student members, associate members, and honorary members.

*102.03 FELLOW MEMBERSHIP*

- **01** A fellow member is a graduate of a CAHEA approved Physician Assistant Program who is also a fellow member of the American Academy of Physician Assistants and who resides or works in Delaware.
- **02** A fellow member has full voting rights, may hold office, and may be a delegate to the American Academy of Physician Assistants House of Delegates.
- **03** To maintain their membership status, fellow members must satisfy such continuing medical and/or medically related educational requirements in accordance with the AAPA membership policy.

#### *102.04 AFFILIATE MEMBERSHIP*

- **01** An affiliate member is a Physician Assistant who is a graduate of a CAHEA approved program, who is not a member of the AAPA, or who is not currently residing or employed in Delaware.
- **02** An affiliate member may vote on state issues and may serve DAPA in any capacity, with the exception of holding state office.
- **03** Affiliate members may not participate in any issue relating to the AAPA such as voting for delegates, submitting resolutions, or being a delegate, or alternate delegate to the AAPA House of Delegates.

#### *102.05 STUDENT MEMBERSHIP*

- **01** The student member is an individual who is in good standing in a CAHEA approved Physician Assistant Program.
- **02** A voting student representative to the Board of Directors may be elected by his or her student peers.

#### *102.06 ASSOCIATE MEMBERSHIP*

- **01** A associate member shall be any person not qualifying for any other category of membership who has demonstrated a desire to assist the Academy in furthering its goals and objectives.
- **02** Associate members may not vote or hold office. Such membership shall be approved by a majority of the Board of Directors.

#### *102.07 HONORARY MEMBERSHIP*

- **01** Honorary membership may be conferred upon persons who have rendered distinguished service to the Physician Assistant concept, upon recommendation from the membership and confirmation by a vote of two-thirds of the voting membership.
- **02** Honorary membership shall have all rights and privileges of the Academy with the exception of voting, holding office, and/or chairing committees.
- **03** Honorary members shall be exempt from the payment of dues.

#### *102.08 VOTING*

- **01** Voting privileges shall be extended to all fellow, affiliate members and student representatives to the BOD.
- **02** All votes involving AAPA related issues shall be restricted to fellow members only.

#### *102.09 APPLICATIONS*

- **01** All applications for membership shall be made in writing on a form approved by the Board of Directors.
- **02** All applications shall be reviewed and either approved or rejected by the membership committee. These applications, with recommendations, will then be placed before the Board of Directors for a final vote.
- **03** Membership in the Academy shall be open to all qualified individuals on an equal basis.

#### *102.10 DUES*

- **01** The amount of annual dues for each membership category shall be fixed by the Board of Directors, and approved by two-thirds of the members voting on this issue.
- **02** The period covered by these dues is established as the fiscal year commencing **January 1st thru December 31st**.

#### *102.11 DISCIPLINARY ACTION*

- **01** In the interest of the profession and public safety, 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 the DAPA, or who is believed to be guilty of conduct justifying censure, suspension or expulsion from the Academy. Such charges shall be brought in the manner hereinafter specified.

- **02** Such charges must be in writing and signed by the accuser or accusers and must state the acts or conducts charges and must be accompanied by any substantiating evidence.
- **03** Charges must be filed with the secretary of the state chapter and a copy must be sent to the president. A date shall be set for a meeting of the board of directors for the purpose of considering such charges. Said meeting shall not be held later than 15 days after the date such charges were filed with the secretary.
- **04** The Board shall, after having given to the accuser and the accused every opportunity to be heard, including oral arguments and the filing and consideration of any written brief, conclude the hearing and within 15 days thereafter render a decision. The affirmative vote of the majority of the members of the Board shall constitute the verdict of said Board which by such vote may exonerate, censure, suspend, or expel the accused from the Delaware Academy of Physician Assistants. The Board shall issue a resolution which shall contain its decision without other statement or opinion about the case and shall be signed by the President and Vice-president of DAPA.
- **05** Any member who has been censured, suspended, or expelled by the Board of Directors may appeal such action within sixty days after notice is given in writing by the Board of Directors. The Board of Directors shall designate a time and place for the hearing of the appeal and, after giving the appellant and representatives reasonable opportunity to be heard, shall by a majority vote either sustain or reverse such censure, suspension, or expulsion. The decision of the Board shall be final.
- **06** If charges are file against a Board member, that member shall be suspended from the Board pending a final decision in the case.
- **07** Any member who has been censured, suspended or expelled from DAPA shall forfeit all of the rights and benefits of the Academy and shall be prohibited from taking part in any Academy proceedings until such time as the member may be reinstated.

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## **103.00 ARTICLE III: OFFICERS AND BOARD OF DIRECTORS**

### *103.01 OFFICERS*

- **01** The officers of DAPA shall consist of a President, a Vice-President, Secretary and a Treasurer. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Academy.
- **02** The current officers shall work with the newly elected officers during the transition period.

### *103.02 PRESIDENT*

- **01** The President shall preside at all general membership meeting of the organization.
- **02** The President shall preside as chairman of the BOD in the absence of the Vice-President.
- **03** The President shall appoint the chairperson of all committees.
- **04** The President shall be an ex-officio member of all committees.
- **05** The President shall present to the Board of Directors a balanced budget within sixty days of assuming office for the Academy's fiscal year commencing **January 1st thru December 31st.**
- **06** The President shall make a full report of the year's activities at the annual meeting of the organization.

### *103.03 VICE-PRESIDENT*

- **01** The Vice-President shall preside as the regular chairperson of the Board of Directors. In absence of the President, the Vice-President shall have full presidential authority regarding Academy matters and preside at general membership meetings.

### *103.03 SECRETARY*

- **01** The Secretary shall keep the minutes of all meetings, including but not limited to general membership and Board of Director's meetings. Copies of all minutes shall be provided to all members of the Board of Directors. Copies of preceding BOD minutes shall be mailed to the general membership prior to the next general membership meeting. Copies of minutes from prior meetings shall be provided to any member on written request.

- **02** The Secretary shall also be responsible for all organizational correspondence and notification of meetings.
- **03** The Secretary shall organize and conduct with the assistance of the election committee all annual elections.
- **04** In the absence of the Secretary, the presiding officer shall appoint a substitute.

#### 103.05 TREASURER

- **01** The Treasurer shall have the care and custody of Academy funds and resources and shall keep full and accurate accounts of receipts and disbursements of all monies to and from accounts of the Academy.
- **02** The Treasurer shall assist the President in formulating an annual budget.
- **03** The Treasurer shall render a statement of accounts at each meeting of the general membership, BOD, or the Annual Meeting, and at such times as directed by the President.
- **04** The Treasurer shall provide all financial records of DAPA to the audit committee annually and shall make all treasury records available to any member for inspection upon written request.

#### 103.06 BOARD OF DIRECTORS

- **01** The Board of Directors shall be composed of the Academy Officers, the immediate Past President, and two at large members elected by the membership. There shall be one voting student member representative to the Board as per Article II 102.05. The BOD shall be responsible for the routine functioning of the Academy, but shall make no policy that contradicts the letter or spirit of these bylaws.
- **02** The Board **may** hold a meeting within 14 days in advance of every regular general meeting of the Academy to transact any and all necessary business.
- **03** The Board shall make such recommendations to the membership for its approval, as they may deem necessary for the purchase of additional supplies or equipment. No purchase or contract entered shall exceed \$700.00, without the approval of the Academy membership. All bills shall be itemized for approval by the Board of Directors except when stipulated by contract. All bills exceeding \$700.00, upon approval of the Board shall be presented to the Academy by the treasurer at the next general meeting for final approval and payment. Any previously approved regular scheduled bills shall be paid by the treasurer upon receipt.
- **04** The Board shall have full charge of all Academy property and shall submit an inventory at the annual meeting.
- **05** The Board shall exercise all rights granted them by the Academy Charter. The Board shall not sell, buy, mortgage, lease, alter, or improve the property of the Academy, or make any contracts in any way binding upon the Academy without first submitting any such proposed action to the Academy and receiving its approval.
- **06** Upon approval by the Academy, of any product, the Board shall instruct the President to sign the necessary documents and have the recording secretary attest the signature and affix the Academy seal wherever written agreement is involved.
- **07** The Board shall be vested with the power to bring legal action against any group or individual whom they believe to be infringing, or to have infringed, in any manner upon the rights of the Academy.
- **08** The Board shall hear all charges brought within the Academy against officers and/or members, and shall have full authority to take necessary disciplinary action against the offender(s), as stated in Article II 102.11.

#### 103.07 ATTENDANCE

- **01** Attendance at two thirds of Board of Director's meetings is required of all members of the Board. This requirement may be waived by Board vote.

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### 104.00 ARTICLE IV: MEETINGS

#### 104.01 BOARD OF DIRECTORS

- **01** The Board of Directors shall meet at least quarterly.

#### 104.2 GENERAL MEETINGS

- **01** The Board of Directors **may** call for a meeting of the general membership at least **two** times a year. Notification shall be sent to all members at least 10 days prior to the meeting.

#### 104.03 ANNUAL MEETING

- **01** One of the general membership meetings shall be designated as the Annual Meeting. The Board of Directors shall set the date, location and time.

#### 104.04 QUORUM FOR BOARD OF DIRECTORS

- **01** Five voting members of the Board of Directors must be present to constitute a quorum at any meeting where Academy business is transacted. The chairman of the BOD will vote only in the event of a tie.

#### 104.05 QUORUM FOR GENERAL MEETING 1

- **01** Nine voting members, two of which must be officers, shall be present to constitute a quorum at any meeting of the general membership. The voting body shall be comprised of all members in good standing, present and voting. The presiding officer shall vote only in the event of a tie.

#### 104.06 SPECIAL MEETINGS

- **01** Special meetings of the membership may be called at any time by the President, the Board of Directors, or upon written request of nine voting members. Notification of such meetings must be made to the membership eligible to vote by the Secretary at least ten days prior to such meeting.
- **02** Special meetings of the BOD will be called upon by written request to the chairman of the Board by three BOD members or nine general members.

#### 104.07 VOTING

- **01** Each fellow, affiliate, and student member in good standing, is entitled one vote on each matter submitted to a vote of the members provided the member is eligible to vote on said matter.
- **02** A majority vote at a meeting duly called, where a quorum is present, shall be sufficient to take or authorize actions upon any matter which may properly come before the membership, with exception of changes to the Constitution and Bylaws of the Academy, or to overturn a previously approved action of the Board or general membership which will require a two-thirds vote.

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### 105.00 ARTICLE V : NOMINATIONS & ELECTIONS

#### 105.01 OFFICERS

- **01** An Ad Hoc Elections Committee along with the Secretary shall organize and conduct annual elections for officers, directors-at-large, and delegates to the AAPA House of Delegates, subject to the rules and regulations of Academy bylaws and policies of the Academy.
- **02** The membership of the Academy in good standing shall annually elect a President, Vice President, Secretary, Treasurer, two directors-at-large and delegates to the AAPA House of Delegates.
- **03** The student membership shall elect a representative to the BOD pursuant to Article II 102.05.

#### 105.02 ELIGIBILITY OF CANDIDATES

- **01** All candidates for officer in the Academy must be fellow members of the Academy in good standing.
- **02** No person may hold more than **two** elected **offices** simultaneously.
- **03** In order to be eligible for nomination or self declaration for an Academy office, a candidate must have had membership confirmed prior to the December membership meeting.
- **04** Nominations for officers and members at large to the BOD must be submitted to the elections committee by the close of the **July** membership meeting.

#### 105.03 TIME OF ELECTIONS / VOTING ELIGIBILITY

- **01** The Secretary of the Academy shall distribute a ballot by **email/mail** on/or before **September 1st** to each fellow and affiliate member for voting.
- **02** Student members will be sent a concurrent ballot for the election of a student voting representative to the BOD.
- **03** Membership in good standing must be confirmed prior to the **July** nominations to be eligible to vote on Academy matters, including election of officers.

#### 105.04 ELECTION PROCEDURE

- **01** Voting shall be conducted by **email/mail** ballot with returned ballots to be postmarked no later than 14 days prior to the **October** membership meeting. Tabulation of votes will be conducted by members of the election committee according to DAPA policy and procedure.

#### 105.05 NOTIFICATION OF ELECTION RESULTS

- **01** Notification to the general membership of outcome of elections will take place at the **October** Meeting.

#### 105.06 VOTE NECESSARY TO ELECT

- **01** Officers, Directors-at-Large, and AAPA House of Delegates, shall be elected by a majority of the vote cast. In the case of a tie vote, the vote for that office will be retaken in the manner prescribed elsewhere in these bylaws.

#### 105.07 TERM OF OFFICE

- **01** The term of office for all elected Academy officers and Directors-at-large, will be one year and will commence on **January 1, and end on December 31**.

#### 105.08 VACANCIES IN OFFICE

- **01** In the event in the vacancy in the office of President, the Vice-President will fill said post.
- **02** All other vacancies of elected officers will be filled by special election at the general membership meeting. The newly elected officer shall serve for the remainder of the term of office.
- **03** A vacancy in the student representative on the Board shall be filled at a special student election.
- **04** A Director may resign at any time. Such resignation shall be made in writing to the Board of Directors and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the Board. The acceptance of a resignation shall not be necessary to make it effective.



- **05** Any Director may be removed, for cause at any time by the affirmative vote of a majority of Directors voting at any duly constituted meeting of the Board, provided that the affected Director shall have been given prior written notice of the charges and offered an opportunity to appear and be heard on the matter before the Board takes final action.

#### *105.09 DELEGATES*

- **01** There shall be delegates to the AAPA House of Delegates representing the DAPA membership. The number of delegates shall be determined by the AAPA apportionment policy.
- **02** Delegates shall be DAPA fellow members elected annually for a one year term, commencing **January 15th**, according to election rules and regulations as stated in these bylaws.
- **03** Any delegate vacancy shall be filled by a vote of the BOD.
- **04** DAPA delegates shall adhere to Academy policies and procedures.

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### **106.00 ARTICLE VI : COMMITTEES**

#### *106.01 STANDING COMMITTEES*

- **01** The following 7 committees are the standing committees of the Academy:
  - Continuing Medical Education (CME)
  - Constitution and Bylaws
  - Legislative Affairs
  - Membership
  - Newsletter
  - Impaired Practitioner Committee
  - Public Education/ Relations
- **02** Each standing committee shall be responsible for the performance of the duties and the functions delegated to it by the president, or the BOD.

#### *106.02 CHAIRPERSON*

- **01** The President shall appoint a chairperson to each committee within thirty days of assumption of office. A list of committee chairpersons shall be distributed to all members of the Academy.
- **02** All candidates for the post of chairperson must be a fellow or affiliate member of the Academy in good standing.

#### *106.03 REPORTS*

- **01** Each committee chairperson shall provide to the President, with a copy to the Secretary, a report on committee activities at least every 6 months. A detailed summary shall be prepared and submitted to the Annual Meeting. The Board of Directors or the President may require reports on a more frequent basis. Negative reports are required.

#### 106.04 AD HOC COMMITTEES

- **01** Ad Hoc committees shall be impaneled by the President, Board of Directors, or by majority vote of the general membership as necessary.

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#### 107.00 ARTICLE VII: PARLIAMENTARY AUTHORITY

**01** The current edition of "Sturgis Standard Code of Parliamentary Procedure" shall be the parliamentary authority in all matters not specifically provided for in the Constitution or the Bylaws of the Academy.

**02** The President shall designate a fellow or affiliate member of the Academy as Parliamentarian to provide advice on parliamentary law and procedure to the President, BOD, and the general membership as required.

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#### 108.00 ARTICLE VIII: AMENDMENT OF BYLAWS

- **01** These bylaws may be amended at any regular, annual, or special meeting of the general membership at which a quorum is present by a two-thirds vote of all eligible members present and voting, provided written notice has been given to all members of such intent to change the bylaws at least twenty-one days in advance of such meeting.
- **02** In accordance with Delaware law governing "not for profit" corporations, any unreturned ballot will be counted as an abstention.

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#### 109.00 ARTICLE IX: INDEMNIFICATION OF OFFICERS & DIRECTORS

##### 109.01 RIGHTS OF INDEMNIFICATION & STANDARDS OF CONDUCT

- **01** Every person (and their heirs and legal representatives) who is or was a Director or Officer of the Academy and may in accordance with Section 02 of the Article be indemnified for any liability and expense that may be incurred by the member in connection with or resulting from any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, or in connection with any appeal relating thereto, in which the member may become involved as a party or prospective party or otherwise, by reason of the member's being or having been a Director or officer of the Academy, or by reason of any action taken or not taken in the member's capacity as such Director or officer or as a member of any committee appointed by the Board of Directors of the Academy to act for, in the interest of, or on behalf of the Academy, whether or not the member continues to be such at the time liability or expense shall have been incurred, shall have the right of indemnification as provided by Section 02 of this Article; provided such person acted in good faith and in a manner the member reasonably believed to be in or not opposed to the best interests of the Academy and, in addition, with respect to any criminal action or proceeding, did not have reasonable cause to believe that the member's conduct was unlawful. As used in this Article, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties, and amounts paid in compromise or settlement by a Director or officer of the Academy. The termination of any claim, action, suit, or proceeding by judgment, order, compromise, settlement (with or without court approval) or conviction upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a Director or officer did not meet the standards of the conduct set forth in this Section.

#### *109.02 DETERMINATION OF RIGHT OF INDEMNIFICATION*

- **01** Those persons referred to in Section 01 of this Article who have been wholly successful, on the merits of or otherwise, with respect to any claim, action, suit or proceeding of the character described in Section 01 of this Article shall be entitled to indemnification without any further action or approval by the Board of Directors. Except as provided in the immediately preceding sentence, any indemnification under Section 01 of the Article shall be made at the discretion of the Academy, but only the Board of Directors, acting by majority vote of a quorum consisting of Directors, who were not parties to such claim, action, suit or proceeding, present and voting, shall find the Director or officer has met the standard of conduct set forth in Section 01 of this Article. Notwithstanding the foregoing, no officer or Director who was or is a party to any action or suit by or in the right of the Academy to procure a judgment in its favor shall be indemnified in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of the member's duty to the Academy unless and except to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability and in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses as the Court shall deem proper.

#### *109.03 ADVANCE OF EXPENSES.*

- **01** Expenses incurred as described in Section 01 of this Article IX may be advanced by the Academy prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to indemnification under this Article.

#### *109.04. RIGHTS OF INDEMNIFICATION CUMULATIVE.*

- **01** The rights of indemnification provided in this Article IX shall be in addition to any rights to which any such Director or officer or other person may otherwise be entitled under any provision of the Articles of Incorporation, Bylaws, agreement or otherwise, and insurance on behalf of any such Director or officer or other person against liability asserted against the member and incurred by the member in such capacity, or arising out of the member's status as such, regardless of whether the Academy should have the power to indemnify the member against such liability under this Article or otherwise.

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#### **110.00 ARTICLE X: ADOPTION OF BYLAWS**

- **01** These bylaws shall become effective upon their adoption by the membership and shall annul all previous bylaws of the Delaware Academy of Physician Assistants.

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