

PROPOSED SUBSTANTIVE CHANGES TO NCAPA BYLAWS

October 9, 2015

This document outlines changes to the bylaws proposed by the Governance Task Force that are deemed to be “substantive.” Substantive changes were most often made to 1) reflect current Academy practices, 2) reflect currently accepted best practices, or 3) to comply with laws governing nonprofits in North Carolina.

Text that existed in the 2002 bylaws that is still included, but has been relocated within the bylaws for purposes of organizational clarity or consistency, is not described here. Also, grammatical edits and renumbering are not described. Once physician assistant is defined in the bylaws, it is thereafter referred to as PA or PAs.

ARTICLE I: DEFINITIONS

Definitions added for PA, Student Director-at-Large, and HOD.

ARTICLE II: NAME AND OFFICES

Added “Inc.” to official name and dba (doing business as) to clarify that we don’t use the “Inc.” in everyday business (clarified to be consistent with Articles of Incorporation).

ARTICLE III: PURPOSE

“Assist with the coordination and standardization of curricula for the physician assistant profession” was removed as no longer applicable. (originally was #4)

#7 was changed from “Maintain liaison with North Carolina's medical regulatory board, the North Carolina Medical Board; and the North Carolina Medical Society” to “Maintain relationships with other professional medical associations” because PAs now have a seat on the NCMB and there is no official liaison position with NCMS.

ARTICLE IV: MEMBERSHIP

Section 1. Eligibility was expanded to be consistent with language in the AAPA bylaws.

Section 2 Categories of Membership.

a. Fellow Members. The following sentence was edited for clarity:

Original: A Fellow Member must be employed or licensed in North Carolina as a physician Assistant.

Revised: A Fellow Member must hold a North Carolina license to practice as a physician assistant or be employed by a federal entity as a PA in North Carolina.

c. Student Members. The following sentence was added: “Student members may only serve on the NCAPA Board of Directors in one of the Student Director-at-Large positions.”

e. Honorary Members. Rewritten to clarify the rights of different types of Honorary Members.

f. Sustaining Members. Rewritten to clarify that Sustaining Members must no longer have an inactive license: “. . .who is no longer licensed to practice as a PA, but not due to license revocation.”

Section 6. Annual Meeting. Rewritten to specify that there will be an annual meeting for members (language adopted from language in AAPA bylaws).

ARTICLE V: THE BOARD OF DIRECTORS

Section 6. Vacancies. A paragraph about how the Nominating Committee would recruit and receive nominations for vacancies was deleted in favor of including that information in policies (does not belong in bylaws).

ARTICLE VI: OFFICERS

Section 1. Composition and Duties. The following sentences were added: “The Academy shall have officers, who are voting members of the Board of Directors,” and “These officers shall comprise the Executive Committee.”

ARTICLE VII: MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. The following sentence was added, “Notice of regular meetings must be given to the Board at least thirty (30) days prior to the meeting.”

Section 2. Special Meetings. The following sentence was added, “Notice of special meetings must be given to the Board at least seven (7) days prior to the meeting.” The number of Board members required to call a special meeting was changed from “at least four” to “a majority.” Also, a clause that stated that special meetings of the Board could be called by 25% of the voting members of the Academy was deleted as inappropriate for this Article—members can call special meetings of the membership.

Section 5. Action by Unanimous Written Consent. This wording was added to replace what was formerly titled “Informal Action by the Board of Directors.” The new language is consistent with what is required by NC nonprofit law.

ARTICLE VIII: COMMITTEES

Section 1. Types and Composition of Committees

a. Board Committees. This section was rewritten to clarify that Board Committees are, by definition, comprised only of Board members and that there must be at least two people (Board members) on a Board Committee. It also clarifies that the Executive Committee is a Board Committee by definition because it is comprised of the Officers of the Board.

b. Standing Committees. Language was added to clarify that Standing Committees are created by the Board of Directors and that the Board is responsible for establishing the duties, responsibilities and membership eligibility requirements of Standing Committees.

c. Task Forces. Previously called Ad Hoc Committees. Changed to state that “The task force will exist until its mission is complete and it is dissolved by the Board.” Used to say that an Ad Hoc Committee will cease to exist upon the expiration of the term of the President who was in office when the committee was established.

ARTICLE IX: DELEGATES TO AAPA HOUSE OF DELEGATES

Section 2. Chief Delegate. This section was added to say that “The Chief Delegate shall be elected from within the elected Delegates by a majority vote of those Delegates.” This was suggested by the current NCAPA HOD delegates and replaces a sentence that was previously included under Section 1 that said the President will be the Chief Delegate.

ARTICLE X: ELECTIONS

Section 1. Offices and Terms. This section was expanded to include items a., b., c., d., and e. to clarify the terms and election cycle for various elected positions within the Academy.

Section 2. Nomination of Candidates. Specific dates for nomination were deleted. This information will go in policy. This sentence was removed, “Student Representatives will be nominated by the students enrolled in the educational programs they attend,” because Student Reps are no longer considered members of the Board. The following sentences were added to address Student Directors-at-Large: “Eligible Student PA program representatives may self-nominate for Student Director-at-Large positions. Those who meet the criteria established by the Board of Directors will be placed on the ballot.”

Section 5. Votes Necessary to Elect. This section was expanded to include a paragraph about how HOD delegates are elected.

ARTICLE XI: EXECUTIVE DIRECTOR

Section 1. Employment. This sentence, “The amount of the Executive Director’s salary will be fixed by the Board of Directors,” was replaced with the following: The amount of the Executive Director's salary and any other compensation and benefits will be determined by the Executive Committee or by such other Board Committee as directed by the Board of Directors.

ARTICLE XII: INDEMNIFICATION AND REIMBURSEMENT OF DIRECTORS AND OFFICERS

Section 2. Insurance was deleted because Section 1 covers the applicable insurance issues.

ARTICLE XIII: DUES AND ASSESSMENTS was deleted and this information was included as Article IV: Membership, Section 4.

ARTICLE XIII: GENERAL PROVISIONS

Section 1. Constituent Organization Status. This paragraph was contained in the 2002 bylaws under Article XV: Parliamentary Authority.

Section 3. Corporate Records.

(4) Changed to include that minutes of all Board meetings, as well as membership meetings, will be maintained (forever—deleted “for the past three years”).

(7) Deleted—NC Secretary of State does not require nonprofit corporations to file annual reports.

ARTICLE XIV: PARLIAMENTARY AUTHORITY

Section 2 moved as mentioned above.

ARTICLE XV: AMENDMENTS

No changes.

ARTICLE XVI: DISSOLUTION

No changes.

ARTICLE XVI: CODE OF ETHICS. This Article was deleted. Professional Code of Ethics is mentioned in Article IV: Membership, Section 1: “Adherence to the *AAPA Guidelines for Ethical Conduct for the Physician Assistant Profession*, the Academy’s Articles of Incorporation, these Bylaws, and the Academy’s policies, and generally acting in a manner that is consistent with the Academy’s purposes, is a condition of membership.”