

Massachusetts Association of Physician Assistants, Incorporated Bylaws
(Revised February 2020)

Article 1 Name

Section 1. Name

The name of this corporation shall be the Massachusetts Association of Physician Assistants, Incorporated hereinafter "Association".

Article 2 Purpose

Section 1. Purpose

The Association shall exist for the expressed purpose of serving and representing the Physician Assistant profession in the Commonwealth of Massachusetts.

Section 2. 501(c)(6) Status

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(6) of the Internal Revenue Code.

Section 3. Status in AAPA

The Association is a constituent chapter of the American Academy of Physician Assistants (AAPA). Therefore, the Association has agreed to meet all the provisions outlined in the policies of the AAPA, and to uphold the principles and purposes for which AAPA was founded.

Article 3 Corporate Records and Dissolution

Section 1. Maintenance of Corporate Records The Association shall keep at its principal office:

- a. Minutes of all meetings of the Board of Directors, committees of the Board, and of all meetings of members, indicating the time of such meetings, whether regular or special, how called, the notice given, the names of those present or represented at the meeting, and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c. A record of its members indicating their names, addresses, class of membership, and the termination date of any membership;
- d. A copy of the Association's Articles of Organization and Bylaws as amended to date which shall be open to inspection by the members, if any, of the Association at all reasonable times during office hours.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this Association shall inure to the benefit of, or be distributable to, its members, Directors, Officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Association.

Section 3. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article 4 Board of Directors

Section 1. Officers

The officers of the Association shall be a President, President-Elect, Secretary, Treasurer and Immediate Past President.

Section 2. Number

There will be at least ten members of the Board of Directors: five officers (President, President-Elect, Secretary, Treasurer, and Immediate Past President), five Directors at-large, one or two student directors per accredited PA program in the commonwealth, and at least two delegates to the AAPA House of Delegates.

Section 3. Term of Office

Each member of the Board of Directors shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified as provided in Article 6, whichever occurs first.

Section 4. Removal and Resignation

Any member of the Board of Directors may be removed, either with or without cause, by a 2/3 vote of the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Association.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any member of the Board of Directors or delegate to the AAPA House of Delegates shall be filled by appointment by the President and confirmed by majority vote of the Board of Directors.

Section 6. Indemnification

Each person serving as an Officer, member of the Board of Directors, member of the Executive Committee, or as a member of any MAPA committee shall be indemnified to the fullest extent now or hereafter permitted by law in connection with any legal action or proceeding (including civil, criminal, administrative, or investigative proceeding) arising out of his or her service to the Association or to another entity at the Association's request. This includes negligent acts or omissions arising out of the scope of the individual's service, but excludes acts of gross negligence or willful, wanton, or malicious conduct.

Section 7. Meetings of the Board of Directors

The Board of Directors shall meet on a regular basis, but no less than six (6) times a year. Notice of the date, time and place of the meeting shall be provided to all Board Members by regular mail, email or other electronic means.

A special meeting of the Board of Directors may be called by any member of the Executive Board. Notice of the date, time, and place, of the special meeting shall be provided to Board Members at least one (1) day before the special meeting. Written notice shall be sent by email or other electronic means.

Any action that is required to be taken at a Board of Directors meeting may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

To constitute a quorum, a majority of the Board of Directors currently in office must be present at the meeting. The five officers and five directors-at-large shall each have one vote during Board of Directors meetings. The student director(s) and two delegates to the AAPA House of Delegates may attend all Board meetings, but may not vote. If a quorum is present, a majority of the Directors present may take any action on behalf of the Board except to the extent that a larger number is required by law, the Articles of Organization or the Bylaws.

Meetings of the Board of Directors may be held in person or by remote communication. Participation in a meeting by remote communication shall constitute presence at the meeting.

Section 8. Duties of Board Members

All Board members must attend at least 75 percent of the Board Meetings held each year and at least one CME meeting held each year. Failure to meet these expectations may result in removal from the Board as specified in Section 4.

Section 9. Duties of the President

The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Association and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Organization or by these Bylaws or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise

expressly provided by law, by the Articles of Organization or by these Bylaws, he or she shall, in the name of the Association, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

Section 10. Duties of the President-Elect

The President-Elect shall sit as a member of the Board of Directors, preside over the annual elections and shall chair the Nominations/Elections Committee. The President-Elect shall ascend to the office of the President at the end of his or her term as President-Elect, shall assume the role of the office of the President in the absence of the President, and shall perform any other such duties as mandated by the President.

Section 11. Duties of the Immediate Past President

The Immediate Past President shall mentor, assist and counsel the President and perform any other duties as directed by the Board of Directors.

Section 12. Duties of the Treasurer

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Association from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Association as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any Board Member, or to his or her agent or attorney, on request therefore.

Render to the President and any Board Member, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Association.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Organization of the Association or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

Section 13. Duties of the Secretary

The Secretary shall:

Work closely with the management association to fulfill the duties described herein.

Certify and keep at the principal office of the Association the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the Association minutes of all meetings of the Board of Directors, committees of the Board Directors, and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the Association and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Association.

Keep at the principal office of the Association a record of its members indicating their names, addresses, class of membership, and termination date of any membership.

Exhibit at all reasonable times to any Board Member, or to his or her agent or attorney, on request, the Bylaws, record of the association's members, and the minutes of the proceedings of the Board of Directors.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Organization or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

Article 5 Classes of Membership

Section 1. Membership Categories

Membership of this Association shall consist of men and women who are cognizant of their obligation to the public and who meet the requirements for membership as herein defined. The categories of membership are Fellow, Affiliate, Associate, Student, Honorary and Retired.

Section 2. Fellow Member

A Fellow member of this Association must have a current Massachusetts Physician Assistant license and hold simultaneous membership in the American Academy of Physician Assistants. A Fellow member shall enjoy all the rights and privileges of the Association.

Section 3. Affiliate Member

Any person who conforms to the criteria for Fellow membership, but who chooses not to hold membership in the American Academy of Physician Assistants, may hold Affiliate Membership in the Association.

An Affiliate member may sit as a Director-at-Large, may hold a committee chair, may attend all meetings, may introduce business at all meetings of the Association and may vote for Directors-at-Large.

An Affiliate member may not vote on issues that impact the American Academy of Physician Assistants, become an Officer of the Association, or become a delegate to the AAPA House of Delegates.

The scope of the actions and interest of the Affiliate member is limited to Physician Assistants who live, work, or are students in the Commonwealth of Massachusetts.

Section 4. Associate Member

An Associate member is a business or healthcare professional who has a shared interest in the physician assistant profession. Associate members must be approved by the Board of Directors prior to obtaining membership. An associate member may attend all meetings of the Association, but may not vote or hold office, either elected or appointed.

Section 5. Student Member

A Student member shall be any person who is enrolled in an American Academy of Physician Assistants recognized program in Massachusetts or maintains residency in Massachusetts while enrolled in an American Academy of Physician Assistants recognized program. A Student member may attend all meetings and introduce business at all meetings of the Association. Student members may vote only on issues that pertain to the Physician Assistant students of Massachusetts.

A Student member may not vote for any position in the Association other than Student Director. Other than Student Director, a Student member may not hold any office or committee chair of the Association.

Section 6. Honorary Member The Association may honor any individual with Honorary membership in the Association. Honorary membership shall be appointed to individuals by the Board of Directors and shall be free of charge. Honorary members may attend all meetings of the Association but may not vote or hold office.

Section 7. Retired Member

A retired Physician Assistant who no longer actively practices may become a retired member of the Association. A retired membership shall be free of charge. Retired members may attend all meetings of the Association but may not vote or hold office.

Section 8. Disciplinary action

The Board of Directors, after due notice and hearing, may suspend, expel or otherwise discipline any member of the Association for violating the Association's bylaws or policies, or for unethical or illegal conduct. For fellow members, the Association must follow the AAPA's notice and hearing provisions for disciplinary proceedings. For all other members, the Board must notify the member in writing of the alleged violation, as well as the date and time of the hearing in which the alleged violation will be discussed. The hearing may or may not be part of a regular Board meeting. The Board shall give the member an opportunity to speak or provide written testimony at the hearing. The Board shall make a decision within 30 days following the hearing and notify the member in writing within 7 days of this decision.

Article 6 Elections

Section 1. Offices to be filled

President-Elect, Secretary, Treasurer, five (5) Directors-at-Large and all Delegates to the AAPA House of Delegates.

Section 2. Term of Office

The Secretary, Treasurer, and director-at-large positions are two-year terms. The Treasurer and Secretary will be elected in alternate years. The Delegates to the AAPA are one-year terms. Officers and Directors will assume office on July 1 of the year of their election. With the exception of President-Elect, there will be no limit on the number of successive terms which may be served.

Section 3. Eligibility and Qualifications of Candidates

Candidates must be Fellow or Affiliate members in good standing with the Association. Affiliate members are not eligible for the position of Officer of the Association or Delegate to the AAPA House of Delegates. Candidates for the Officer and AAPA House of Delegates positions must be Fellow members of the MAPA.

Section 4. Declaration of Candidacy

Declaration of candidacy and nominations for elected office must be filed by April 1. Nominations may be made by eligible voting members of the Association.

Section 5. Time of Elections

The elections shall be by electronic ballot which will be available to eligible voting members by May 1. Vote to be posted (electronic transmission) no later than June 1 for tabulation.

Section 6. Voter Eligibility

All Fellow members of the Association are eligible to vote for all positions, except Student Director(s). Affiliate members are only eligible to vote for the Director-at-large positions. Appropriate electronic ballots should be prepared and sent to Fellow and Affiliate members.

Section 7. Vote Necessary to Elect Board Members

Officers, Directors-at-large and AAPA delegates shall be elected by a plurality of votes cast. The President shall call for a special election in the case of a tie vote. If there is an uncontested slate of candidates, any Fellow member may make a motion to the Secretary of the Association to cast the ballot for the membership to elect the slate.

Section 8. Student Director

The position of Student Director will be chosen from the students enrolled in an AAPA-accredited program in the commonwealth. The number shall not exceed one Student Director per graduating year per accredited program in the commonwealth.

Section 9. Results

Ballots will be tabulated by the Association's staff and verified by the chair of the Nominations/Elections Committee. The President-Elect will report the results to the membership in the next MAPA newsletter following the elections and post on the MAPA website.

Article 7 Committees

Section 1. Other Committees

The Association shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

Section 2. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the frequency and time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Article 8 General Membership Meetings

Section 1. Annual Meeting of Members

The corporation shall hold one annual meeting of the members a year.

Section 2. Notice

The Board of Directors shall designate the date, time and place of the Annual Meeting and shall send written notice of the date, time and place of the Annual Meeting to all members entitled to vote. Written notice shall be sent by regular mail, email or other electronic means.

Section 3. Quorum

To constitute a quorum at a meeting of members, at least five percent (5%) of the members eligible to vote shall be present.

Section 4. Voting

All matters entitled to a vote at the Annual Meeting shall pass by a majority of votes cast, unless otherwise specified in the Bylaws or applicable state law.

Article 9 Amendment of Bylaws

Subject to the approval of the members of this Association to adopt, amend or repeal the Bylaws of this Association and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted by approval of the Board of Directors.

Article 10 Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Organization of this Association, the provisions of the Articles of Organization shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Organization shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.