



Empower. Educate. Advance.

The Future of Dermatology

The Society of Dermatology Physician Assistants

BYLAWS

ARTICLE I Name

Section 1:

The name and title of this organization shall be known as the Society of Dermatology Physician Assistants

Incorporated, herein referred to as the SDPA.

ARTICLE II Mission and Objectives

Section 1: Mission

Advancing the care of patients through the education and empowerment of Dermatology PAs.

Section 2: Objectives

1. **Empower** - Form a leadership structure that provides for communications, collegial relationships, and member advocacy.
2. **Educate** - Provide continuing medical education that enhances the skills, knowledge, and roles of PAs in the practice of dermatology.
3. **Advance** - Advance the utilization of PAs in the team practice of medicine with dermatologists.

ARTICLE III Classes of Membership

Section 1: Membership in the SDPA is an honor that confers upon the individual certain rights and responsibilities. Members shall consist of those individuals who are cognizant of their obligation to the public, health care associates and the patient to adhere to standards of ethical and professional behavior.

The SDPA Code of Ethics shall be the accepted ethical principles governing the professional behavior of its members.

Section 2: The membership shall consist of (a) fellow, (b) student, (c) associate, (d) physician, (e) affiliate, (f) corporate, (g) honorary and lifetime members, and (h) emeritus fellow.

Section 3: Fellow members shall be physician assistants who are graduates of a physician assistant program accredited by the Accreditation Review Commission (ARC-PA), or by one of its predecessor agencies, or who has passed the Physician Assistant National Certifying Examination (PANCE) administered by the National Commission on Certification of Physician Assistants (NCCPA) or an examination administered by another agency approved by the AAPA House of Delegates. To maintain their fellow membership status, members must practice dermatology full or part time under the supervision of a physician, board certified/board eligible in dermatology. Fellow members may vote for SDPA officers and directors, introduce and vote on SDPA business and shall be eligible to hold office in the SDPA.

Section 4: Student members are individuals who are enrolled in a Committee on Allied Health Education and Accreditation (CAHEA) or Commission of Accreditation of Allied Health Educational Programs (CAAHEP), or successor agency approved physician assistant program, or an unapproved program recognized by the AAPA). Student members shall not be eligible to vote or hold office in the SDPA.

Section 5: Associate members shall be physician assistants who are a graduate of a physician assistant program accredited by the ARC-PA, or one of its predecessor agencies or who has passed the PANCE administered by the NCCPA, or an examination administered by another agency approved by the AAPA House of Delegates. Associate members status is conferred to those physician assistants who have a strong interest or practice emphasis in dermatology, but whose supervising physician is not a board certified/board eligible dermatologist. Associate member shall have the privilege of the floor to address the SDPA Board of Directors, but shall not be entitled to vote or hold office.

Section 6: Physician members shall consist of board certified/board eligible dermatologists who currently supervise a current Fellow member of the SDPA. Physician members shall be entitled to the privileges of the floor to address the SDPA Board of Directors, but shall not be entitled to vote or hold office.

Section 7: Affiliate members shall consist of other health professionals or individuals employed by government agencies who do not qualify for any other membership category, who have an interest in dermatology and desire to be affiliated with the SDPA. Affiliate members are entitled to the privileges of the floor, but are not entitled to vote or hold office.

Section 8: Corporate member shall consist of representatives of business engaged in selling products or services to physician assistants. Corporate members may be extended the privileges of the floor, but are not entitled to vote or hold office.

Section 9: Honorary members shall consist of those individuals designated by the SDPA Board of Directors that have rendered distinguished service in promoting the concept of the physician assistant in dermatology. Honorary physician assistant members shall have all the rights and privileges of their appropriate membership category and are exempt from the payment of dues. Honorary membership is for a

term of one year and may be renewed annually by the Board of Directors.

Section 10: Lifetime members shall have all the rights and privileges of their appropriate membership category (fellow, associate, physician or affiliate) and be exempt from the payment of dues. Lifetime membership may be conferred by a 2/3 majority vote of the board of directors. Past SDPA presidents are conferred Lifetime Fellow member status once they have entered their term of service as President.

Section 11: The emeritus fellow membership designation may be conferred, by a majority vote of the board of directors, upon anyone who has maintained 15 or more years of fellow membership and is no longer engaged in clinical practice. They shall receive all the rights and privileges afforded a fellow member, except the ability to hold office, without the need to maintain the requirements of that membership category. They will be assessed dues at the student member rate.

Section 12: Application for Membership -- All applications for memberships shall be in form approved by the SDPA Board of Directors. Review and approval of applications shall be the responsibility of the Membership Committee. The SDPA will grant membership to any individual who meets the criteria for membership defined in Article III. The Board, with a majority vote, reserves the authority to grant or deny membership status to any applicant.

Section 13: Determination of Dues -- The amount of the dues for membership shall be determined by the Board of Directors, by majority vote.

ARTICLE IV Meeting of Membership

Section 1: Meetings of the SDPA shall be held at least annually. Other meetings shall be called as deemed necessary by a majority vote of the Board of Directors. A quorum of any general membership meeting of the SDPA shall consist of a majority of the members of the board of directors, along with any number of fellow members. Notice of meetings shall appear not less than 30 days prior to the meeting, in the SDPA newsletter or by other such appropriate means determined by the Board of Directors. Reports of the meetings and affairs of the SDPA shall be delivered by the officers and committee chairs to the membership, at the annual meeting.

ARTICLE V Elections

Section 1: Offices to be Filled -- Elected offices of the SDPA include the President-elect, Vice President, Secretary/Treasurer, four Directors-at-Large, one Nominating Committee Member, and two AAPA House of Delegates Representatives.

Section 2: Term of Office -- The term of office for the President-Elect is three (3) successive years, serving one year as President-Elect, 1 year as President and 1 year as Immediate Past President. The term of office for Vice President, Secretary/Treasurer, and the Directors-at-Large, one Nominating Committee member, and the AAPA House of Delegates representative positions shall be for two years. The term of office for all other officers shall be for one year. The Vice President and Secretary/Treasurer shall be elected on

alternate years. The Directors-at-Large (2) shall also be elected on alternate years.

Section 3: Eligibility and Qualifications -- A candidate for office must be a fellow member in good standing of the SDPA and the AAPA. They must also meet any further conditions for office as outlined elsewhere in these bylaws.

Section 4: Self-Declaration of Candidacy -- Self-declaration as a candidate for the Board of Directors or House of Delegates Representative shall be permitted. Declaration for candidacy must occur by a date determined by the SDPA Board of Directors in conjunction with the Nominating Committee, and publicized to the general membership as "Self Declared".

Section 5: Election Procedures -- The Nominating Committee shall distribute a ballot to the voting membership on a date to be determined by the SDPA Board of Directors.

Section 6: Votes Necessary to Elect -- A plurality of votes cast shall elect the Board of Directors Officers and House of Delegates Representative. President, President Elect, and Immediate Past President cast tie breaking ballots. In the case that one of those offices are vacant or the officer feels the need to recuse themselves – the Vice President may cast a tie breaking ballot.

Section 7: Term of Assumption of Office -- The term of office for all elected officers of the SDPA shall begin on July 1 and conclude on June 30 of the appropriate year.

Section 8: Vacancies in Office

a) In the event of a vacancy in the office of President, the President-elect shall become the President to serve the un-expired term and then to serve the successive term, as President.

b) In the event of a vacancy in the office of President-Elect, the Immediate Past President shall assume these duties, but not the office, until such time as the Board of Directors shall fill this vacancy as outlined in paragraph "c" of this Section.

c) All other vacancies occurring in the Board of Directors, or AAPA HOD Delegate, shall be filled by a vote of the majority of the remaining members of the Board, from a slate of candidates prepared by the Nominating Committee. All terms of office for the appointed officers of to a vacated position shall serve in that position until such time that the position would normally expire.

Section 9: Qualifications for Nomination to President Elect

The candidate must have been an SDPA member for at least the last 3 years and a fellow member for at least the last two years.

The candidate must have accumulated during the past three, two distinct years of experience in the following major areas of professional involvement:

a) SDPA committee chair

- b) Society Board of Directors member
- c) Official Society liaison representative

For purposes of this section, any calendar or Society year in which the proposed nominee served in more than one major area of professional involvement shall be counted as one (1) distinct year of experience. These qualifications shall be verified by the Elections Committee prior to a candidate's name being placed on the official ballot.

ARTICLE VI Board of Directors

Section 1: Officers - There shall be nine directors of the SDPA: President, President-Elect, Vice President, Secretary/Treasurer, Immediate Past President and four Directors-at-Large. All officers must be fellow members of the SDPA, and the AAPA.

Section 2: Duties of Officers -- The Board of Directors shall have the following duties:

- a) Perform all the duties necessary to achieve and maintain the SDPA's mission and objectives
- b) Elect new Board members when vacancies occur.
- c) Determine dues amount for membership.
- d) Appoint, evaluate and direct the duties of any and all paid staff and contractors.
- e) Shall have charge of all properties and financial affairs of the SDPA.
- f) Meet at such time and places as necessary to conduct the business of the SDPA.
- g) Shall serve as the judicial body of the SDPA
- h) Establish committees, liaisons, coordinators and other internal structure to assist the Board in providing service to the membership and the accomplishment of the agenda, goals and objectives of the Board.

The President, as chief executive officer, shall organize and conduct meetings and oversee the organizational activities including recruitment of new members, coordination of Board activities and publicity. The President shall serve as the official spokesperson for the SDPA. (S)He shall appoint ad hoc committees to the Board of Directors and shall designate a chairman thereof, subject to the approval of the Board. The President shall report to the assembled general membership at the annual meeting with an account of the activities of the Board of Directors for the past year.

The President-Elect shall preside at meetings of the SDPA in the absence of the President and succeed to the office of President at the expiration of the President's term, or earlier if that office should become vacant for any reason prior to the completion of the term.

The Vice President shall have oversight of the standing committees of the SDPA, assist the President with

the appointment of committee chairs and orient the committee chairs to the SDPA. The Vice President will also perform such duties as may be assigned by the President or the Board of Directors.

The Secretary/Treasurer shall keep the minutes of the Board of Directors meetings, execute general correspondence, attest the signatures of the other SDPA officers; be responsible for the proper accounts, property and funds of the SDPA; shall give a full report to the membership at the annual meeting; shall deposit or direct the deposited monies and other valuables in the name and to the credit of the SDPA with such depositories as may be directed by the Board of Directors.

Additionally, the Secretary/Treasurer shall disperse the funds of the SDPA as may be ordered by the Board of Directors; shall render an account of all transactions upon the request of the Board of Directors, and perform such other duties as may be prescribed by the Board of Directors. The Secretary/Treasurer shall oversee any finance committee created for the purposes of managing the assets of the SDPA.

The Immediate Past President shall call for nominees for election to the Board of Directors at a time determined by the Board of Directors and oversee the Nominating Committee in the preparation and distribution of a slate of best qualified candidates and then ensure the distribution of ballots to the voting membership, and tallying the returned mail ballots. They shall also perform such duties as may be assigned by the President or the Board of Directors.

The Directors-at-Large shall perform such duties as described in ARTICLE VI, Section 2 and other such duties as assigned by the President or the Board of Directors.

Section 3: Removal From Office -- Any member of the Board of Directors found delinquent in the performance of duties, or whose conduct is unprofessional or unethical may be impeached from office by a 2/3 majority vote of the Board of Directors.

Section 4: The Board of Directors -- Shall hold meetings at such times and in such places as may be designated by the President, or by a majority of vote by the Board, with notification of all Board members. There shall be a minimum of two meetings each year, one of these being conducted at the time of an annual general membership meeting of the SDPA. A majority of the Board shall constitute a quorum for the purposes of transacting business. Unless otherwise stated in these Bylaws, a majority vote by the Board members present and voting shall constitute a decision of action by the Board of Directors.

ARTICLE VII Executive Committee

Section 1: The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Immediate Past President of the SDPA, Vice President, and Secretary-Treasurer.

Section 2: The Executive Committee shall directly oversee the Executive Director (ED). This includes delegate authority to perform day-to-day financial decisions, such as signing checks and depositing funds as well as empowering them to hire staff as directed by the Executive Committee and Board of Directors to meet the needs of the SDPA.

Section 3: All actions of the Executive Committee shall be reported within ten (10) day of the conclusion of

their meeting, to the Board of Directors. All committee actions must be received and approved by the Board of Directors and shall be included in the official Board minutes.

ARTICLE VIII House of Delegates

Section 1: Annually in conjunction with the election of the Board of Directors, the SDPA shall elect a junior delegate to the House of Delegates of the American Academy of Physician Assistants. The term of office shall be for two years as defined in ARTICLE V, Section 2 and shall begin on July 1. The newly elected delegate will serve as a junior delegate for one year and senior delegate for 1 year. The Board of Directors of the SDPA shall promulgate and establish rules and procedures for the conduct of the SDPA Delegate to the AAPA House of Delegates.

The senior delegate shall attend the meetings of the SDPA Board and make an annual report to the membership. Only fellow members of SDPA may vote for the office of delegate.

Section 2: Eligibility -- The SDPA Delegate shall be a fellow member of the SDPA and the AAPA. (See appropriate AAPA Policy in Section H-SR, Standing Rules).

Section 3: Alternate delegates may be appointed by the Board and are subject to the provision set forth in ARTICLE IX, Section 1 and 2, and according to appropriate AAPA Standing Rules.

Section 4: The Board may elect an interim delegate to fill a vacated position for the duration of that term. The election shall be in accordance with the policies established within the Bylaws of the SDPA.

ARTICLE IX Nominating Committee

Section 1: Duties and Responsibilities.

The Nominating Committee shall carry out such duties and responsibilities as (1) are set forth in these Bylaws; and (2) are established by the Board of Directors.

Such duties and responsibilities shall include:

- a. Receiving applications from potential candidates seeking nomination and/or endorsement for the positions of president-elect, secretary-treasurer, directors-at-large, and AAPA House of Delegates representative;
- b. Evaluating all candidates seeking nomination according to the qualification criteria set forth in these Bylaws and according to such other selection guidelines as may be established by the Board of Directors;
- c. Endorsing a single or multiple slate of candidates for each nominated position.

Section 2: Composition: Method of Election or Appointment.

The Nominating Committee is composed of three (3) members of which one is elected by plurality vote

during the SDPA elections. One member is appointed by the Board of Directors. The Immediate-Past President shall Chair the committee and fill the remaining one seat.

Nominating Committee candidates should pre-declare their candidacy; however, write-in candidates, and nominations and self-declarations from the floor will be accepted at the time of elections.

Section 3: - Eligibility and Qualifications.

Nominating Committee members may not run for any of the positions they are evaluating for the upcoming election. Additionally:

a. A candidate must have accumulated at least five distinct years of recognized leadership experience in the past seven years through service to the SDPA, an SDPA constituent organization or an SDPA affiliated organization. Examples include, but are not limited to: SDPA elected office or Committee Chair, service in the AAPA (task force, House of Delegates, or liaison); and the Dermatology PA Foundation.

b. Any calendar year or Academy year in which the candidate served in more than one area of professional involvement shall be counted as one distinct year of experience.

c. Past Presidents of the SDPA are eligible for service on the Nominating Committee solely by the virtue of past proven service and dedication to the organization and will not be held to the leadership requirements listed above.

e. With the exception of the Board-appointed member and Immediate Past President, a Nominating Committee member cannot hold any other elected office or committee chair position in SDPA during the time of service on the Nominating Committee.

Section 4: Term of Service.

The term of service for elected and appointed members of the Nominating Committee shall be two (2) years. Terms shall be staggered. Individuals appointed to temporarily fill a vacancy shall be eligible to run for the vacated seat. The unexpired term the appointee previously filled shall not be counted as a filled term for purposes of determining committee tenure.

Section 5: Vacancies.

Nominating Committee vacancies shall be filled by appointment of the Board of Directors. In the case of the elected member, if greater than 1 year remains in the term, the vacancy will be filled with a temporary appointment by the Board of Directors and the office will be placed on the next eligible ballot. The winner of this election will fill the remainder of the term and remain eligible to run for the full 2-year term at the scheduled time.

ARTICLE X Standing Committees

Section I: Structure -- The Board of Directors shall, at their first meeting after their election or as

soon as practical thereafter, establish the Standing Committees of the SDPA.

Section 2: Composition -- Each committee shall be composed of not less than three (3) eligible voting members of the SDPA. The President shall appoint each chairperson, and the newly appointed chair, in conjunction with the Vice President, select the remaining committee members. The members of such committee shall hold office until the appointment of their successors.

Section 3: Functions of the Standing Committees -- The function of the standing committees shall be determined by the SDPA Board of Directors and set forth in the SDPA Policy and Procedure Manual.

Section 4: Special Committees -- The President may at any time, appoint a committee on any subject for which there is a defined need.

Section 5: Committee Vacancies -- The committee chairperson shall have the responsibility of appointing replacements for vacancies in their committees.

Section 6: Committee Member Removal -- A committee appointment may be terminated by the chair of that committee, for being deficient in the performance of duties.

Section 7: Committee Chair Removal -- The chairperson may have their appointment terminated by the President for being deficient in the performance of their duties. A majority of the Board may also remove the committee chair from their appointment if found to be deficient in the performance of their duties.

Section 8: Liaisons -- The Board of Directors shall establish liaison positions with appropriate affiliate organizations that have common goals, like interests or the need for ongoing communication with the SDPA. The selection, training, funding, monitoring and reporting process shall be defined in the SDPA Policy and Procedures Manual.

Section 9: Coordinators -- The Board of Directors may establish coordinator positions to assist with specific designated tasks. The process for selection, monitoring and reporting shall be the same as for committee members.

ARTICLE XI Judicial Affairs

Section 1: The Board of Directors shall review annually the Bylaws of the SDPA to assure the consistency, appropriateness and applicability of policy therein.

Section 2: The Board of Directors shall investigate any challenged election and make the final decision as to the action taken on the election challenge. This process must be completed and the members notified, if appropriate, within eight weeks following the challenge.

Section 3: The Board of Directors shall have the right to remove membership from any person deemed to have violated SDPA Bylaws or policy, or who have acted in a manner that is in violation of accepted professional and ethical standards.

Section 4: The Board of Directors shall be responsible for the impeachment process of any SDPA Officer or Director.

Section 5: If a health care provider currently has their health care professional license, certificate of registration or temporary permit revoked as a result of a final adjudicated disciplinary action for violation of their respective professional practice statute or regulations, then their SDPA membership shall be automatically revoked during the period of that sanction.

Section 6: Any individual who currently has their health care professional license, certificate, registration, or temporary permit revoked as a result of a final adjudicated disciplinary action for violation of their respective professional practice statutes or regulations shall be ineligible to apply for SDPA membership during the period of that sanction.

ARTICLE XII State and Federal Affiliations

Section 1: The Board of Directors shall promote the development of state affiliations of physician assistants that have strong interest in or a practice emphasis in dermatology. This may include the development of model bylaws and policy, offering support in the establishment of an organizational structure and representation of the profession in a unified and effective manner on a national level.

Section 2: The organization of a state professional specialty society of physician assistants in dermatology does not constitute the development of a constituent chapter to the SDPA. No chartering process is required and no certificates issued conferring subsidiary powers from the SDPA.

Section 3: The Board of Directors shall evaluate the development of constituent chapters as the number of state or federal affiliations increases, and as these affiliations desire to be considered a subsidiary organization, subject to the provisions of the bylaws of SDPA. Appropriate bylaws shall be developed to encompass constituent chapters chartering processes when appropriate.

Section 4: The Board of Directors shall assist in the development of leadership of physician assistants with a practice emphasis in dermatology through appointment to committee service, appropriate continuing medical education, and through service as an officer or director of the SDPA. The SDPA also encourages membership in state and national physician assistant organizations.

Section 5: The SDPA shall strive for the continued official recognition by the AAPA House of Delegates as a specialty organization and share in the strengths of each organization to address the challenges such as reimbursement, clinical practice and regulation of the profession.

ARTICLE XIII Dissolution of the SDPA

Section 1: Procedure --The SDPA shall be dissolved at any time by vote of 2/3 majority of all eligible voting members.

Section 2: Disposition of Assets -- Upon the dissolution of the SDPA, all corporate assets shall be donated to non-profit organizations whose purpose is in accord with the purpose of the SDPA. These organizations

shall be designated by a majority vote of the Board of Directors.

ARTICLE XIV Parliamentary Procedure

Section 1: Procedure – In the absence of any provision to the contrary in the Bylaws, all meetings of the SDPA shall be governed by the parliamentary rules and usage’s contained in the current edition of Sturgis: Standard Code of Parliamentary Procedure.

ARTICLE XV Liabilities

Section 1: No member of this organization is personally liable for the debts, liabilities or obligations of the organization.

ARTICLE XVI Amendments

Section 1: These bylaws may be amended by a 2/3majority vote of those members present and voting at a regularly called meeting.

Section 2: Proposed amendments of Bylaws or adoption of new Bylaws may be submitted to the Board of Directors by SDPA officers, committee members or fellow members, for presentation to the voting membership.

ARTICLE XVII Policy and Procedures

Section 1: Additional policy may be developed, apart from the Bylaws, that define the beliefs, philosophy, organization, external health care delivery, or that recognizes pertinent social issues.

The review, adoption or amendment of these policies shall be consistent with those established for the Bylaws of the SDPA.

Approved and enacted 2/95

Amended 2/02

Amended 3/03

Amended 8/03

Amended 11/04

Amended 8/05

Amended 11/05

Amended 2/07

Amended 3/09

Amended 11/09

Amended 11/12

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