



## VAPAA Bylaws

### BYLAWS OF VETERANS AFFAIRS PHYSICIAN ASSISTANT ASSOCIATION, INC.

**These Bylaws (referred to as the "Bylaws") govern the affairs of VETERANS AFFAIRS PHYSICIAN ASSISTANT ASSOCIATION, INC. a non-profit corporation (referred to as the "Corporation") organized under the Texas Non-Profit Corporation Act (referred to as the "Act").**

#### ARTICLE 1 OFFICES

1.01. Principal Office. The principal office of the Corporation in the State of Texas shall be located at: **203 Impala Trace, San Antonio, Texas 78258**. The Corporation may have such other offices, in either Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.

1.02. Registered Office and Registered Agent. The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

#### ARTICLE 2 NONPROFIT PURPOSES

2.01. Tax Exemption. This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(6) of the Code.

#### ARTICLE 3 MEMBERS AND DIRECTORS

3.01. Members. The Corporation shall have members. Membership in the VAPA Association shall include physician assistants of good moral character who meet the requirements for membership as prescribed within these Bylaws, and shall be subject to approval by majority vote of the board of directors of a membership application. Application for membership shall be in writing or filed electronically on an application provided by the VAPA Association. All applications shall be reviewed and approved or rejected by the Board of Directors or their designee. All rejections shall be by the board of directors, and approved or rejected by a majority vote.

**A. Founding Fellow, Fellow, and Associate** Membership in the VAPA Association will be restricted to persons who are graduates or students of an Accreditation Review Commission on Education for the Physician Assistant (ARC-PA) or its predecessor or successor agencies, approved program and/or who are employed or retired from the Department of Veterans Affairs, or **other membership** as otherwise stated in these Bylaws.

B. Membership in the VAPA Association shall be in keeping with the policies of the AAPA. (The Secretary of the VAPA Association will keep a copy of AAPA Constituent Chapter policy, Charter Guidelines and act as liaison with the Chapter and Member Relations Committee of the AAPA to keep current on the policies.)

C. Membership will be maintained by the following categories.

1.) Members of Distinction shall be persons that have revealed outstanding service to the VAPAA as to warrant membership in the VAPAA for life. A nominee for this category must be submitted by a member of the VAPAA Board of Directors and must be approved by 2/3 majority vote by the Board. Members of Distinction are entitled to all privileges of the VAPAA and are exempt from annual dues.

2.) Founding Fellows are individuals who meet the requirements for Fellow Members who have paid dues before November 1, 1991.

3.) Fellow members are individuals who are fellow members of the AAPA and meet the requirements for membership in the VAPAA. A fellow member is entitled to all privileges of the VAPAA.

**3a.)** Lifetime Fellow members shall be those persons that have elected to make a long-term commitment to VAPAA. By paying a one-time fee equal to \$750, a person has chosen to be a member for as long as he remains in good standing with the organization. The fee is equal to ten times the prevailing annual dues at the time of the lifetime application.

4.) Associate members are individuals who are not Fellow members of the AAPA but meet requirements for membership in the VAPAA. A member is entitled to all privileges of VAPAA except for those that conflict with AAPA policy.

**4a.)** Lifetime Associate members shall be those persons that have elected to make a long-term commitment to VAPAA. By paying a one-time fee equal to \$750, a person has chosen to be a member for as long as he remains in good standing with the organization. The fee is equal to ten times the prevailing annual dues at the time of the lifetime application.

5.) Affiliate members are physicians, nurses, physician assistants employed outside of the VA or other allied health professionals. An affiliate member shall be entitled to privileges of the floor but shall not be entitled to vote or hold office.

6.) Student members are individuals who are currently enrolled in an Accreditation Review Commission on Education for the Physician Assistant (ARC-PA) or its predecessor or successor agencies approved physician assistant program. Student members are entitled to all privileges of VAPAA except voting or holding office.

7.) Honorary Members shall be persons of distinction who have exhibited outstanding service to the VAPAA. Honorary members may be nominated by any member and shall be approved by the Board of Directors. Honorary members are entitled to privileges of the floor, but shall not be entitled to vote, hold office, or serve on a committee.

9.) Physician Assistant Retired from the VA (Retired PA Supporter). This class of membership is open to any PA that has been employed by the VA and is now retired from VA practice. A retired PA with this class of membership is entitled to all privileges of membership, but shall not be entitled to vote, hold office, or serve on a committee. The Retired PA dues rate shall be set by the Board of Directors.

9a.) Physician Assistant Retired from the VA (Retired PA Member). Should a retired PA choose to maintain full membership, then the retired PA will pay the full dues rate prevailing at the time, or continue to maintain Life Member status, and be entitled to all privileges of membership, including entitlement to vote, hold office or serve on a committee.

3.02. Management. The Board of Directors shall manage the affairs of the Corporation.

**3.03. Number, Qualifications, and Tenure of Directors.** *The powers of the Corporation shall be exercised by or under the authority of, and the property, business and affairs of the Corporation shall be managed under the direction of a board that is comprised of the Officers (President, Past President, Vice President, Treasurer, Secretary) and not more than six (6) Directors at Large, as may be determined by the Board of Directors from time to time, provided that the number of directors shall not be decreased to less than four(4) and that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Each Director at Large shall serve for a term of two (2) years and their election shall be staggered so that approximately one-half of the directors are elected each year.*

**3.04 Any member wishing to hold office as an Officer (President, Vice President, Secretary or Treasurer) or Director at Large must be an active Fellow Member.**

3.05. Election of Directors. Any fellow member can declare themselves for running for an office. Each position is filled by elections by general membership voting for officer and Board of Director positions.

3.06. Vacancies. Vacancies on the Board of Directors shall exist upon: (a) the death, resignation, or removal of any Director; (b) an increase in the authorized number of Directors; or (c) the Board of Directors may fill vacant positions until the next regularly scheduled general election by all members occurs. The Board of Directors may declare the office of a Director vacant if a court adjudges the Director incompetent, is convicted of a crime involving moral turpitude, or does not accept the office of Director, in writing or by attending a meeting of the Board of Directors, within thirty (30) days' notice of election or next scheduled meeting if beyond thirty days.

Any vacancy occurring in the Board of Directors, and any director position to be filled due to an increase in the number of directors, shall be filled by the Board of Directors (subject, however, to the limitations set forth in the Act). A vacancy is filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board of Directors, or if it is a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Vacancies reducing the number of Directors to less than three (3) shall be filled before the transaction of any other business.

3.07. Annual Meeting. An annual meeting of the Board of Directors shall be held at least once each calendar year. A notice of the date and location shall be distributed to all members, regardless if said member holds voting privileges, at least thirty (30) days before said meeting. will be held at such location as is described in the notice given thirty days in advance.

3.08. Regular Meeting. The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held by conference call if the resolution does not specify the location of the meetings.

3.09. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. A person or persons authorized to call special meetings of the Board of Directors may fix any place in the continental United States for the place for holding a special meeting, or may designate whether electronic attendance is permissible. The person or persons calling a special meeting shall notify the Executive Director of the information required to be included in the notice of the meeting. The Executive Director shall give notice to the directors as required in the Bylaws.

3.10. Action by Consent of Board without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, and with the same force and effect as a unanimous vote of Directors, if

all members of the Board consent in writing or by E Mail to the action. Such consent may be given individually or collectively.

3.11. Notice. Written or printed notice of any special meeting of the Board of Directors shall be delivered to each director not less than ten (10) nor more than sixty (60) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

3.12. Quorum. A majority of the number of Directors then in office (at least 6) shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required to constitute a quorum. If a quorum is not present during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time within 72 hours of the start of the meeting without further notice.

3.13. Conduct of Meetings. At every meeting of the Board of Directors, the President of the Corporation, shall preside, and if not, the Vice President. The Secretary of the Corporation shall act as Secretary of the Board of Directors. When the Secretary is absent from any meeting, the President, or the person presiding, may appoint any person to act as Secretary of the meeting.

3.14. Powers of Board of Directors. In addition to the powers and authorities expressly conferred by these Bylaws upon them, the Board may exercise all such powers of the Corporation and do all such lawful acts and things including but not limited to statute, the Articles of Incorporation, or these Bylaws.

3.15. Duties of Directors. Directors shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Corporation. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under the same or similar circumstances. In the discharge of any duty imposed or power conferred on Directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that were prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or attorneys. A Director is not relying in good faith if the Director has knowledge concerning a matter in question that renders reliance unwarranted.

The Directors shall elect the Delegate(s) to the AAPA's House of Delegates. The individual(s) elected may be any fellow member in good standing who has notified in writing their desire to be considered for the position of Delegate. The number of Delegates is determined by the AAPA, based on the number of fellow members that list VAPAA as their constituent chapter.

Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

3.16. Duty to Avoid Improper Distributions. Directors who vote for or assent to improper distributions, are jointly and severally liable to the Corporation for the value of improperly distributed assets, to the extent that debts, obligations, and liabilities of the Corporation are not thereafter paid and discharged. Any distribution made when the Corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the Corporation insolvent is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for all known debts, obligations, and liabilities, is also improper. Directors participating in a board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the Secretary before adjournment or mailed to the Secretary by registered mail or E Mail immediately after adjournment.

A Director is not liable if, in voting for or assenting to a distribution, the Director (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the Corporation; legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or a committee of the Board of Directors of which the Director is not a member; (2) while acting in good faith and with ordinary care, considers the assets of the Corporation to be at least that of their book value; or (3) in determining whether the Corporation made adequate provision for payment, satisfaction, or discharge of all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Directors are protected from liability if, in the exercise of ordinary care, they acted in good faith.

Directors who are held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

3.17. Delegation of Duties. Directors are entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Corporation; and to sell, transfer, or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The Directors have no liability for actions taken or omitted by the advisor if the Board of Directors acts in good faith and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor, with or without cause.

3.18. Actions of Board of Directors. The Board of Directors shall try to act by consensus. However, the vote of a majority of directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors. For the purpose of determining the decision of the Board of Directors, a Director who is represented by proxy in a vote is considered present.

3.19. Proxies. A Director may vote by proxy executed in writing by the Director. No proxy shall be valid after three (3) months from the date of its execution.

3.20. Compensation. Directors may not receive salaries for their services as a director.

3.21. Removal of Directors. The Board of Directors may vote to remove a Director at any time with good cause, to include violation of these bylaws, or nonattendance of board meetings, or any other conduct in violation of VAPAA policy. A meeting to consider the removal of a Director may be called and with notice to the Board members. The notice of the meeting shall state that the issue of possible removal of the Director will be on the agenda. A Director may be removed by the affirmative vote of a simple majority of the Board of Directors.

3.22. Advisory Directors. The Board of Directors may elect advisory directors as they see fit. The Advisory Directors shall not have a vote, but may attend all Board of Director meetings and participate in the discussion like the regular directors.

3.23. Definition of Membership for the Board of Directors. All Directors-at-Large along with the four officers are considered to be members of the Board of Directors for voting purposes. All members will have the same privilege for voting for all issues that come before the Board. For voting purposes, there is no separate distinction between the Directors and Officers. All four officers and the total number of Directors-at-Large comprise the Board of Directors.

## **ARTICLE 4 OFFICERS**

4.01. Officer Positions. The officers of the Corporation shall be a President, Immediate **Past President (to be automatically filled by the President at the expiration of his/her term)**, Vice President, a Secretary, and a

Treasurer. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person, except the offices of President and Secretary, may hold any two or more offices.

4.02. General Duties. All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority, perform such duties and manage the Corporation as may be provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

4.03. Election and Term of Office. The membership elects the Officers and Board of Directors during annual elections. Each officer shall hold office until a successor is duly selected and qualified. The President and Treasurer are elected in odd numbered years. The Vice President and Secretary are elected in even numbered years. An officer may be elected to succeed him/herself in the same office.

4.04. Removal. The Board of Directors, with or without good cause, may remove any officer elected or appointed by the Board of Directors by 2/3 majority vote. The removal of an officer shall be without prejudice.

4.05. Resignation. Any officer may resign at any time by giving written or electronic notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

4.06. Vacancies. The Board of Directors may fill the vacancy in any office for the unexpired portion of that officer's term.

**4.07. President. The President shall serve for two years and be the Chief Executive Officer of the Corporation and a member of the Board of Directors. The President shall supervise and control all of the business and affairs of the Corporation as delegated by the Board of Directors. The President shall preside at all meetings of the members and of the Board of Directors. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed. However, the President may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation by the Board of Directors, the Bylaws, or statute. The President shall perform other duties prescribed by the Board of Directors and all duties incident to the office of President.**

**4.08. Immediate Past President:**

**The immediate past president shall serve for two years for the purpose of adding continuity to the Board of Directors. This position shall be filled regardless of whether the past president is actively employed by the VA or retired or separated from the VA. This position shall be entitled to privileges of the floor and shall be entitled to vote as a board member. The past president shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Corporation. The past president shall attend all meetings of the board as reasonably required by all board members.**

**4.09. Vice President. The Vice President shall serve for two years. When the President is absent, is unable to act, or refuses to act, the Vice President may perform the duties of the President. When the Vice President acts in place of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform other duties as assigned by the President or Board of Directors. The Vice President shall function as the Chief Delegate to the AAPA's House of Delegates. The Vice President may delegate, if necessary, the Chief Delegate to the APAA's House of Delegates role to another Officer or Director of the Board.**

**4.10. Treasurer. The Treasurer shall, with the support of the Executive Director**

- A. Have charge and custody of and be responsible for all funds and securities of the Corporation;
- B. Receive and give receipts for moneys due and payable to the Corporation from any source;
- C. Deposit all moneys in the name of the Corporation in banks, trust companies, or other depositaries as provided in the Bylaws or as directed by the Board of Directors, the Chairman, or the President;
- D. Write checks and disburse funds to discharge obligations of the Corporation;
- E. Maintain the financial books and records of the Corporation;
- F. Prepare financial reports at least annually;
- G. Perform other duties as assigned by the President or by the Board of Directors;
- H. If required by the Board of Directors, gives a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors;
- I. Perform all the duties incident to the office of Treasurer.

**4.11. Secretary.** The Secretary shall, with the support of the Executive Director:

- A. Give all notices as provided in the Bylaws or as required by law;
- B. Take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records;
- C. Maintain custody of the corporate records and of the seal of the Corporation.
- D. Affix the seal of the Corporation to all documents as authorized;
- E. Keep a register of the mailing address of each Director, officer, and employee of the Corporation;
- F. Perform duties as assigned by the President or by the Board of Directors;
- G. Perform all duties incident to the office of Secretary.

**4.12. Assistant Officers.** The Board of Directors may appoint one or more assistant secretaries and one or more assistant treasurers. Each assistant secretary and each assistant treasurer shall hold office for such period as the Board of Directors may prescribe. Any assistant secretary may perform any of the duties or exercise any of the powers of the Secretary or otherwise as occasion may require in the administration of the business and affairs of the Corporation, and any assistant treasurer may perform any of the duties or exercise any of the powers of the Treasurer at the request or in the absence or disability of the Treasurer or otherwise as occasion may require in the administration of the business and affairs of the Corporation. Each assistant secretary and each assistant treasurer shall perform such other duties and/or exercise such other powers, if any, as the Board of Directors shall prescribe. To establish the authority of an assistant secretary or an assistant treasurer to take any action on behalf of the Corporation in place of the Secretary or the Treasurer, as the case may be, it shall not be necessary to furnish proof of any request by, or of the absence or disability of, the Secretary or Treasurer or any other assistant secretary or assistant treasurer, respectively.

**4.13. Salaries.** Officers and the Board of Directors do not receive any salary for the functions that they perform as directors and officers of VAPA at present time. Any future salary would need to be voted upon and approved by the general membership first, then voted upon and approved by the Board of Directors.

**4.14. Disallowed Payments.** Any payments made to an officer of the Corporation such as a salary, commission, bonus, interest or rent, or expense reimbursement incurred by him, which is disallowed in whole or in part as an acceptable expense by the Internal Revenue Service, shall be reimbursed by such officer to the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed.

## **ARTICLE 5 EXECUTIVE DIRECTOR**

The Executive Director is an official of the Association appointed by the Board. Subject to the approval of and the instructions by the Board, the Executive Director shall act as administrative and business manager of the Association. The Executive Director shall perform duties as may be required of him/her by the Board. She/he shall, from time to time, advise the proper Board and/or committee chairpersons of matters coming within their jurisdiction. She/he, or designated alternate, shall attend all regular Association and Board meetings and shall assist the officers whenever possible in performance of their duties. She/he shall not have a vote in either Board or Association meetings. The Executive Director shall not have a vote in the Association general meetings unless she/he is a Founding, Fellow, Associate, or Life member of the Association in good standing. The Executive Director shall report to the Board on his/her activities since the previous Board meeting.

## **ARTICLE 6 COMMITTEES**

6.01. Establishment of Committees. The Board of Directors may adopt a resolution establishing one or more committees delegating specified authority to a committee and appointing or removing members of a committee. A committee shall include one Director, and may include persons who are not Directors. The Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the President its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors. The establishment of a committee or the delegation of authority to it shall not relieve the

Board of Directors, or any individual Director, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have the authority of the Board of Directors to:

- A. Amend the Articles of Incorporation;
- B. Adopt a plan of merger or a plan of consolidation with another corporation;
- C. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation;
- D. Authorize the voluntary dissolution of the Corporation;
- E. Revoke proceedings for the voluntary dissolution of the Corporation;
- F. Adopt a plan for the distribution of the assets of the Corporation;
- G. Amend, alter, or repeal the Bylaws;
- H. Elect, appoint, or remove a member of a committee or a Director or officer of the Corporation;



I. Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in paragraph 6.05, below;

J. Take any action outside the scope of authority delegated to it by the Board of Directors.

6.02. Term of Office. Each member of a committee shall continue to serve on the committee until the member's services are no longer required by the Officers and Board of Directors. However, the term of a committee member may terminate earlier if the committee is terminated, if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

6.03. Chair and Vice-Chair. The Director member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The chair and vice-chair shall be elected by the members of the committee or appointed by the President of the Corporation. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

6.04. Notice of Meetings. Written or printed notice of a committee meeting shall be delivered to each member of a committee not less than ten (10) or more than sixty (60) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called.

6.05. Quorum. One half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is not present at any time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

6.06. Actions of Committees. Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

6.07. Proxies. A committee member may vote by proxy executed in writing by the committee member. No proxy shall be valid after three (3) months from the date of its execution.

6.08. Compensation. Committee members may not receive salaries for their services. The Board of Directors may adopt a resolution providing for payment to committee members of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the committee. A committee member may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a committee member shall be commensurate with the services performed and shall be reasonable in amount.

6.09 Rules. Each committee may adopt rules for its own operation consistent with the Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE 7 CENSURES, DISCIPLINE, AND EXPULSION OF MEMBERS**

7.01 To protect the public against misconduct and/or professional impairment, any member may, in good faith, file charges against any other member who is believed to have violated the principles, of medical ethics, or the rules and

regulations of this Association, or who is believed to be otherwise guilty of conduct justifying censure, suspension or expulsion from the Association. Such charges shall be brought in the manner hereinafter specified.

Any member may file a report directly with the President of the Association or submit a copy of a report filed with the proper authorities. If the report is filed with the President of the Association but was not filed with other authorities, a copy must be sent to the accused by certified mail, return receipt requested. Such report must be made in writing and signed by the accuser or the accusers and must state the specific acts of conduct of which a member is accused. Any reports that meet the requirements herein shall be referred to the Professional Wellness Committee by the President within three (3) days to investigate and recommend action to the Board. The Professional Wellness Committee shall convene a hearing within thirty (30) days after the date such charges were filed with the President.

After having given the accuser and the accused every reasonable opportunity to be heard, including oral arguments and the filing and consideration of any materials, the Professional Wellness Committee shall conclude the hearing and within thirty (30) days thereafter render a recommendation to the Board. The President shall call a closed Board meeting within fourteen (14) days to consider the recommendation of the Professional Wellness Committee and review the arguments of the accuser and accused. The majority vote of the Board shall constitute the verdict. The Board shall issue a resolution which shall contain its decision without other statements or opinions about the case and shall be signed by the President of the Association.

7.02. Any member who has been censured, suspended, or expelled may appeal such action within fourteen (14) days to an Appeals Board that shall consist of the full Board and three (3) additional Fellow members, chosen by the President. The Appeals Board shall designate a time and a place for the hearing and, after reviewing all evidence in the matter after giving the appellate opportunity to be heard, shall, by a majority vote, either sustain or reverse such censure, suspension, or expulsion. The decision of the Appeals Board shall be final. Only the names of the expelled member will be sent to the AAPA.

## **ARTICLE 8 TRANSACTIONS OF THE CORPORATION**

8.01. Contracts. The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

8.02. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects.

8.03. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

8.04. Loans and Related Parties. The Corporation shall not make any loan to a Director or officer of the Corporation.

8.05. Affiliated Transactions. No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership or association or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely for this reason, if:

A. The material facts concerning the financial interests are disclosed to the Board of Directors or committee and the Board of Directors or committee authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors or committee members.

B. The contract or transaction is fair to the Corporation at the time of the approval. Nothing herein shall prevent retroactive approval of a transaction.

C. The interested Director or committee member that is present may be counted towards a quorum for purposes of voting on the contract or transaction. The interested Director or committee member may participate in the discussion of the matter, but may not vote.

8.06. Prohibited Acts. As long as the Corporation is in existence, and except with the prior approval of the Board of Directors no Director, officer, or committee member of the Corporation shall:

A. Do any act in violation of the Bylaws or a binding obligation of the Corporation

B. Do any act with the intention of harming the Corporation or any of its operations

C. Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation;

D. Receive an improper personal benefit from the operation of the Corporation;

E. Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation;

F. Wrongfully transfer or dispose of Corporation property, including intangible property such as good will;

G. Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business;

H. Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

## **ARTICLE 9 BOOKS AND RECORDS**

9.01. Required Books and Records. The Corporation shall keep correct and complete books and records of account, either physical or electronic. The Corporation's books and records shall include:

A. A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the Articles of Incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent;

B. A copy of the Bylaws, and any amended versions or amendments to the Bylaws;

C. Minutes of the proceedings of the Board of Directors, and committees having any of the authority of the Board of Directors;

D. A list of the names and addresses of the Directors, officers, and any committee members of the Corporation;

E. A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the three most recent fiscal years;

F. A financial statement showing the income and expenses of the Corporation for the three most recent fiscal years;

G. All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status;

H. The Corporation's federal, state, and local information or income tax returns for each of the Corporation's three most recent tax years.

9.02. Inspection and Copying. Any Director or officer of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so. A person entitled to inspect the Corporation's books and records may do so at a reasonable time no later than required by Internal Revenue Regulation after the Corporation's receipt of a proper written request. The Board of Directors may establish reasonable fees for copying the Corporation's books and records by members. The fees may cover the cost of materials and labor but may not exceed the Internal Revenue Service guidelines for providing copies. The Internal Revenue Service requires that copies to be made available to the legitimate, requesting public. The Corporation shall receive and respond as required by Internal Revenue Service guidelines to requests from the public copies of the Corporation's IRS Forms 1023 and 990. The Corporation shall maintain a file containing all documents required by the Internal Revenue Service to be made available to the public. To ensure records are available for inspection and copying, computer access must be made available at the principal office to review any electronic records, as well as providing print capabilities should the requestor require physical copies of records.

## **ARTICLE 10 FISCAL YEAR**

The fiscal year of the Corporation shall begin January 1 and end December 31 each year.

## **ARTICLE 11 INDEMNIFICATIONS**

11.01. When Indemnification is Required, Permitted, and Prohibited.

A. The Corporation shall indemnify a Director, officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes

one who is or was serving at the request of the Corporation as a Director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if a court of competent jurisdiction has adjudged the person liable and all appeals have been exhausted.

B. The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

C. The Corporation shall pay or reimburse expenses incurred by a Director, officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

D. In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a Director, officer, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 9.01(a), above.

E. Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the Bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in a proceeding brought by the Corporation or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

F. If the Corporation may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

#### 11.02. Procedures Relating to Indemnification Payments.

A. Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 9.02(c), below. The Corporation may make these determinations and decisions by any one of the following procedures:

- 1.) Majority vote of a quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding;
- 2.) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all Directors, consisting solely of two or more Directors who at the time of the vote are not named defendants or respondents in the proceeding;
- 3.) Determination by special legal counsel selected by the Board of Directors by vote as provided in paragraph 9.02(a)(i) or 9.02(a)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.

B. The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is Permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 9.02(a) (iii), above, governing the selection of special legal counsel. A provision contained in the Articles of Incorporation, the Bylaws, or a resolution of members or the Board of Directors that requires the indemnification permitted by paragraph 9.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

C. The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 9.02(a), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

### **ARTICLE 12 NOTICES**

12.01. Notices. Any notice required or permitted by the Bylaws to be given to a Director, officer, or member of a committee of the Corporation may be given in any manner allowed by the Act. If mailed, a notice shall be deemed to

be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid and in a sealed wrapper. If notice is served by facsimile or email, the person giving notice shall retain records sufficient to prove actual delivery to the appropriate number or email address. A person may designate his or her preferred notice method and shall provide all necessary information regarding the same by giving written notice to the Secretary of the Corporation. Without a preference designation, the person serving the notice shall give notice by mail.

12.02. Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

12.03. Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **ARTICLE 13 SPECIAL PROCEDURES CONCERNING MEETINGS**

13.01. Meeting and Voting by Electronic Means. The Board of Directors, and any committee of the Corporation, may hold a meeting or cast a vote by telephone conference call or other electronic means in which all persons participating in the meeting can hear each other. The notice of a meeting by electronic means conference must state the fact that the meeting will be

held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

13.02. Voting by Proxy. A person who is authorized to exercise a proxy may not exercise the proxy unless the proxy is delivered to the officer presiding at the meeting before the business of the meeting begins. The Secretary or other person taking the minutes of the meeting shall record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy shall not be effective for that meeting. A proxy filed with the secretary or other designated officer shall remain in force and effect until the first of the following occurs:

- A. An instrument revoking the proxy is delivered to the secretary or other designated officer;
- B. The proxy authority expires under the terms of the proxy;
- C. The proxy authority expires under the terms of the Bylaws.

### **ARTICLE 14 AMENDMENTS TO BYLAWS**

*The Board of Directors or members may propose alterations, amendments, repeals, or new Bylaws. The notice of any meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted shall include the text of the proposed Bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions. Any changes to the Bylaws must be voted on by 2/3 majority of those members attending the meeting.*

### **ARTICLE 15 MISCELLANEOUS PROVISIONS**

15.01. Legal Authorities Governing Construction of Bylaws. The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

15.02. Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

15.03. Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

15.04. Gender. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

15.05. Seal. The Board of Directors may provide for a corporate seal. Such a seal would consist of two concentric circles containing the words "VETERANS AFFAIRS PHYSICIAN ASSISTANT ASSOCIATION, INC." in one circle and the word "Incorporated" together with the date of incorporation of the Corporation in the other circle.

15.06. Power of Attorney. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Corporation to be kept with the Corporation records.

15.07. Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

## **ARTICLE 16 CODE OF ETHICS**

The Veterans Affairs Physician Assistant Association recognizes its responsibility to aid the profession in maintaining high standards in the provision of quality and accessible health care services. The following principles delineate the standards governing the conduct of physician assistants in their professional interactions with patients, colleagues, other health professionals, and the general public. Realizing that no code can encompass all ethical responsibilities of the physician assistant, this enumeration of obligations in the Code of Ethics is not comprehensive and does not constitute a denial of the existence of other obligations, equally imperative, though not specifically mentioned.

Physician Assistants shall be committed to providing competent medical care, assuming as their primary responsibility the health, safety, welfare, and dignity of all humans.

Physician Assistants shall extend to each patient the full measure of their ability as dedicated, empathetic health care providers and shall assume responsibility for the skillful and proficient transactions of their professional duties.

Physician Assistants shall deliver needed health care services to health consumers without regard to sex, age, race, creed, socio-economic, and political status.

Physician Assistants shall adhere to all state and federal laws governing informed consent concerning the patient's health care.

Physician Assistants shall seek consultation with their collaborating physician, other health providers, or qualified professionals having special skills, knowledge, or experience whenever the welfare of the patient will be safeguarded or advanced by such consultation. Collaboration should include ongoing communication between the physician and the physician assistant regarding the care of all patients.

Physician Assistants shall take personal responsibility for being familiar with and adhering to all federal/state laws applicable to the practice of their profession.

Physician Assistants shall provide only those services for which they are qualified via education and/or experiences and by pertinent legal regulatory process.

Physician Assistants shall not misrepresent in any manner, either directly or indirectly, their skills, training, professional credentials, identity, or services.

Physician Assistants shall uphold the doctrine of confidentiality regarding privileged patient information, unless required to release such information by law or as such information becomes necessary to protect the welfare of the patient or the community.

Physician Assistants shall strive to maintain and increase the quality of individual health care service through individual study and continuing education.

Physician Assistants shall have the duty to respect the law, uphold the dignity of the physician assistant profession, and to attempt its ethical principles. The physician assistant shall not participate in or conceal any activity that will bring discredit or dishonor to the physician assistant profession and shall expose, without fear or favor, any illegal or unethical conduct in the medical profession.

Physician Assistants, ever cognizant of the needs of the community, shall use the knowledge and experience acquired as professionals to contribute to an improved community.

Physician Assistants shall place service before material gain and must carefully guard against conflicts of professional interest.

Physician Assistants shall strive to maintain a spirit of cooperation with their professional organizations and the general public.