

Bylaws of the
Nevada Academy of Physician Associates
2026

Article I

The name of this non-profit corporation shall be the Nevada Academy of Physician Associates (NAPA) and only members of this corporation as provided herein shall be permitted to use this name.

Article II

The principle office of this corporation shall be located within the state of Nevada.

Article III

The purpose of this corporation is to promote the physician associate/physician assistant profession and support the physician associates/physician assistants practicing in Nevada.

Article IV

Membership and Dues

Section 1. Membership: Membership in this corporation shall consist of the following categories:

- A. Fellow members: A Fellow member shall be a physician associate/physician assistant who is a graduate of a physician associate/physician assistant program accredited by the Accreditation Review Commission on Education of the Physician Assistant (ARC-PA) or its predecessor and who has concurrent Fellow membership in the American Academy of Physician Associates (AAPA). A Fellow member shall have all the rights and privileges of the corporation including the right to vote and hold office.
- B. Associate members: An Associate member shall include a physician associate/physician assistant who is not a Fellow member of the AAPA. Associate members shall be entitled to all the privileges of the corporation but shall not be entitled to vote on AAPA affairs. An Associate member may be elected to serve as a Director-at-Large or committee chair of the corporation, however, but may not hold other offices.
- C. Affiliate members: An Affiliate member shall include other persons approved by the Board of Directors of NAPA, including other health professionals. An Affiliate member shall have all the privileges of the corporation but cannot vote or hold elected office in the corporation.
- D. Student members: A Student member shall be a person enrolled in an ARC-PA accredited physician associate/physician assistant program. A Student member shall have all the privileges of the corporation including the right to hold student office on the Board of Directors but shall not otherwise be entitled to vote or hold other offices.
- E. Honorary members: Honorary members of this corporation shall be individuals of distinction who have rendered outstanding service to the corporation. Honorary members will be proposed and approved by the Board of Directors of this corporation. Honorary members shall have all the privileges of the corporation but shall not be entitled to vote, or hold office, and will not be

assessed any dues.

Section 2. Dues:

- A. The annual dues of the members shall be as follows: Fellow, Associate, Affiliate, and Student dues shall be proposed and approved by the Board of Directors. Honorary members will not pay dues.
- B. Failure to pay dues: Any members who shall fail to pay his/her dues or assessments sixty (60) days after the due date, shall be automatically suspended from membership in this corporation.
- C. Suspension/reinstatement: If any member is suspended for nonpayment of his/her dues and his/her records disclose no complaints or charges, he/she shall be eligible for reinstatement by paying any assessments past due for that current year.
- D. Disability waiver: Any member who may become legally disabled may apply in writing for a waiver of dues for the duration of the total disability. Such application shall be subject to review and approval by the Board of Directors.

Section 3. Application: All applications for membership shall be made on an application form provided by this corporation. The application shall be reviewed and either approved or rejected by the corporation. All rejections shall automatically go before the Board of Directors for final review and decision. The decision of the board shall be final.

Article V

Meetings

Section 1. Annual Meeting: The annual meeting of the members of this corporation shall be convened for the transaction of business. Notice of the meeting shall be mailed or electronically mailed to the members at the last recorded address at least thirty (30) days before the meeting, which shall include the location, date, and time. The meeting will also be announced on the corporation website and will serve as official notice of the meeting.

Section 2. Special Meetings: Special meetings may be called at the discretion of the President, the Board of Directors, or upon written request of not less than one-third ($\frac{1}{3}$) of the outstanding membership. Notice of any special meeting is to be given in the same form as for the annual meeting. Notice of the meeting shall be given at least ten (10) days before the time appointed for the special meeting. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the members of this corporation.

Section 3. Quorum: A majority of the number of the voting members present either in-person or electronically shall constitute a quorum for the transaction of business at all Annual or Special Meetings.

Section 4. Order of Business: The President shall set the order of business.

ARTICLE VI

Board of Directors

Section 1. Composition: The Board of Directors shall consist of the following members; President, Past President, President-Elect, Secretary and/or Treasurer, four (4) Directors-at-Large (Rural, Northern

Nevada, two (2) Southern Nevada), Chief Delegate, three (3) House of Delegates (HOD) representatives and two (2) student representatives from each ARC-PA accredited physician associate/physician assistant program in Nevada. The Past President, President, President-Elect, Secretary, and Treasurer will constitute the Executive Board.

Section 2. Qualifications. Terms of office, nomination, ballots, elections, and start of term.

- A. Qualifications and terms of office. All members of the Board shall be members of the corporation. The Past President, President, and President-Elect shall have one-year terms of office. The Directors-at-Large, Secretary and/or Treasurer, and Student Representative shall have two-year terms of office. Any Fellow member may be elected to serve as President-Elect or Secretary and/or Treasurer only after completion of a minimum of one (1) term as an elected member of the Board of Directors, unless otherwise approved by a vote of the Board of Directors.
- B. Nominations and ballots. Nominations for each office will be accepted up to sixty (60) days prior to the elections date of each year. Ballots will be provided to all voting members no less than fifteen (15) days or more than thirty (30) days prior to the election date. Write-in candidates will be accepted, however, not without the consent of the nominee. The Elections Committee shall verify that all candidates for office are Fellow members, with the exception of Directors-at-Large, who may be Associate members.
- C. Time of elections. All officers shall be elected at a time specified by the Board of Directors.
- D. Election procedures. Ballots shall be tallied by no less than two (2) members of the Elections Committee. Directors shall be elected by a majority vote. In the case of a tie vote, the Chairman of the Elections Committee (or designee) will conduct another ballot. The Chairman (or designee) shall validate all ballots and elections results. Elections may be done using electronic means.

Section 3. Vacancies: A vacancy in any office of the Board of Directors because of death, resignation, removal, disqualification or otherwise, may be filled by an eligible member without undue delay by the Executive Board. Any officer or director appointed to fill a vacancy shall hold office for the remainder of the unexpired term.

Section 4. Regular Meetings: A regular meeting of the Board of Directors may be held immediately after and in the same location as the annual meeting of the corporation. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Nevada, for the holding of additional regular meetings without other notice than such resolution. At no time will there be less than two (2) meetings annually.

Section 5. Special Meetings: A special meeting of the Board of Directors may be called by or at the request of the President or any three (3) voting Board members. The person authorized to call the meeting will notify each Board member of the meeting at least five (5) days in advance by mail or electronic mail, and will fix the time and place of the meeting. No other business will be transacted at the special meeting of the Board of Directors except that for which the meeting was called.

Section 6. Quorum: A majority of the number of the Board members then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 7. Regular Duties: The Board of Directors may:

- A. Admit, suspend, or expel members of the corporation by ballot.

- B. Appoint or disband committees as deemed necessary from the Board of Directors or from the General Membership.
- C. Audit bills and disburse the funds of the corporation.
- D. Print, circulate, and publish documents and articles for the corporation.
- E. Employ agents for the corporation.
- F. Devise and carry into execution such other measures, as is deemed necessary to promote the objectives of the corporation and to best protect the interests and welfare of its members.
- G. Board members shall serve on a volunteer basis without salary or other compensation.

Section 8. Manner of Acting: Any business transacted by a majority of the Board members at a meeting where a quorum is present shall be considered a legitimate action by the Board.

Section 9. Absence: Should any member of the Board of Directors be absent from two (2) consecutive meetings of the Board without prior authorization from the President stating his/her reason for doing so, and if his/her excuse should not be acceptable by the members of the Board, his/her seat on the Board may be declared vacant and the Board may proceed to fill the vacancy.

Section 10. Removal of Elected or Appointed Directors: Any member of the Board of Directors may be removed from office, with or without cause, by those members eligible to vote for that office. Removal shall require a $\frac{2}{3}$ majority vote of eligible members present and voting at any special meeting of the corporation duly called for that purpose. Any Board member who violates the Guidelines for Ethical Conduct for the PA Profession may be subject to removal from office.

Section 11. Presumption of Assent: A director of the corporation who is present at a meeting of the Board of Directors at which action of any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent does not apply to a director who voted in favor of such action at a meeting.

Section 12. Power to Fix Salaries: The salaries of all non-elected officers, employees and agents of the corporation shall be fixed by the Board of Directors.

Section 13. Appointment of Additional Officers: The Board of Directors may appoint such other officers and agents as it deems necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the Board. Any officer or agent appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation will be served thereby; however, such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 14. House of Delegates Representatives: Three (3) House of Delegates (HOD) representatives will be elected by Fellow members at the same time as the elections for the Board of Directors with staggering years; should a change in the apportionment of the House of Delegates representatives occur, then an appropriate number of representatives will be elected. The term of office is two (2) years with the second year serving as the Chief Delegate. The Chief Delegate shall serve on the Board in a voting capacity; the other delegates will hold non-voting, ex officio positions. Candidates shall be licensed either by the Nevada State Board of Medical Examiners or the Nevada State Board of Osteopathic Medicine.

Qualifications of HOD representative nominees shall be verified by the Election Committee and must meet AAPA requirements for the position. During a year that two (2) or more HOD representatives are holding their second term, the Chief Delegate will be decided by a collective vote of the HOD representatives, who shall report the outcome of the vote to the Board of Directors. In the event that the HOD representatives cannot come to a decision, the Board of Directors shall vote on the Chief Delegate.

Section 15. Student Representatives of the Board of Directors: Two (2) students from each ARC-PA accredited physician associate/physician assistant program in the state of Nevada will serve as student representatives on the Board of Directors. Each program will elect a 1st year student who will serve as a senior student Board member in his/her second year. Students will serve a two-year term. The student board members shall elect one Chief Student Director who will have the sole right to vote on behalf of all student representatives. In the event that a Chief Student Director cannot be elected in any given year, one will be appointed by the President with advisement from the Board of Directors.

ARTICLE VII

Officers

Section 1. President: The President shall be the principle executive officer of the corporation and, subject to the control of the Board of Directors, shall, in general, supervise and control all of the business, preside at all meetings of the membership and of the Board of Directors. He/She may constitute, at his/her own direction, and at the direction of the Board of Directors, any committee for any purpose deemed necessary and proper to the accomplishment of the objectives of the corporation. He/she may sign, with the Secretary and/or Treasurer, or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors decide to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed and executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. After the President's term is completed, he/she will serve as an officer of the Board as the Past President for a term of one (1) year.

Section 2. President-Elect: The President-Elect shall serve a one-year term in the capacity as President-Elect and then automatically succeed to the office of President for a one-year term, and thereafter shall automatically succeed to the office of Past-President for a one-year term. The President-Elect may sign with the Treasurer, or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors decide to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed and executed, and shall perform such duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 3. Past President: The Past President shall perform such duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 4. Secretary and Treasurer: This office may be a combined Secretary/Treasurer position or may be two independent positions, Secretary and Treasurer. This distinction will be made depending on the number of NAPA members interested in filling these offices. In case of absence or disability of the Secretary and/or Treasurer, the President may appoint a Secretary and/or Treasurer Pro-Tem. It shall be the duty of the Secretary to give notice of and attend all meetings of the corporation and prepare minutes thereof. The Secretary shall prepare and mail or electronically mail reports of all special and regular meetings to the general membership within ninety (90) days of that meeting; to conduct all correspondence and to carry into execution all orders, votes, resolutions not otherwise committed; to keep a list of the members of the corporation; to prepare, under the direction of the Board of Directors, an annual report of the transactions and business and advancing interests of the corporation. The Secretary will file all papers necessary to re-incorporate the organization annually and will notify the Board of Directors of the results of this submission. The Secretary will also ensure that annual Internal Revenue Service (IRS) forms are properly filed which maintain the organization's tax-exempt veterans' service status and notify the Board of Directors of this activity in their records and reports. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his/her duties in such sum and with such surety or sureties, as the Board of Directors shall determine. The Treasurer shall keep an account of all monies received and expended for the use of the corporation. The Treasurer shall deposit all sums received in the bank or banks or trust company approved by the Board of Directors, and shall make a report at the annual meetings or when called upon by the President. The Treasurer shall have the ability to pay recurring corporation expenses in the amount of no greater than two hundred (200) dollars and zero (0) cents per expense. In the excess of this amount, the Treasurer shall seek written approval by at least one member of the Executive Committee for a maximum amount of five hundred (500) dollars and zero (0) cents. Any expenses to be paid in the amount greater than five hundred (500) dollars and zero (0) cents will be subject to approval by the Board of Directors. The funds, books, and vouchers in the hands of the Treasurer shall at all times be under the supervision of the Board of Directors and subject to its inspection and control. At the expiration of the Treasurer's term of office, he/she shall undertake a concurrent internal review along with the incoming Treasurer of all assets and deliver all books, monies, and other property to the incoming officer.

ARTICLE VIII

Section 1. Standing Committees: The following will be standing committees:

- A. Newsletter
- B. Membership
- C. Legislative Affairs (GAC)
- D. Public Relations (Communications)
- E. Continuing Medical Education
- F. Elections
- G. Bylaws
- H. Webpage
- I. Policy and Procedures
- J. Ethics
- K. Diversity

Section 2. Ad Hoc Committees: The Board of Directors, at their discretion, may create ad hoc committees for a specific purpose that the board deems fit.

ARTICLE IX

Amendments to Bylaws

Section 1. Proposal of Amendments to Bylaws: The Chair of the Bylaws committee appointed by the Board of Directors, or another designee appointed by the Board, may propose amendments to the bylaws of the corporation. Proposed amendments to the bylaws shall be submitted to the Board of Directors for preliminary approval before being submitted to the members of the corporation for adoption.

Section 2. Member Notification: Proposed changes to bylaws shall be mailed or electronically mailed to the members of the corporation at the last recorded address at least thirty (30) days before the deadline of voting for such changes.

Section 3. Approval of Bylaws: Changes to bylaws must be approved by the majority of Fellow and Associate members who vote by the deadline for such voting. Voting may occur electronically or in person. Voting for the amendment and subsequent adoption of bylaws may be held at any regular meeting of the corporation, or at a special meeting of the corporation held for such voting.