

BYLAWS OF THE SOCIETY FOR PHYSICIAN ASSISTANTS IN PEDIATRICS

ARTICLE I: NAME

The name of this organization shall be the Society for Physician Assistants in Pediatrics, herein referred to as SPAP.

ARTICLE II: MISSION, PURPOSE

Section 1: Mission Statement

The mission of SPAP is to improve the health care of children by supporting Physician Assistants (PAs) and healthcare teams that provide cost effective, quality care to pediatric patients and by promoting a network for communication, including research and education between providers dedicated to the well-being of children. SPAP will advocate for pediatric patients and their caregivers as well as PAs and other medical providers that care for children.

Section 2: Purpose

The purpose of SPAP is to engage in any lawful act or activity and, more specifically, to establish and maintain a professional organization for PAs who are employed in, or have an interest in, pediatrics and to further the professional development of its members, while encouraging professionalism among its members. SPAP will provide the general membership of the organization with a forum for informal assembly regarding the issues that relate to PAs in pediatrics.

Section 3:

SPAP may gather and disseminate information affecting the practice of its members; provide or promote focused, quality continuing education programs; collect demographic data to share within the profession or with other agencies or organizations; act as a repository or

clearinghouse for information affecting its members; advise its members regarding potential or actual changes in regulatory or statutory matters which have the potential to affect their practice; advise its members regarding all matters concerning credentials, certification, and recertification; assist in developing guidelines for PA utilization in clinical settings; and promote liaisons with the American Academy of Pediatrics (AAP) and the American Academy of Physician Assistants (AAPA).

ARTICLE III: MEMBERSHIP

SPAP shall be representative of PAs, PA students, and other interested individuals within the specialty organization who meet the specified Bylaws and requirements specified by the Board of Directors.

Section 1:

Membership categories are (a) Fellow, (b) AAP/SPAP joint, (c) Associate, (d) Student, (e) Honorary and (f) Corporate members. All AAPA fellow members are eligible for membership in SPAP.

Section 2:

A Fellow member shall be an NCCPA-certified PA who is a participant of SPAP. Fellow members shall be entitled to privilege of the floor, to hold office and shall have full voting rights within SPAP.

Section 3:

An AAP/SPAP Joint member shall be a Fellow category member (see Section 2) who desires combined affiliation to the AAP as a National Affiliate Member. AAP/SPAP Joint members shall be entitled to privilege of the floor, to hold

office and shall have full voting rights within SPAP.

Section 4:

An Associate member shall be a non-PA who desires to associate with the SPAP. Associate members shall be entitled to privilege of the floor, but shall not be entitled to vote nor hold office.

Section 5:

A Student member shall be a person enrolled in an ARC-PA-accredited or provisional PA program. Student members shall be entitled to privilege of the floor, but shall not be entitled to vote for members of the Board of Directors nor hold office except for their elected Student Representative.

Section 6:

An Honorary member shall be a person who has rendered distinguished service to the PA profession and/or SPAP. Such members shall be nominated by an active SPAP member and must be approved by the Board of Directors within one year of nomination. Honorary members that are PAs shall be entitled to privilege of the floor and have full voting rights within SPAP but will be ineligible to hold office for SPAP. Non-PA Honorary members shall be entitled to privileges of the floor, but shall not be entitled to vote or hold office. All Honorary members shall be exempt from the payment of dues.

Section 7:

A Corporate Member shall include a person representing any organization with interest in and support for SPAP. Privileges pertain to exhibition and representation rights at the annual conference and on all SPAP

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communication with members. Corporate members may have ability to apply for scholarship sponsorship. Corporate members shall not be entitled to vote nor hold office.

Section 8:

All applications for membership shall be made in writing or electronically on application forms provided by SPAP. Applications shall be reviewed and approved or rejected by the Board of Directors or a designated management company. No applicant shall be denied on the basis of gender, age, race, handicap, creed, color, national origin, religion, sexual orientation, or gender identity. No fellow member of AAPA shall be denied an application of membership unless such membership has been revoked for reason of an ethical or judicial nature. Contested rejections shall go before the Board of Directors for a vote, which shall be considered final.

Section 9:

Annual dues shall be established and approved by the Board of Directors for each class of membership. The Board of Directors may offer complimentary membership for financial or personal hardship on a case-by-case and yearly basis.

Section 10:

A member of SPAP is not, as such, personally liable for the debts, liabilities, or obligations of the society.

Section 11:

The membership of a member shall terminate upon the occurrence of any of the following events:

(1) Upon their notice of such termination delivered to the President or Secretary of SPAP personally or by mail, such membership is to terminate upon the date of delivery.

(2) Upon failure to renew their membership by paying dues on or before the due date.

(3) By action of the Board of Directors pursuant to Article IV

Section 12:

All rights of a member in SPAP shall cease on termination of membership as herein provided.

ARTICLE IV: DISCIPLINE

Section 1:

SPAP holds its members to the AAPA's Code of Ethics.

Section 2:

Any member who, for any reason believes that another member should not remain a member of SPAP may refer such concerns to the Board of Directors, specifying the basis for concern and must be signed by the referring member.

Section 3:

All such referrals must be filed with the Secretary of SPAP and a copy sent to the member in question. A date shall be set for a meeting of the Board of Directors for the purpose of considering such referrals; within one hundred eighty (180) days after the date such referrals are filed with the Secretary.

Section 4:

The Board of Directors shall, after having given to the referring member and the member in question every opportunity to be heard, including oral arguments and the

filing of any written brief, conclude the hearing. No technical rules of evidence shall apply at such hearing and all parties to the referral shall be given a full opportunity to present evidence. Within thirty (30) days thereafter the Board of Directors shall render a decision by an affirmative vote of a majority of the Board of Directors present during said hearing and otherwise constituting a quorum. The decision of the Board of Directors shall exonerate, censure, suspend, or expel the accused from the society. The Board of Director's decision shall be in writing and shall state its decision without statement or opinion about the case.

Section 5:

The Board of Directors may rehear any such matter if, within one hundred eighty (180) days after such decision, any member who has been censured, suspended, or expelled provides written notice of their desire for appeal. The Board of Directors shall designate a time and place for the hearing of such appeal and shall give the appealing member and any representative of such member reasonable opportunity to be heard. The majority vote of a quorum of the Board of Directors shall sustain, modify, or reverse such censure, suspension or expulsion. Such decision of the Board of Directors shall be final.

Section 6:

Any member who is under sentence of suspension or expulsion shall not be entitled to any of the rights or benefits of the organization or be permitted to take part in any of the proceedings until he or she has been reinstated.

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ARTICLE V: MEETINGS OF MEMBERS

Section 1:

SPAP shall hold its annual meeting during its annual CME conference or another date and at such place as the Board of Directors may designate and shall be held for the purpose of transacting such business as may properly come before said meeting.

Section 2:

The Board of Directors shall meet at least once a year. Notice of the date, time and place of all meetings of the Board of Directors shall be given to members in a timely fashion. A majority of members of the Board of Directors shall constitute a quorum for conducting business. Members of the Board of Directors may participate in such meetings telephonically or via electronic communication.

Section 3:

Each member of the Board of Directors including the Student Representative are entitled to one vote on meeting motions.

Section 4:

Fifty-one (51) percent of the voting membership in attendance shall constitute a quorum

Section 5:

Special meetings of the SPAP general membership may be called for any purpose, by a majority of the Board of Directors. The President shall determine the time and place of such meetings, and written notice shall be sent to each member of SPAP not less than fourteen (14) days prior to the meeting.

Section 6:

Whenever in the judgment of the Board of Directors any questions shall arise that the

Board of Directors believes should be put to a vote of the active members entitled to vote, and when the Board of Directors deem it inexpedient to call a special meeting for such purpose, the Board of Directors may, unless required by the bylaws or Articles of Incorporation otherwise, submit such a vote to the membership in writing by mail or via electronic communication, and the question thus presented shall be determined according to a majority of the votes received within three weeks after such submission to the membership. Any and all actions taken pursuant to a majority mail or electronic vote in each case shall be binding upon the SPAP in the same manner as would action taken at a duly called meeting.

ARTICLE VI: BOARD OF DIRECTORS

Section 1:

The Board of Directors shall consist of President, President Elect, Immediate Past President, Secretary, Treasurer, Student Representative, and Members at Large. The number of Members at Large may be determined by the Board of Directors. In addition, the AAPA liaison to AAP shall serve as a non-voting member of the Board of Directors.

Section 2:

All officers of SPAP must be Fellow members of SPAP and AAPA in good standing at the time of election and remain Fellow members in good standing with SPAP and AAPA for the duration of their term in office.

Section 3:

These officers shall perform the duties prescribed by these Bylaws and by parliamentary authority adopted by SPAP and shall control and manage the affairs of the organization.

Section 4:

The President, President Elect, Immediate Past President, and Student Representative shall serve for a period of one year or until their successor is elected. The Secretary, Treasurer, and Members at Large shall serve for a period of two years. The AAPA-AAP liaison shall serve for the duration of their term as designated by the AAPA. No member shall hold more than one office at a time with the exception of combining the positions of Secretary and Treasurer if deemed necessary by majority vote of the Board of Directors.

Section 5:

The Board of Directors, at any meeting thereof, may appoint such additional officers with such title, authority, and duties as it may deem advisable. If a position was not filled by the election, the Board of Directors has the authority to find a candidate and appoint them to the position. The Board of Directors will have the right to remove or replace any appointees at their discretion.

Section 6:

Any officer may be removed from office, for cause, at any time by the affirmative vote of a majority of the Board of Directors provided that the affected officer shall have been given written notice of the charges and offered an opportunity to appear and be heard on the matter before the Board of Directors take final action.

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Section 7:

The officer may appeal such action, in writing, within six months after notice of removal is given and the board has taken action to remove the officer. The Board of Directors shall designate a time and place for the hearing of the appeal. After giving the officer and representative's reasonable opportunity to be heard, the Board of Directors shall, by a majority vote either sustain or reverse the removal of the officer. The decision of the Board of Directors shall be final.

Section 8:

There shall be such committees as may be specified by the Board of Directors with such authority and responsibility as delegated by the Board of Directors or specified in the bylaws.

ARTICLE VII: ELECTION OF THE BOARD OF DIRECTORS

Section 1:

The Board of Directors shall establish rules and regulations governing the elections.

Section 2:

The offices to be filled are the Board of Directors.

Section 3:

A member seeking office with the Board of Directors must complete and submit in writing or electronically a nomination form and evidence of their long-term commitment to the care and well-being of children by way of employment, community service, or other means regarded as acceptable by the majority of the Board residing in office.

Section 4:

The President Elect shall automatically succeed the preceding President as President of SPAP and the outgoing President shall remain as a voting member of the Board of Directors as the Immediate Past President.

Section 5:

Eligible voters for members of the Board of Directors include Fellow members, AAP/SPAP joint members, and the Student Representative.

Section 6:

The election of officers shall be conducted annually prior to the end of June. SPAP members will be sent a ballot in writing or electronically. The elected officials will be determined after the ballots are counted, with the individual with the most votes being the elected official.

Section 7:

Elections that result in a tie will be managed with a second ballot with only the individuals involved in the tie being listed on the ballot. In a result of a second tie, the current Board of Directors will vote to determine the winner.

Section 8:

The elected officers will take office on July 1. Their term of office runs from July 1 to June 30 for the tenure detailed in Article VI, Section 4.

Section 9:

All current members of the Board of Directors shall also be Delegates to the AAPA House of Delegates. The President Elect shall serve as Chief Delegate. In the event the President Elect is unable to represent SPAP in any House of Delegates, another member of the Board of Directors

may assume the position and/or duties of the Chief Delegate at the discretion of the President.

SECTION 10:

The Board of Directors may elect an additional Delegate or Chief Delegate from Fellow or Honorary members of SPAP when deemed necessary by the Board of Directors.

ARTICLE VIII: DUTIES OF OFFICERS

Section 1:

The President shall preside at all meetings of SPAP and of the Board of Directors. The President shall make a full report of the year's activities at the annual meeting of SPAP. They shall coordinate agendas for future meetings, preside at meetings and maintain order, and set up forums for discussion. They shall appoint all standing committees and designate their chairs, subject to the approval of the Board of Directors.

Section 2:

The President Elect shall preside at the meetings of the SPAP in the absence of the President, if both the President and President-Elect are unavailable, the President may select an alternative to preside at the meeting in their stead. The President Elect shall succeed to the office of President at the expiration of the President's term or earlier should that office become vacant for any reason; and shall perform such other duties as assigned by the President or the Board of Directors. The President Elect shall serve as the Chief Delegate SPAP representative at the AAPA House of Delegates when able.

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Section 3:

The Immediate Past President shall attend Board meetings and shall perform such duties as may be delegated by the President or Board of Directors.

Section 4:

The Secretary shall keep minutes of all meetings of the organization, be responsible for all organization communications, assist the other Board members with duties, notify all members of all meetings, and maintain a database of all members and their applications (these duties may also be performed by a management company determined by the Board of Directors). They shall perform such other duties as shall be assigned by the President or the Board of Directors.

Section 5:

The Treasurer shall oversee all records of the financial status of SPAP. The collection of yearly dues from members, depositing in the organization's account all monies received by SPAP, paying all bills approved by the organization and recording all receipts of those payments may be handled by a management service selected by the Board of Directors but should be reported to the Treasurer quarterly. The Treasurer shall update the Board of Directors on the financial situation of SPAP when asked, approve any payments over \$500, and approve monthly invoice payments for management services. They shall perform such other duties as shall be assigned by the President or the Board of Directors.

Section 6:

The Student Representative shall act as a liaison between the Board of Directors and

all student members of the SPAP. The Student Representative shall assist in conducting affairs of the organization as designated by the President and Board of Directors. They shall encourage student participation and involvement on all the SPAP committees, teams, and/or projects, and shall perform such other duties as shall be assigned by the President or the Board of Directors.

Section 7:

Members at Large shall participate in board meetings, serve as an advisor on topics related to the SPAP and shall perform such other duties as shall be assigned by the President or Board of Directors.

Section 8:

The AAPA liaison to the AAP shall serve as an ex officio member of the Board of Directors for the duration of their term limit as AAPA-AAP liaison. The liaison will have privileges of the floor during Board of Directors meetings, but will not have a vote on issues raised during Board of Directors meetings. The liaison retains their vote as a Fellow member during SPAP General Membership meetings. The liaison shall make a full report to the SPAP membership annually on AAPA-AAP interactions.

ARTICLE IX: FINANCE

Section 1:

The fiscal year shall be determined by a resolution of the Board of Directors.

Section 2:

The amount of annual dues, late fees, and assessments, as well as the manner of

payment shall be determined from time to time by the Board of Directors.

Section 3:

Annual Membership dues shall be due one year from previous payment date.

Section 4:

Any member whose dues, late fees, or assessments are unpaid at the time of any meeting shall be ineligible to vote or hold office. The Board of Directors may establish procedures and policies with regard to non-payment of dues, late fees, and assessment as they become due.

ARTICLE X: PARLIMENTARY AUTHORITY

Section 1:

The rules contained in the current edition of *Sturgis Rules of Order* shall govern SPAP in all cases to which they are applicable and to which they are not inconsistent with these bylaws and any special rule of order SPAP may adopt.

Section 2:

This constituent organization is part of the parent organization AAPA. As such, the organization and its members are required to meet all provisions outlined in AAPA's constitution, bylaws, and charter policy. This organization will not write nor pass any bylaws and/or policies in conflict with AAPA bylaws and/or policies.

This organization will uphold the principles, purposes, and philosophy for which AAPA was founded. If the organization is unable to uphold the principles and purposes, or passes conflicting bylaws and/or policies, it must work through AAPA to change the

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philosophy by altering the organization's constitution and bylaws.

ARTICLE XI: ETHICS AND JUDICIAL AFFAIRS

Section 1:

The Board of Directors shall serve as the judicial body of the society.

Section 2:

SPAP will adhere to the AAPA policy 1301-01-01, the *Code of Ethics of the PA Profession*.

ARTICLE XII: AMENDMENT OF BYLAWS

Section 1:

Minor edits to these bylaws may be made by the majority vote of the Board of Directors.

Section 2:

Major amendments to these bylaws may be made at any regular or special meeting of the membership by a majority vote of all voting members present, via electronic vote, or by proxy provided that the amendment has been submitted to a Policies and Procedures committee and/or has been distributed in writing to the members at least thirty (30) days prior to the respective vote on the proposed amendment.

Section 3:

These bylaws shall be reviewed and edited by a committee approved by the Board of Directors at least every five years.

ARTICLE XIII: DISSOLUTION OF THE ORGANIZATION

Section 1:

In the event of the dissolution, the remaining monies will be disbursed through donation to the PA Foundation.

ARTICLE XIV: THIRD PARTY MANAGEMENT ORGANIZATION

Section 1:

The Board of Directors may hire at their discretion a third-party organization to assist with the management and day-to-day administrative functions of the society. The third-party organization will be agreed upon by a majority vote of the Board of Directors. The term of this agreement shall commence on the "effective date" and remain in effect per the terms of a signed contract with the third-party.

Section 2:

The Board of Directors may, with a majority vote, terminate their agreement with the third-party management organization upon repeated failure to meet utilization, performance, efficiency, or quality standards established by the Board of Directors; or upon conduct which is considered by the Board of Directors to be unethical, unprofessional, fraudulent, unlawful, or adverse to the interest, reputation, or business of SPAP.

REVISED 7/02, 4/08, 5/12, 2/17, 7/19

APPROVED BY MEMBERSHIP 7/02, 5/08, 6/12, 3/17, 7/19