

BYLAWS

of the

OREGON SOCIETY OF PHYSICIAN ASSOCIATES

(Approved – September 2023)

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of the
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ARTICLE I

NAME

The name and title by which this corporation shall be known is the Oregon Society of Physician Associates, Incorporated, herein referred to as the Society.

ARTICLE II

PURPOSE AND MISSION

SECTION I: PURPOSE

This Society shall be representative of physician associates within the State of Oregon. The Society is organized and shall be operated exclusively for educational and scientific purposes, to improve access of care, and advance the Physician Associate Profession. In furtherance of these purposes the Society shall, through appropriate mechanisms, strive to assure the public of a uniform entry level and continued competency of physician associates. To represent physician associates and physician associate students so as to maximize the benefit of their services to the public, the Society shall:

- 1) Encourage its membership to render quality health care services to the public;
- 2) Assist in the continued development of role definition for the physician associate;
- 3) Encourage, through education and other forms of advocacy, the enhanced utilization of physician associate in the State;
- 4) Serve as a public information center with respect to its members, health professions, and the public;
- 5) Support, develop, coordinate, and participate in research impacting either directly or indirectly on the Physician Associate Profession; and
- 6) Notwithstanding any other provision of these Bylaws, the Society shall exercise its powers, rights, and privileges, whether conferred by this instrument, or by the laws of the State of Oregon or otherwise, in furtherance of its educational and scientific purposes, and other goals.

Section II: MISSION

The mission of the Oregon Society of Physician Associates is to promote PAs as providers of quality, cost effective, and accessible health care; support the professional development of PAs; and advance the PA profession as well as the PA/Physician team approach to health care.

ARTICLE III

CLASSES OF MEMBERSHIP

Section I:

Active membership in this Society shall consist of men and women who are cognizant of their obligation to the public and who meet the requirements for membership as herein defined. Membership in the Society is an honor that confers upon the individual certain rights and responsibilities. Adherence to the AAPA Guidelines for Ethical Conduct for the Physician Associate Profession is a condition of membership. Membership in the Society shall not be denied or abridged because of race, color, sex, sexual orientation, religion, creed, national origin, physical or mental disability, marital status, age, or veteran status. AAPA members who belong to more than one constituent organization may vote on AAPA issues from only one constituent organization.

Section II:

FELLOW MEMBERSHIP - Fellow members must be current fellow members of the American Academy of Physician Associates. Fellow members shall be entitled to privileges of the floor, to serve and be appointed to Chair/Co-Chair on all committees, to vote and hold elected office.

Section III:

AFFILIATE MEMBERSHIP – An affiliate member meets the criteria for membership in Oregon Society of Physician Associates but is not a current member of the American Academy of Physician Associates. The affiliate member shall be entitled to privileges of the floor, to vote, may serve on all committees, but may not Chair/Co-Chair a committee or hold elected office.

Section IV:

ASSOCIATE MEMBERSHIP - Any non-Physician Associate member or any person ineligible for membership in any other category who wishes to support the Society's mission may join the Society as an associate member. Associate members shall have privileges of the floor, may serve on all committees, but may not Chair/Co-Chair a committee or vote or hold office. Associate members may receive member benefits including the newsletter and membership rates for continuing medical education offered by the Society.

Section V:

STUDENT MEMBERSHIP - A student member shall be enrolled in an ARC-PA accredited physician associate program. Student members shall have privileges of the floor, may serve on all committees but may not vote or hold office. Two student representatives from each accredited in-state Physician Associate program shall be elected by their peers to sit on the Board of Directors. Student representatives to the Board shall have a single collective vote

Section VI:

HONORARY MEMBERSHIP – Honorary membership may be conferred on persons in recognition of achievement, or service without the usual prerequisites or obligations of membership. Such appointments shall be recommended by the Membership Sub-committee and voted on by the Board of Directors. Honorary members shall have privileges of the floor, may serve on all committees, but may not vote or hold office. All honorary members shall be exempt from the payment of dues.

Section VII:

RETIRED OR EMERITUS – A Physician Associate who has retired from active practice shall be eligible for membership in this category. Retired or Emeritus members shall have privileges of the floor, may serve on all committees, but may not vote or hold office.

Section VIII:

PRE-CAREER – Pre-Career Membership shall be available to those who have completed their schooling but have not yet begun employment. Pre-Career Membership is only available to graduates who join within their first 12 months after graduating or those who renew their student membership after graduation prior to entering a career.

ARTICLE IV

DUES AND ASSESSMENTS

Section I:

The Board of Directors shall determine the amount of dues and/or any assessments.

ARTICLE V

MEMBERSHIP MEETINGS

Section I:

Meetings of the membership will be held at least once a year at a date, time and place to be set by the Board of Directors and shall be held for the purpose of transacting such business as may properly come before said meeting.

Section II:

Special meetings of the membership may be called, with no less than thirty (30) days' notice by the Board of Directors or the Executive Committee at any time and place; or may be called in response to a receipt of a petition of twenty percent (20%) of the active voting membership.

ARTICLE VI

DISCIPLINE

Section I: Loss of Membership

The Society, after due notice and hearing, may discipline any member for a violation of Society bylaws, policies, or rules, or for unethical or unprofessional conduct, or for failure to uphold the principles outlined in the Guidelines for Ethical Conduct for the Physician Associate Profession.

Section II:

Any member who currently has their health care professional license, certificate, registration, or temporary permit revoked as the result of a final adjudicated disciplinary action for violation of their respective professional practice statutes or regulations, then their Society membership shall be automatically revoked during the period of that revocation.

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

Section III: Recall from Office

Any officer who is unfit to hold office can be removed from office by a two-thirds (2/3) vote of the voting membership.

Any officer may be deemed unfit by any one of the following:

- (a) Revocation of their physician associate license as the result of a final adjudicated disciplinary action for violation of their professional practice statutes or regulations;
- (b) Change in membership status;
- (c) Not actively carrying out the responsibilities of the elected office.

Section IV:

Vacancies due to recall shall be filled in accordance with Article XII of the Bylaws.

ARTICLE VII

BOARD OF DIRECTORS

Section I: Offices to be Filled

The Board of Directors shall be composed of the elected officers including the President, the President-Elect, the immediate Past-President, Secretary, Treasurer, two Directors at Large and the Chief Delegate to the

American Academy of Physician Associates House of Delegates. Two student Representatives (or their designee) from each accredited PA program in the state shall serve as a member of the Board with a single collective vote.

Section II: Term of Office

The term of office for the President shall be two years, President-elect one year, and Immediate Past President one year. When elected to the position of President Elect, the commitment of service is one year as President Elect, two years as President, and one final year as Past President. All other elected officers shall serve for two (2) years. Term of office for Student representatives shall be determined by their respective programs.

Section III: Voting

Each elected member of the Board of Directors shall have an equal vote with the exception of the President, who shall vote only to break a tie vote. No single person shall have more than one vote. Student representatives shall have one collective vote.

Section IV: Eligibility and Qualifications of Candidates

Each candidate must be a fellow member in good standing of the Oregon Society of Physician Associates and the American Academy of Physician Associates.

Section V: Duties of Officers

The President shall call and preside over meetings of the Board of Directors, the Executive Committee and the membership. The President shall represent the Society in all matters pertaining thereto.

The President-Elect shall represent the Society in the absence of the President and s/he 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.

The Secretary shall have charge of keeping the minutes of the meetings of the Board of Directors and the membership. S/he shall execute or cause to be executed, the general correspondence, attesting the signature of the officers of the Society, affixing the corporate seal on documents so requested and in general, perform all duties as from time to time may be assigned by the President, the Executive Committee or the Board of Directors.

The Treasurer shall be responsible for adequate and proper accounts of the properties and funds of the Society. S/he shall, provide a full report to the membership at least annually at a membership meeting. The Treasurer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Society with such depositories as may be designated by the Board of Directors. S/he shall disburse the funds of the Society as may be ordered by the Board of Directors; shall render to the Board of Directors, whenever it may be requested, an account of all her/his transactions as Treasurer, and of the financial conditions of the Society; and shall have such other powers and perform such other duties as may be prescribed by the President, the Executive Committee or the Board of Directors.

The Immediate Past-President shall attend meetings of the Board of Directors, the Executive Committee and shall preside over meetings of the Advisory Council. The Immediate Past-President shall perform such duties as may be assigned by the President.

The Directors at Large shall attend meetings of the Board of Directors and perform such duties as may be assigned by the President or Executive Committee.

Section VI:

The Board of Directors shall hold meetings at such time and at such places as shall be designated by the President, but in no event shall there be less than three (3) meetings in any calendar year. Participation in meetings of the Board may be in person or by electronic means. A majority of the membership of the Board of Directors shall constitute a quorum for the purposes of transacting business. At the discretion of the President, business of the Board may be transacted between meetings using electronic means, as long as a quorum of the Board participates.

At such times, voting may be accomplished by e-mail or other electronic means. An affirmative vote by a majority of those participating and voting in any meeting of the Board shall constitute action of the Board of Directors.

Section VII:

Without prejudice to the duties and responsibilities confirmed by the Statute by the Articles of Incorporation, or by the Bylaws, the Board of Directors shall be responsible for the implementation of policies concerning the property, business, and affairs of the Society. It is expressly declared that the Board of Directors shall have the following duties and responsibilities:

- 1) To implement policy
- 2) To direct the activities of the Society
- 3) To provide for the management of the affairs of the Society
- 4) To establish ad hoc committees necessary for the performance of its duties
- 5) To call special meetings

ARTICLE VIII

EXECUTIVE COMMITTEE

Section I:

The Executive Committee of the Board of Directors shall be composed of the President, President-elect and the Immediate Past President.

Section II:

The Executive Committee shall be empowered to act for the Board on emergent matters of OSPA business

Section III:

The Executive Committee of the Board of Directors shall hold meetings at such time and at such places as shall be designated by the President. Meetings of the Executive Committee may be in person or by electronic means. Actions of the Executive Committee shall be reported to the Board of Directors no later than the Board's following meeting. All such committee actions must be reviewed and approved by the Board of Directors and shall be included in the official Board minutes.

ARTICLE IX

ELECTIONS

Section I:

Elections for any vacant or vacating position on the Board of Directors or for the state delegation to the AAPA House of Delegates shall be held annually at the time of the Fall CME meeting. Officers and Delegates shall be elected by a plurality of votes cast.

Section II:

The term of office for all elected officers of the Society shall begin immediately following the conclusion of the Fall CME meeting.

Section III:

A Fellow Member may run for no more than one voting position on the Board of Directors.

Section IV:

All Fellow and Affiliate Members shall be eligible to vote.

Section V:

The Secretary of the Society shall announce the date for elections to the membership no later than forty-five (45) days prior to the election.

Section VI:

- (a) Voting shall be by ballots. This may include mail ballots, electronic ballots and electronic voting as approved by the Board of Directors. Votes must be cast no later than a date to be determined by the Elections Committee and publicized to the General Membership.
- (b) Ballots (paper or electronic) shall be made available to eligible members at least fourteen (14) days prior to the election date.

Section VII:

Within thirty (30) days of the election of the Board of Directors, a new list of officers and committee chairs will be sent to the AAPA national office.

ARTICLE X

ADVISORY COUNCIL

Section I:

The Advisory Council of the Society shall be composed of all members of the Board of Directors, Delegates to American Academy of Physician Associates House of Delegates, Chairs/or designee of each of the Society's standing committees and liaisons to other organizations as appointed by the Board of Directors.

Section II:

The Advisory Council shall hold meetings at such time and at such places as shall be designated by the President but in no event shall there be less than one (1) meeting in any calendar year.

Section III:

Meetings of the Advisory Council shall be presided over by the Immediate Past President and will be held for the purpose of dissemination of information between the Board, standing committees and representatives of the physician associate profession in the state.

ARTICLE XI

COMMITTEE SELECTION

Section I:

Standing Committees shall be established by the Board of Directors. Chairs of standing committees shall be appointed by the President and shall serve two (2) years, but may be reappointed for additional terms.

Section II:

Members of standing committees and subcommittees shall be appointed by the committee chairs.

Section III:

Each standing committee member shall serve two (2) years, but may be reappointed for additional terms.

ARTICLE XII

VACANCIES IN OFFICE

Section I:

A vacancy occurring in any elected office, except President-Elect, shall be filled by a majority vote of the remaining members of the Board of Directors. Anyone so elected to fill a vacant office shall have their term expire at the time of the next regularly scheduled Society election.

Section II:

In the event of a vacancy in the office of President-Elect, a special election for the office of President-Elect will be held. The immediate Past President shall assume the duties of the President-elect until a special election can be held and the results certified.

ARTICLE XIII

AMENDMENTS

Section I:

These Bylaws may be amended by a two-thirds (2/3) majority vote of those members eligible to vote present and voting at a membership meeting. Bylaws may also be amended or repealed and new Bylaws may be adopted by mail or electronic ballot with a two-thirds (2/3) approval by the respondents, provided that written notice of the proposed change or changes has been mailed or emailed to each voting member at least thirty (30) days before the final vote count.

Section II:

Any member who is eligible to vote may propose amendments to the Bylaws from the floor at a membership meeting.

ARTICLE XIV

RULES OF ORDER

In the absence of any provision to the contrary in the Bylaws, all meetings of the Society, the Board of Directors, and the Executive Committee shall be governed by the parliamentary rules and procedures in the current edition of Sturgis: Standard Code of Parliamentary Procedure.

ARTICLE XV

CHIEF DELEGATE AND DELEGATE(S)

Section I:

The Delegates to the AAPA House of Delegates shall be elected for a two (2) year term and governed by the American Academy of Physician Associates guidelines and shall perform the usual functions expected of this office.

Section II:

The election of Delegate(s) shall take place at the same time officers are elected. The process of election shall be the same as that of officers.

Section III:

The Chief Delegate shall be elected by a simple majority vote of the elected delegates. If a single delegate does not garner a majority of votes, the Board of Directors will select the Chief Delegate.

ARTICLE XVI

PROFESSIONAL AFFILIATION

Section I:

It is the policy of the Oregon Society of Physician Associates to represent the interests of its members, regardless of membership in the American Academy of Physician Associates.

Amended:	October 1981	January 16, 1987
	March 31, 1987	October 13, 1996
	October 18, 1998	February 23, 2007
	November 3, 2012	October 9, 2014
	October 15, 2016	September 15, 2023