

# The Rhode Island Academy of Physician Assistants

## Bylaws

As Amended  
March 1, 2023

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## **Article 1. Name**

### **Section 1.01 Name**

The corporation shall be known as the Rhode Island Academy of Physician Assistants (hereinafter referred to as the "corporation" or "RIAPA").

## **Article 2. Principal Office**

### **Section 2.01 Office Location**

The principal office of the corporation is located at 405 Promenade Street, Suite A, Providence, RI 02908 effective November 1<sup>st</sup>, 2015.

### **Section 2.02 Change of Address**

The board of directors may change the principal office from one location to another by noting the changed address and effective date above. Such changes of address shall not be deemed, nor require, an amendment of these bylaws.

## **Article 3. Non Profit Purpose**

### **Section 3.01 IRS Section 501(c)(6) Purpose:**

This corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(6) of the Internal Revenue Code

### **Section 3.02 Specific Objectives and Purposes:**

The Rhode Island Academy of Physician Assistants (RIAPA) is organized and shall be operated exclusively for the following purposes to include representing physician assistants and physician assistant students so as to maximize the benefit of their services to the public. The RIAPA shall:

- a. Encourage its members to render high-quality service to the health professions and the public.
- b. Develop, sponsor, and evaluate continuing medical or medically related education programs for the physician assistant.
- c. Assist in the development of role definition for the physician assistant.
- d. Develop, coordinate, and participate in studies having an impact either directly or indirectly on the physician assistant profession.
- e. Serve as a public information center with respect to its members, health profession, and the public.

## **Article 4. Membership**

**Section 4.01** Membership in this Academy shall be open to all individuals wishing to participate in promoting the purposes of the Academy. Specifically, membership shall consist of individuals who are cognizant of their obligation to the public and who meet the requirements for membership as defined by these Bylaws, and such other RIAPA rules and policies that may be established from time to time. Membership in the Academy is an honor that confers upon the individual certain rights and responsibilities. Adherence RIAPA's Articles of Incorporation,



these Bylaws, and RIAPA's rules and policies, and generally acting in a manner that is consistent with RIAPA purposes, is a condition of membership.

#### **Section 4.02 Membership Categories**

The membership shall consist of fellow, student, affiliate, physician, honorary, retired, and such other member categories as may be created by the Board. No category created by the Board shall not have privilege of the floor or voting rights.

#### **Section 4.03 Fellow Member**

A fellow member is a graduate of a PA program accredited by the Accreditation Review Commission for Physician Assistants (ARC-PA) or a predecessor agency or successor agency or certified by the National Commission on Certification for Physician Assistants (NCCPA) or holds a valid physician assistant license and is a current fellow member of the AAPA. All AAPA fellow members are eligible for membership. He or she shall have the privilege of the floor, shall be entitled to vote on all matters and shall be eligible to hold office.

#### **Section 4.04 Affiliate Member**

An affiliate member is a graduate of a PA program accredited by the Accreditation Review Commission for the Physician Assistant (ARC-PA) or a predecessor agency or a successor agency or certified by the National Commission on Certification of Physician Assistants (NCCPA) or holds a valid physician assistant license but is not a current AAPA fellow member. He or she shall have the privilege of the floor, shall be entitled to vote on all matters except those dealing directly with AAPA policy or AAPA related issues. Affiliate members are not eligible to serve as an officer but may serve as a director at large. (amended 3/1/2023)

#### **Section 4.05 Student Member**

A student member is a person who is enrolled and has at least three months remaining in a PA program accredited by ARC-PA. Student members are entitled to the privilege of the floor but have no vote or may not hold any office except for that of elected student representative to the board of directors

#### **Section 4.06 Physician Member**

A physician member is any U.S. licensed physician. He or she shall have the privilege of the floor but shall not be entitled to vote or hold office.

#### **Section 4.07 Honorary Member**

An honorary member is a person who, as a result of distinguished service to the physician assistant profession, is nominated by an active member and approved by the board of directors and the general membership. He or she shall have the privilege of the floor but shall not be entitled to vote or hold office.

#### **Section 4.08 Retired**

A retired member shall be a PA who is a current or former fellow or affiliate member of



RIAPA or AAPA or any other chartered AAPA Constituent Organization who has chosen to retire from the profession and opts to be classified as a retired member. Retired members shall be entitled to privileges of the floor and shall be entitled to vote but may not hold office. (amended 6/8/2016, 10/11/2018)

#### Section 4.08 Admission of Members

Applications for membership shall be in writing on application forms or by electronic means approved by the board. All applications shall be approved or rejected by the president, secretary or executive director.

#### Section 4.09 Number of Members

There is no limit to the number of members the corporation may admit.

#### Section 4.10 Membership Records

The corporation shall keep a record of membership containing the name, postal address and email address of each member. Termination of the membership of any member shall be recorded along with the date of termination. This information shall be kept at the corporation's principal office.

#### Section 4.11 Non-liability of Members

A member of this corporation is not personally liable for the debts, liabilities, or obligations of the corporation. (RIGL § 7-6-9. Exemption from liability)

#### Section 4.12 Non-transferability of Memberships

No member may transfer a membership or any right arising there from. All rights of membership cease upon the member's death.

#### Section 4.13 Termination of Membership

Membership shall terminate upon the occurrence of any of the following events:

- a) Upon the member's notice of termination delivered to the president or secretary of the corporation personally, electronically to the corporation's email or by mail. The membership will terminate on the date of delivery of the notice or the date of deposit in the mail. (amended 3/1/2023)
- b) If this corporation has provided for the payment of dues by members, upon a failure to renew membership by paying dues on or before their due date. This termination will be effective 30 days after the date of renewal. The board shall develop policies for notification of renewal and termination dates. (amended 6/29/17)
- c) The Rhode Island Academy of Physician Assistants endorses the AAPA Code of Ethics. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, and upon a determination by the board of directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation, membership may be terminated. Any person expelled from



the corporation shall receive a refund of dues already paid for the current dues period and the AAPA will be notified of the termination.

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

## **Article 5. Dues and Assessments**

### **Section 5.01 Dues**

Dues for the Chapter shall be determined by the Board of Directors

### **Section 5.02 Failure to Pay**

Any member whose membership has been canceled for failure to pay dues, shall not be eligible to vote or hold office.

## **Article 6. Meetings of Members**

### **Section 6.01 Place of Meetings**

Meetings of members shall be held at the principal office of the corporation or at such other place or places as may be designated from time to time by resolution of the board of directors.

### **Section 6.02 Meetings of Members**

Meetings of the members shall be called by the board of directors, the president of the corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members. Special meetings of the organization may be requested by a majority of the voting members.

### **Section 6.03 Notice of Meetings**

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, notice stating the place, day, and hour of the meeting and the purpose or purposes for which the meeting is called shall be delivered not less than 10 days before the date of the meeting, either personally, electronically, or by mail, by or at the direction of the president, the secretary/treasurer, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid. Personal notification includes notification by telephone or by fax.

The notice of any meeting of members at which directors are to be elected shall state the names of all those who are nominees or candidates for election to the board at the time notice is given.



#### Section 6.04 Quorum for Meetings

A quorum shall consist 10% (ten percent) of the voting members of the corporation. The quorum is required as a minimum and must be maintained throughout the meeting in order to conduct the business of the corporation. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion that the chair shall entertain at such a meeting is a motion to adjourn. The date of record for determining a quorum shall be 10 business days prior to the actual meeting date. (amended 6/29/2017, 3/1/2023)

#### Section 6.05 Majority Action as Membership Action

Every act, or decision by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless the articles of incorporation, these bylaws, or provisions of law require a greater number.

#### Section 6.06 Voting Rights

Each fellow member is entitled to one vote on each matter submitted to a vote by the members. Each affiliate member is entitled to one vote only on matters pertaining to the Corporation. Affiliate members may not vote on any matter pertaining to the AAPA or the Academy's relationship with the AAPA or for delegates to the House of Delegates. Election of officers and directors, shall be by written or electronic ballot.

(amended 6/8/2016, 6/29/2017; 10/11/2018)

#### Section 6.07 Action by Written or Electronic Ballot

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, any action that may be taken at any meeting of members may be taken without a meeting if the corporation distributes a written or electronic ballot to each member entitled to vote on the matter. The ballot shall:

- a) Set forth the proposed action.
- b) Provide an opportunity to specify approval or disapproval of each proposal.
- c) Indicate the number of responses needed to meet the quorum of 10% (ten percent) of the member eligible to vote and, except for ballots soliciting votes for the election of officers and directors, state the percentage of approvals necessary to pass the measure submitted. (amended 3/1/2023)
- d) Specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return their ballots to the corporation.

Section 6.08 Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these bylaws.

Section 6.09 Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum of 10% (ten percent) of total members eligible to vote. The date of record for establishing a quorum shall be 10



business days prior to the distribution of the ballot. (amended 6/29/2017, 3/1/2023)

Officers and directors may be elected by written or electronic ballot. Such ballots for the election of officers and directors shall list the persons nominated at the time the ballots are mailed or delivered. (amended 6/8/2016)

#### Section 6.10 Conduct of Meetings

Meetings of members shall be presided over by the president of the corporation or (in his or her absence) by the president-elect of the corporation. In the absence of all of these persons, the meeting shall be presided over by a chairperson chosen by a majority of the voting members present at the meeting. The secretary of the corporation shall act as secretary of all meetings of members; in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by the current edition of American Institute of Parliamentarians Standard Code of Parliamentary Procedure such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these by-laws, or provisions of law.

### Article 7. Board of Directors

#### Section 7.01 Purpose

The board of directors shall have supervision, control and direction of the affairs of the corporation, shall determine its policies or changes therein within the limits of the Bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such policies and procedures for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary. (amended 6/29/2017)

#### Section 7.02 Composition

The board of directors shall be composed of the officers and directors-at-large of the corporation. The number of directors may be increased or decreased from time to time by amendment of these bylaws.

#### Section 7.03 Meetings

##### Regular and Special Meetings:

The Board of Directors shall hold such regular meetings at such time and at such places as designated by Board policy, but in no event shall there be fewer than two such meetings in any calendar year. Notice of regular meetings of the Board shall be given either in writing or electronically 10 (ten) days before the meeting. Special meetings shall be called by the Secretary at the request of the President or upon written request to the President of a majority of the members of the Board then in office. The object of such special meetings shall be stated in the meeting notice, and no business other than that specified in the notice shall be transacted at the meeting. Notice of a special meeting shall be provided not less than two (2) days before the meeting. Quorum. A majority of the membership of the Board then in office shall constitute a quorum for the purposes of



transacting business. (Amended 10/11/2019)

#### Section 7.04 Conduct of Meetings

The President shall preside over Board meetings; in his or her absence, the president elect shall preside; In the absence of both these persons, the immediate past president shall preside. In the absence of the immediate past president the meeting shall be presided over by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board; in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by the current edition of Alice Sturgis's Standard Code of Parliamentary Procedure insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or provisions of law. (amended 6/8/2016)

#### Section 7.05 Removal and Resignation

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at a later date specified therein; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The provisions of this section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

#### Section 7.06 Vacancies

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director; and (2) if the number of authorized directors is increased.

Any member of the board of directors may resign effective his or her written notice to, the president, the secretary, or the entire board of directors, unless the notice specifies a later time for the effectiveness of the resignation. (Amended 10/11/2018)

Members of the board of directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of officers and directors-at-large in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person appointed to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from office. (Amended 10/11/2018)





#### Section 7.07 Compensation

The board of directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their duties.

#### Section 7.08 Majority Action as Board Action

Every act, or decision by a majority of the directors present, at a meeting duly held at which a quorum is present is the act of the board, unless the articles of incorporation, these bylaws, or provisions of law require a higher percentage or different voting rules for approval of a matter by the board.

#### Section 7.09 Non-liability of Board of Directors

The board of directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### Section 7.10 Indemnification by Corporation of Directors and Officers

The directors-at-large and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

#### Section 7.11 Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these by-laws, or provisions of law.

### Article 8. Officers

#### Section 8.01 Designation of Officers

The officers of the corporation shall be a president, a president-elect, the immediate past president, secretary and treasurer. (amended 6/8/2016)

#### Section 8.02 Qualifications

All officers:

- a. Must be a current fellow member of the RIAPA and AAPA.
- b. Shall have been an RIAPA fellow member and/or student member for the last one (1) year
- c. The President and President-elect must have served a minimum of one term as a committee chair, officer or director-at-large unless no such suitable candidate is



nominated; then, a nomination of an otherwise qualified candidate will be accepted.  
(amended 6/29/2017)

### Section 8.03 Election and Term of Office

The officers shall be elected into their position after formal ballot process as herein. The officers of the board of directors shall have a one (1) year term starting July 1st each year and ending June 30th the following year or until such a time as a replacement is duly elected. If the President resigns or is otherwise unable to continue in office the President-Elect will assume the duties of the President as described in Section 8.05 of these bylaws.

(amended 9/14/2016, 6/29/2017, 10/11/2018)

### Section 8.04 Duties of President

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to the office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or that may be prescribed from time to time by the board of directors.

Unless another person is specifically appointed as chairperson of the board of directors, the president shall preside at all business meetings of the organization and the board of directors. He or she shall make a full report of the year's activities at the annual meeting of the organization. He or she shall coordinate agendas for future meetings, preside at meetings, and facilitate discussion. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, the president shall, in the name of the corporation, execute contracts, checks, and other instruments of business that may from time to time be authorized by the board of directors.

### Section 8.05 Duties of President-elect

In the absence of the president, or in the event of his or her inability or refusal to act, the president-elect shall perform all the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions on the president. The president-elect shall organize and conduct, with the assistance of the secretary, all annual elections and shall chair the Elections Committee. In addition, the president-elect may have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, by these bylaws, or by the board of directors.

### Section 8.06 Duties of Secretary

The Secretary shall:

- a. Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.
- b. Keep at the principal office of the corporation, or at such other place as the board may determine, a book containing the minutes of all meetings of the directors and, if applicable, meetings of committees of directors and of members, recording therein the time and place of the meeting, whether it was regular or special, how it was called, how notice thereof was given, the names of those present or represented at the meeting, and



the proceedings thereof.

- c. Ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- d. Be custodian of the records.
- e. Keep at the principal office of the corporation membership records containing the name and address of each member, and, in the case where any membership has been terminated, record such fact in the membership record, along with the date on which such membership ceased.
- f. Exhibit at any reasonable time to any director of the corporation, or to his or her agent or attorney, the bylaws, membership book, and minutes of the proceedings of the directors of the corporation.
- g. In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or that may be assigned to him or her from time to time by the board of directors.

#### Section 8.07 – Duties of Treasurer

The Treasurer shall:

- a. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.
- b. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- c. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.
- d. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- e. Exhibit at any reasonable time the books of account and financial records to any director of the corporation, or to his or her agent or attorney.
- f. Render to the president and directors, whenever requested, an account of any or all transactions as treasurer and information about the financial condition of the corporation.
- g. Prepare (or cause to be prepared) and certify (or cause to be certified) the financial statements to be included in any required reports.
- h. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or that may be assigned to him or her from time to time by the board of directors. (amended 6/8/2016)



## Article 9. Directors-at-Large

### Section 9.01 Number

The corporation shall have three (3) directors-at-large who shall be Fellow or Affiliate members, and one student director-at-large from each PA training program located within the boundaries of the state of Rhode Island. Each PA training program may elect an alternate student director-at-large to serve in the absence of the student director-at-large.

### Section 9.02 Qualifications

Directors-at-large shall be current Fellow or Affiliate members Rhode Island Academy of Physician Assistants (RIAPA).

Student directors-at-large and alternate student directors-at-large shall be currently enrolled in an accredited PA training program within the boundaries of the state of Rhode Island, and be a current student member of the Rhode Island Academy of Physician Assistants, (amended 6/29/2017; 10/11/2018)

### Section 9.03 Powers

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

### Section 9.04 Duties

It shall be the duty of the directors-at-large to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws.
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation.
- c. Supervise all officers, agents, and employees of the corporation to ensure that their duties are performed properly.
- d. Meet at such times and places as required by these bylaws.
- e. Register their addresses with the secretary of the corporation. Notices of meetings mailed or electronically communicated to them at such addresses shall be valid notices thereof.

It shall be the duty of the student director(s)-at-large to:

- a. Act as a liaison between the board of directors and all student members of the organization.
- b. Assist in conducting affairs of the organization as designated by the president.



- c. Encourage student participation and involvement on the organization's committees and projects.
- d. Student directors shall have voting privileges on matters before the board of directors.  
(amended 6/8/2016, 6/29/2017)

#### Section 9.05 Elections and Term of Office

The directors-at-large shall be elected into their position after formal ballot process as herein. The directors- at-large shall have a one (1) year term starting July 1st each year and ending June 30th the following year or until a replacement is duly elected.

(amended 6/29/2017)

Student director-at-large and alternate student directors-at-large shall be elected by a majority vote of the student body of his/her PA training program. (amended 6/8/16)

### Article 10. Board and Other Committees

#### Section 10.01

Board Committees. The Board of Directors, by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, may establish and appoint such Board Committees as may be necessary to carry out the duties of the Board. Only members of the Board of Directors shall be eligible to serve on Board Committees, and each Board Committee shall have two or more Board members, who shall serve at the pleasure of the Board. Board Committees may exercise the Board's authority only to the extent specified by the Board of Directors by resolution, or by the Articles of Incorporation or these Bylaws. A Board Committee shall not, however, (1) authorize distributions; (2) recommend to members or approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the corporation's assets; (3) elect, appoint, or remove Directors, or fill vacancies on the Board of Directors or any of its committees; or (4) adopt, amend, or repeal the Articles of Incorporation or the Bylaws. The designation of and the delegation of authority to any such committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law. (amended 6/8/2016; 10/11/2018, 3/1/2023)

#### Section 10.02 Other Committees

The corporation shall have such other committees not having and exercising the authority of the Board of Directors in the management of the Corporation as may from time to time be designated by resolution of the board of directors. The Board of Directors shall establish such committees and set forth the respective duties, responsibilities, and membership eligibility requirements thereof, as the Board may deem advisable. These committees shall act in an advisory capacity to the board. Any Fellow, Affiliate or Student member may serve on non-board committee.

(amended 6/29/2017; 10/11/2018)

#### Section 10.03 Executive Committee

There shall be an executive committee consisting of the president, president-elect, immediate past president, secretary and treasurer. The executive director shall serve as a



non-voting ex-officio member except in the case of a tie vote. (amended 6/29/2017)

#### Section 10.04 Executive Committee Duties and Powers

The Executive Committee shall be empowered to act for the Board of Directors on emergency and time sensitive matters only. 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 ratified by the Board of Directors and shall be included in the official Board minutes.

The Executive Committee shall be responsible for:

- a. Due diligence for all contracts, agreements, programs, proposals, affiliations and motions to be brought before the board.
- b. Drafting all board agendas
- c. Draft policies and procedures for approval by the Board (amended 6/8/2016)

### Article 11. Elections

#### Section 11.01 Time of Elections.

Election of the President-elect, Secretary, Treasurer, Directors-at-Large, and Delegates to the AAPA House of Delegates shall be completed annually on or before May 31st.

(amended 6/29/2017)

#### Section 11.02 Eligibility of Voters.

Eligible voters are fellow and affiliate members listed on the Academy membership roster as of (10) days prior to the start of the voting period. (amended 6/29/2017)

#### Section 11.03 Election Procedures.

A Nominating Committee shall be appointed by the Board annually and shall carry out such duties and responsibilities as (1) are set forth in these Bylaws; and (2) are established by the Board. Such duties and responsibilities shall include:

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

The Committee shall be composed of Fellow and/or Associate members who may not run for any of the positions being evaluated for the upcoming election

The Executive Director shall determine the procedures for the election of Academy Officers, Directors-at-large, and the apportioned number of Fellow Members to serve as



Delegates to the AAPA House of Delegates including the dates for distribution and return of ballots. Voting shall be by mail or electronic ballots. The Executive Director or designee shall manage the ballot distribution, tabulation of results, and security of the results until the voting period is closed. (amended 6/8/2017; 10/11/2018, 3/1/2023)

**Section 11.04** Vote Necessary to Elect.

A plurality of the votes cast shall elect the Directors-at-large, Officers and Delegates to the AAPA House of Delegates In the case of a tie vote, a run-off election shall be held

**Section 11.05** Delegates to the AAPA House of Delegates.

The Delegates to the AAPA House of Delegates shall be elected by the fellow members of the Academy. The board shall designate one (1) delegate to serve as a Chief Delegate. (amended 6/8/2016, 6/29/17; 10/11/2018)

**Article 12. Execution of Instruments, Deposits, and Funds**

**Section 12.01** Execution of Instruments

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or render it liable monetarily for any purpose in any amount that is equal to or exceeds \$500 per ante.

**Section 12.02** Checks and Notes

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer or by the president of the corporation.

**Section 12.03** Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

**Article 13. Corporate Records and Reports**

**Section 13.01** Maintenance of Corporate Records

The corporation shall keep at its principal office:

- a. Minutes of all meetings of directors, committees of the board, and members, indicating the time and place of holding such meetings, whether they were regular or special, how they were called, the notice given, the names of those



present, and the proceedings thereof.

- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.
- d. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

#### Section 13.02 Inspection Rights

Every member shall have the absolute right at any reasonable time to inspect and copy all reports and minutes and shall have such other rights to inspect the properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

### **Article 14. Tax Exemption Provisions**

#### Section 14.01 Limitations on Activities

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code.

#### Section 14.02 Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation.

### **Article 15. Amendment of Bylaws**

#### Section 15.01 Amendments

Subject to the power of the members of this corporation to adopt, amend, or repeal the bylaws of this corporation and except as may otherwise be specified under provisions of law, these bylaws, or any one of them, may be altered, amended, or repealed and new bylaws adopted by the recommendation of and ratified by the board of directors.

(amended 10/18/2016, 3/1/2023).

### **Article 16. Delegates to the AAPA House of Delegates**

#### Section 16.01 Delegates to the AAPA House of Delegates





Each year there shall be elected as provided for in Article 11 Section 5 of these bylaws the apportioned number of Delegates to the AAPA House of Delegates

**Section 16.02 Duties and Responsibilities of Delegates**

The duly appointed Chief Delegate shall with the assistance of the Delegate:

- a. Represent the RIAPA at the Annual Meeting of the House of Delegates.
- b. Draft and file with the AAPA Speaker of the House any resolutions to be brought before the HOD by the RIAPA
- c. Review all submitted resolutions and make a report to the board with recommendations for a position on each resolution.
- d. Provide a written report to the Board the actions of the HOD.

**Article 17. AAPA Charter Compliance**

**Section 17.01**

The Rhode Island Academy of Physician Assistants is chartered by AAPA. 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 or pass any bylaws or policies in conflict with AAPA bylaws 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 or policies, the chartered organization must work with AAPA to change the conflicting philosophy by altering the organization's policy or bylaws. (amended 6/8/2016)

**Article 18. Construction and Terms**

**Section 18.01**

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

