

BYLAWS of THE

Association of Physician Assistants in Obstetrics and Gynecology (APAOG)

Article I: NAME

The name of this organization shall be Association of Physician Assistants in Obstetrics and Gynecology, herein referred to as APAOG.

Article II: MISSION AND COMMITMENTS

Section 1: APAOG's mission is to promote women's health by supporting the PA/physician teams who provide quality, cost-effective care for patients.

Section 2: APAOG is committed to:

- Advocate for patient autonomy through education and collaborative care.
- Promote clinical and academic excellence for members of APAOG.
- Provide members with a forum to discuss topics that relate to PAs practicing in women's health.
- Assist and support PAs and the health care team by providing information through education and programs relating to the delivery of quality women's health care services.

Article III: MEMBERSHIP

The APAOG shall be representative of physician assistants, students, and other individuals interested in women's health, who meet the Bylaws and requirements by the Board of Directors.

Section 1: Membership categories are a) fellow, b) physician, c) affiliate, d) associate, e) student, f) pre-PA, g) honorary members.

Section 2: Fellow members are graduates of PA programs approved by the Accreditation ARC-PA and/or who have passed the certifying examination of the NCCPA and have at least one year of PA. Fellow members will have voting privileges.

Section 3: Physician members are advocates for the goals of APAOG.

Section 4: Affiliate members are individuals who are actively involved in women's healthcare, are advocates for the goals of APAOG and do not qualify as members under other categories. Affiliate members include those that are non-PA (NPs, CNMs, RNs, healthcare administrators, etc).

Section 5: Associate members are PAs who graduated from an accredited PA program within the last two years.

Section 6: Student members are individuals who are enrolled in a PA program which is approved by the ARC-PA.

Section 7: Pre-PA members are individuals who are interested in pursuing a PA career in women's health, but have not yet matriculated into a PA program.

Section 8: An Honorary member shall be a person who has rendered distinguished service to women's health, the PA profession and/or APAOG. Such members shall be nominated by an APAOG member approved by the Board of Directors within one year. They shall be entitled to the privilege of the floor but shall not be entitled to vote or hold office. They shall be exempt from paying dues and will have lifetime membership.

Section 9: All applicants for membership shall be in writing or electronic applications provided by the organization. All applications shall be approved or rejected by the organization's Board of Directors or its designee. No applicant shall be denied based on gender, age, race, creed, color, national origin, disability, or sexual orientation. 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. Appeals will be acted upon by the Board of Directors whose decision will be final.

Section 10: Annual fees and dues amounts shall be established and approved by the Board of Directors for each type of membership. The Board of Directors may offer complimentary membership for financial or personal hardship on a case-by—case and yearly basis.

Section 11: AAPA members who belong to more than one constituent organization may vote on AAPA issues in only one constituent organization.

Article IV: DISCIPLINE

Section 1: Any member who is under sentence of license 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 proceeding until reinstatement. Their change of status notice shall be in writing.

Section 2: Any member who has been censured, suspended or expelled by the Board of Directors may appeal, in writing, such action within six months after notice is given by the Board of Directors.

Section 3: A committee chair, not part of the Board of Directors, shall arrange for an impartial, three person panel to hear the appeal. The panel shall consist of fellow members who are not holding a chairmanship or board office. The committee chair shall designate a time and place for the hearing of the appeal, and after giving the appellant and representative reasonable opportunity to be heard, shall, by a majority vote, either sustain or reverse such censure, suspension, or expulsion, The decision of the panel shall be final.

Article V: MEETINGS OF MEMBERS

Section 1: The annual meeting shall be held at a date, time, and place set by the Board of Directors and shall be held for the purpose of transacting APAOG business.

Section 2: Members shall be notified of meetings prior to said meeting at least 14 (fourteen) days before the meeting date.

Section 3: A special membership meeting of APAOG may be requested by the President, Board of Directors, and/or a majority of the fellow members.

Section 4: Fellow members and Board of Directors are entitled to one vote on meeting motions.

Section 5: Minimum of five percent of voting membership shall constitute a quorum. Approval by simple majority.

Article VI: BOARD OF DIRECTORS

Section 1: The Board of Directors shall consists of President, Vice-President, Immediate Past President, Secretary, Treasurer, two Directors at Large, two Student Representatives, and a non-PA Representative.

Section 2: The President, Vice-President, Secretary and Treasurer shall be a fellow member in good standing of AAPA for the duration of their term.

Section 3: The Board of Directors shall control and manage the affairs of APAOG.

Section 4: The Board of Directors shall hold meetings at such times and places designated by the President, but in no event shall there be less than one meeting in any calendar year. An absolute majority of the membership of the Board shall constitute a quorum for purposes of transacting business.

Section 5: The board officers shall serve a two-year term. Terms may be staggered so that officers are elected each year. An officer may only serve two consecutive two-year terms. Any officer may resign at any time. Such resignation shall be in writing to the board and shall take effect at the time specified therein.

Section 6: The Board of Directors, at any meeting thereof, may appoint such additional officers with such title, authority, and duties as it may deem advisable. The Board will set the amount of any compensation for additional officers or office personnel and will have the right to remove or replace any appointees at the Board's discretion.

Section 7: Any officer may be removed from office, for cause, at any time by the affirmative vote of the absolute 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 takes final action.

Section 8: 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 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 9: The appointed liaison to the American College of Obstetricians and Gynecologists (ACOG) may be a current or ex-officio member of the Board of Directors.

Article VII: ELECTION OF THE BOARD OF DIRECTORS

Section 1: The Elections Committee shall establish rules and regulations governing the elections.

Section 2: The offices to be filled are the Board of Directors.

Section 3: The outgoing President may remain on the Board of Directors as a voting member for one year as the Immediate Past President.

Section 4: Eligible voters include fellow members and the Student Representative(s).

Section 5: The election of officers shall be conducted by June 1st and shall be conducted in writing.

Section 6: The elected officers shall take office on July 1st. Their term of office runs from July 1st to June 30th.

Article VIII: DUTIES OF OFFICERS

Section 1: The President shall preside at all APAOG business meetings and of the Board of Directors. The officer shall make a full report of the year's activities at the annual APAOG meeting. The President shall coordinate agendas for future meetings, preside at all meetings and maintain order, and set up forums for discussion. The officer shall appoint all standing committee and designate their chairperson, subject to the approval of the Board of Visitors. The President will serve as the AAPA House of Delegate.

Section 2: The Vice President shall assume the duties of the President during an absence or vacancy. The Vice President will organize and conduct, with the assistance of the Secretary, all annual elections and be chairperson of the Elections Committee. The officer shall periodically review and recommend revision of the APAOG bylaws and policies.

Section 3: The Immediate Past President may attend Board meetings and shall perform such duties as may be delegated by the President.

Section 4: The Secretary shall keep minutes of all APAOG meetings, be responsible for all organization communications, notification of meetings, and assist the Vice President on elections.

Section 5: The Treasurer shall maintain accurate records of the financial status of the organization, oversees yearly dues from relevant members, deposit into APAOG's account all money received by the organization, and with the President's approval, pay all bills approved by APAOG, and record all receipts of those payments. The Treasurer's record shall be audited every year and upon leaving the office. The method of audit will be determined by the Board of Directors.

Section 6: Director(s) at Large shall prepare for and participate in the board meetings and conference calls. The officer(s) will mentor potential leaders of APAOG, develop and carry out APAOG business, and serve on assigned committees. The Director(s) at Large will also perform other duties as delegated by the President or Board of Directors.

Section 7: Non-PA Representative shall prepare for and participate in the board meetings and conference calls. The office will advocate for the PA profession and the mission of APAOG. The Non-PA Representative will perform other duties as delegated by the President or Board of Directors.

Section 8: Student Representative(s) shall communicate between the Board of Directors and all student members of APAOG. The Student Representative(s) will govern the student liaisons from PA programs. The officers(s) shall assist in conducting affairs of APAOG as delegated by the President or Board of Directors.

Article IX: COMMITTEES

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

There shall be the following Standing Committees: a) Membership, b) Elections, c) Professional Practice and Education, d) Public Relations, e) Corporate Relations, and f) Publications.

Section 1: The chair of each standing committee shall serve for a two year term. All committee chairs shall be appointed by the President, with the majority approval of the Board of Directors, and shall be subject to removal by the President. Each committee shall be responsible to the President and Board of Directors.

Section 2: Each standing committee shall be responsible for the performance of the duties and functions delegated by the Board of Directors or President.

Section 3: Standing committees shall hold regular meetings and shall make periodic written reports to the Board of Directors through the President.

Section 4: Special (ad hoc) committees may be appointed by the President with the concurrence of the Board for such special tasks as circumstances warrant.

Article X: DUTIES OF THE STANDING COMMITTEES

Section 1: Membership Committee shall encourage and promote the increase of APAOG membership by coordinating the recruitment, retention and development of APAOG's members.

Section 2: Elections Committee shall prepare a slate of candidates to fill positions on the Board of Directions. The committee shall establish rules and regulations governing the elections. The committee shall conduct the elections in the manner discussed in Article VII, Section 5.

Section 3: Professional Practice and Education Committee shall establish and monitor policies and practice guidelines that have an effect on women's health. This committee shall coordinate the planning of educational opportunities.

Section 4: Public Relations Committee shall establish and maintain liaisons with other professional organizations that enhance the ability to deliver quality women's health care. This committee will serve as an informational resource to the public and professional communities regarding PA practice in women's health and the mission of APAOG.

Section 5: Corporate Relations Committee shall generate non-dues revenue and maintain open communication with corporate sponsors.

Section 6: Publications Committee will provide ongoing written communications aligned with the mission of APAOG. This committee will keep members informed of current news.

Article XI: FINANCE

Section 1: The fiscal year shall be determined by a resolution of the Board of Directors.

Section 2: The amount of annual dues and fees shall be determined by the Board of Directors.

Section 3: The Board of Directors may establish procedures and policies with regard to nonpayment of dues and fees.

Section 4: Upon dissolution of APAOG, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, and shall be distributed to the

Physician Assistant Foundation, another 501(c)3 corporation for the purposes of scholarship and education. This is permissible only if the Physician Assistant Foundation is still a 501(c)3 organization at the time of APAOG's dissolution. If Physician Assistant Foundation is not a 501(c)3 organization at this time, the assets should be distributed to the Society for the Preservation of Physician Assistant History, another 501(c)3 corporation.

Article XII: PARLIAMENTARY AUTHORITY

Section 1: The current edition of *Sturgis-Standard Code of Parliamentary Procedure* shall be the parliamentary authority for all matters of procedures not specifically covered by these bylaws.

Section 2: This constituent organization is part of the parent organization, AAPA. APAOG will uphold the principles, purposes, and philosophy for which AAPA was founded.

Article XIII: ETHICS AND JUDICIAL AFFAIRS

Section 1: The Board of Directors shall serve as the judicial body of the organization.

Section 2: APAOG supports the AAPA's code of ethics of the PA profession.

Article XIV: AMENDMENT OF BYLAWS

Section 1: These bylaws may be amended at any regular or special meeting of the membership by a majority vote of all voting members present or by proxy.

Section 2: The Board of Directors recommends comprehensive review and update of bylaws at least every ten years.