

***Bylaws of the  
California Academy of Physician Assistants, Inc.  
A California Nonprofit Mutual Benefit Corporation***

**Article I. Name**

This corporation shall be known by name and title as the California Academy of Physician Assistants, Inc., herein referred to as the Academy, a nonprofit corporation.

**Article II. Principal Office**

The principal office for the transaction of the business of the corporation shall be at a location within the state of California, as designated by the BOD. The Board of Directors by a two-thirds (2/3) majority may at any time and when it is financially feasible, change the location of the principal office from one location to another in this state.

**Article III. Purpose**

The general purpose of the Academy is as set forth in its Articles of Incorporation. Within the context of such general purpose, the specific goals of the Academy shall be:

- a. To expand access to health care for the citizens of California by promoting the physician assistant profession;
- b. To encourage its members to render quality service to the health professions and to the public;
- c. To develop, sponsor and evaluate continuing medical or medically related education programs for physician assistants;
- d. To assist in the development of role definition of a physician assistant;
- e. To sponsor and promote regulatory and legislative changes which will enhance the ability of the physician assistant to provide safe, cost-effective medical care to the residents of California.
- f. To promote cooperation and harmony with other health professions in order to improve coordination and eliminate conflict within the health care delivery system;
- g. To serve as a public information center regarding the physician assistant profession for its members, other health professions and the public;
- h. To develop, coordinate and participate in studies having an impact either directly or indirectly on the physician assistant profession;
- i. To assist with the coordination and standardization of curricula for the physician assistant;
- j. To engage in any other lawful act or activity permitted by the Nonprofit Mutual Benefit Corporation Law which directly or indirectly promotes quality, cost-effective and accessible health care; promotes the professional and personal development of the physician assistant; and/or promotes or protects the physician assistant profession.

**Article IV. Affiliation**

The Academy shall seek to maintain the status of a chartered constituent chapter of the American Academy of Physician Assistants, herein referred to as the AAPA.

**Article V. Classes and Conditions of Membership**

**Section 1. General.** Members of this Academy shall be men and women who are cognizant of their obligation to serve the public and who meet the requirements for membership as herein defined.

**Section 2. Classes.** The membership shall consist of (a) fellow members, (b) associate members, (c) student members, (d) physician members, (e) affiliate members, (f) honorary members, (g) founding

members, (h) hardship members, (i) retirement members, (j) military members, (k) Physician/PA joint members, and such other members as may be recognized by the Board of Directors. Notwithstanding the foregoing, only fellow and associate members shall constitute statutory members within the meaning of Section 5056 of the California Corporations Code.

**Section 3. Fellow.** Fellow members shall be physician assistants who are fellow members of the American Academy of Physician Assistants. Fellow members shall be eligible to hold office and shall have full voting rights.

**Section 4. Associate.** Associate members shall be physician assistants who are eligible for AAPA fellow membership but elect not to join the AAPA, or who are ineligible for AAPA fellow membership. Associate members may be fully active in affairs of the Academy, but may not directly participate in issues relating to the AAPA, such as submitting resolutions to, being a delegate to, or voting for delegates to the AAPA House of Delegates, and may not become officers of the Academy.

**Section 5. Student.** Student members shall be persons enrolled in programs for physician assistants that are approved by the ARC-PA or its successor. Student members from California programs may only hold the office of student representative and no student may vote in Board of Directors and officer elections other than for the Student representative, or vote for AAPA related issues.

**Section 6. Physician.** Physician members shall be supervising physicians of Academy members or other licensed physicians who desire to associate with the Academy and/or promote its purposes. Physician members shall be entitled to participate in Academy activities, but shall not be entitled to vote or hold office.

**Section 7. Affiliate.** Affiliate members shall be persons who are not physician assistants and who desire to associate with the Academy and/or promote its purposes. Affiliate members shall be entitled to participate in Academy activities, but shall not be entitled to vote or hold office.

**Section 8. Honorary.** Honorary members shall be persons who have rendered outstanding service to the Academy, who are nominated by a physician assistant member of the Academy, and who are confirmed by a two thirds (2/3) vote of the Board of Directors. Honorary members shall have all the rights and privileges of the Academy except voting, holding office, or chairing committees. They shall be exempt from payment of dues.

**Section 9. Founding/Honorary Founding.** The Founding member classification is reserved exclusively for those who participated in the founding of CAPA. Physician assistants who have been, or are CAPA members and who have demonstrated exemplary service in the advancement of the California Academy of Physician Assistants and the physician assistant profession generally may be accorded recognition for such stellar service by being appointed as Honorary Founding Members. Honorary Founding members shall be nominated by a Fellow or Associate member and must be confirmed by a two thirds (2/3rds) vote of the CAPA Board of Directors. They shall be known as Honorary Founding members, in addition to their current or previous membership status. They shall have no rights and privileges of CAPA, however, except as granted to them by whatever other CAPA membership status they may currently hold.

**Section 10. Hardship.** Hardship members shall be fellow, associate, and student members who have met hardship requirements. Hardship membership in the California Academy means that dues are waived for the current fiscal year. A member in the Hardship category retains all rights and privileges consistent with the membership category for which they qualify.

**Section 11. Military.** Military members shall be full-time permanent/active duty PAs. Military members who qualify for fellow membership in the California Academy shall enjoy all the rights of a fellow if AAPA recognizes the Academy as the constituent chapter representing them with AAPA. Otherwise, if CAPA is not recognized as the constituent chapter representing them with AAPA, they shall have the rights of Associate membership.

**Section 12. Physician/PA.** Physician/PA membership shall be a combined membership for a Fellow/Associate PA member and a supervising physician conjointly, both meeting the requirements as previously stated.

**Section 13. Retirement.** Retirement status shall be open to PAs who have retired completely from the PA profession. These people will have been previous CAPA members for at least 3 years (not necessarily the last 3 years or 3 years in succession). Retirement members will receive publications. They will not be allowed to hold office, chair a committee, or have voting privileges. Retirement members shall be automatically renewed each year without special reapplication. If a retirement member resumes any work as a PA, then their retirement membership will be terminated.

**Section 14. Application.** All applications for membership shall be made in writing on an application form provided by the Academy and approved by the Board of Directors. Applications shall be reviewed and approved or rejected by the Board of Directors or the Chief Operating Officer or designated staff. Each member shall be issued a membership card, certificate or other evidence of membership as may be determined by the Board of Directors, title to which shall remain with the Academy at all times.

**Section 15. Condition of Membership.** Each applicant for membership, by applying for or maintaining membership: (a) authorizes the Academy to consult with others and to inspect records and documents that may aid the Academy in examining the fitness of the applicant for membership or continued membership, and releases from liability all individuals or organizations who provide the information in good faith and without malice to the Academy concerning the fitness and qualifications of an applicant or member; and (b) releases from liability the Academy and all Academy representatives, to the full extent permitted by law, for their acts performed in evaluating an applicant or taking action on an application, or in determining whether any action referred to in Article XII is warranted, or in taking any such action.

**Section 16. Termination of Membership.** A membership shall terminate on occurrence of any of the following events:

- a. Resignation of a member, on reasonable notice to the Academy;
- b. Expiration of the period of membership unless the membership is renewed on the renewal terms fixed by the Board;
- c. Failure of a member to pay membership dues or fees as set by the Board within sixty (60) days after they become due and payable.
- d. Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications;
- e. Expulsion of the member for misconduct in accordance with the procedures specified in Article XII.

**Section 17. Suspension or Expulsion.** Any member who is under sentence of suspension or expulsion shall not be entitled to any of the rights or benefits of the Academy or be permitted to take part in any of the proceedings until he/she has been reinstated.

**Section 18. Nondiscrimination.** Membership in the Academy shall not be denied or abridged because of sex, color, creed, race, religion, ethnic or national origin, age, or sexual orientation.

## **Article VI. Annual Convention and Special Meetings of the Membership**

**Section 1. Time and Place.** The convention of the members of the Academy shall be held annually at a time and place determined by action of the Board of Directors. Special meetings of the membership may be called by the Executive Committee or the Board, or shall be called by the President upon petition signed by no less than ten percent (10%) of the voting members of the Academy.

**Section 2. Notice.** Written notice of the time and place of the annual convention or any special meeting shall be mailed or sent electronically to each voting member, charges prepaid, addressed to him/her at his/her address or email address as it is shown on the records of the corporation, or if it is not shown on the records or not readily ascertainable, notice shall be posted at the principal office. Any notice shall be

mailed at least ten (10) days before the date of the meeting. Notice may be provided in the Academy bulletin and/or newsletter, except as otherwise required by Corporations Code Section 7511(c). The notice shall specify the date, time and place of the meeting and (a) for the annual convention, those matters that the Board, at the time notice is given, intends to present for action by the members, or (b) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted at such special meeting.

**Section 3. Quorum; Voting.** Eight percent (8%) of the voting membership shall constitute a quorum at any meeting of the Academy or for purposes of a mail vote as authorized by these Bylaws. An affirmative vote by a majority of the members voting shall constitute action of the Academy, unless a different percentage is required by law, the Articles of Incorporation, or these Bylaws.

**Section 4. Purpose.** At the annual convention or any special meeting of the membership, the Academy may transact such business as may be required and as may appear on the agenda or notice. Approval by the members of any of the proposals specified in Corporation Code Section 7222 (removal of directors without cause), Section 7224 (filling vacancies on the board), Section 7233 (approving contracts in which a director has a material financial interest), Section 7812 (amending the Articles of Incorporation), Section 8610 (voluntarily electing to wind up and dissolve the corporation), and Section 8719 (approving a distribution plan on winding up that is inconsistent with rights specified in the articles or Bylaws, other than by unanimous approval by those entitled to vote), is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals.

**Section 5. Mail Votes Without Meeting.** Any action of the Academy requiring a vote of the membership shall be valid as if voted upon at a duly constituted meeting if a quorum and required number of votes are cast pursuant to a mail or electronic vote by written or duly secure electronic ballot provided to the members in accordance with the applicable provisions of the California Corporations Code. All solicitations of votes by written ballot shall (a) indicate the number of responses needed to meet the quorum requirement, (b) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures, and (c) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (a) set forth the proposed action, (b) provide the members an opportunity to specify approval or disapproval of each proposal, (c) provide a reasonable time in which to return the ballot to the Academy and (d) provide, subject to reasonable specified conditions, that where the member specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

## **Article VII. Board of Directors**

**Section 1. Number.** There shall be ten (10) directors of the Academy, consisting of: the president, president-elect, vice president, secretary, treasurer, immediate past-president, student representative, and three (3) directors-at-large (or, in the circumstances specified in Section 5, four (4) or five (5) directors at large).

**Section 2. Term of Office.** The term of office for officers and directors shall be one (1) year, commencing July 1 and ending June 30, except as provided in Section 5 in the event of a vacancy in the office of president-elect during the preceding year.

**Section 3. Vacancies.** In the event of a vacancy on the Board of Directors resulting from a vacancy in the office of president, the vice president shall become the president and shall serve the remainder of the unexpired term. In the event of a vacancy on the Board of Directors resulting from a vacancy in the office of the president-elect which occurs after an election filling such position, the remaining members of the Board shall fill said position by temporary appointment, and a special election of the general membership shall be held within ninety (90) days to fill said vacancy. Candidates for the vacant office of president elect may either self-declare, or may be nominated by any fellow or associate member, or may be nominated by a nominating committee if such has been established. The election rules stated in Sections 6, and 7 of this

Article shall apply to a special election. In the event that the date of a special election falls after the end of the regular term of office as defined in Section 2 of this Article, the vice president shall temporarily serve as the president, and the special election shall directly elect the new president. The new president's term commences immediately upon certification of the special election results by the election committee. All other vacancies occurring on the Board of Directors shall be filled for the unexpired terms by a vote of the majority of the remaining members of the board. Notwithstanding foregoing, a vacancy shall not be deemed to exist (i) in the office of president-elect during the year following an election in which no candidate has self-declared or been nominated for such office, or (ii) in the office of president or immediate past president in the second year following such election. In such event, Section 5 shall govern the composition of the Board.

**Section 4. Duties and Responsibilities.** Without prejudice to the duties and responsibilities conferred by statute, by the Articles of Incorporation, or by these Bylaws, the directors of the Academy shall be responsible for the implementation of policies concerning the property, business and affairs of the Academy. Without limiting the foregoing, the Board of Directors shall have the following duties and responsibilities.

- a. To appoint and employ, and at its discretion to remove and suspend permanently or temporarily, the Chief Operating Officer and such other employees and consultants, including but not limited to legal counsel and a legislative advocate, as it may from time to time choose and to determine and fix their duties, and to fix and change their salaries and employment and to require such security in such instances and in such amounts as it may determine, and to confer by resolution upon any officer of the Academy the right to choose, remove or suspend all subordinate officers or agents and to fix and change their salaries.
- b. To determine who shall be authorized to sign, on the Academy's behalf, bills, receipts, endorsements, checks, releases, contracts, and documents.
- c. To impose such charges, dues and/or assessments as it may deem advisable for purposes of furthering the Academy's objectives.
- d. Subject to Section 3 of this Article, to fill all vacancies occurring in their number between annual elections.
- e. To establish the policies of the Academy and to determine the appropriate strategies for achieving its goals.
- f. To provide from time to time for the management of these affairs of the Academy in such manner as it may think fit, and from time to time, to delegate any of the powers of the Board of Directors to any committee, officer or agent, except: (1) the power to alter or amend these Bylaws; (2) the power to elect directors; and (3) the power to fill vacancies in the membership of the Board of Directors.

**Section 5. Election of Board.** Election of the Board of Directors and delegates to the House of Delegates of the AAPA will be held the first Thursday of each May. Declaration of candidacy for elected office on the Board of Directors must precede the appointed date of election by at least seventy five days (75) or sixty (60) days if the candidate is nominated by the nominating committee. Candidates may self-declare, or may be nominated by any fellow or associate member, or may be endorsed by the nominating committee if such has been established. A candidate for President Elect, Vice President or Treasurer must have previous experience as a Board member and/or have served as a committee or task force chair. The candidate must be willing and able to fulfill the time and financial commitments of the office. If no candidate self-declares or is nominated for the office of president-elect, the president-elect in office at the time of the election shall, with his or her concurrence, serve as president for a period of two years ("Two Year President"), and an additional director at large shall be elected in lieu of a president-elect. In the event there are two consecutive Two Year Presidents, such that there would otherwise be an additional vacancy on the Board, a second additional director-at-large shall be elected to fill such vacancy. Service by a director as a president for a second year under this section shall be in lieu of such director's service as immediate past-president, and nothing herein shall be construed as extending such director's term as director. Declaration is considered official when a self-declaration or an acceptance of nomination is received in writing by the CAPA Office. All candidates shall be fellow members of the Academy except: candidates for the student representative, who shall be a student member at the time of election in a California physician assistant

program, approved by ARC-PA or its successor; and-the candidates for director-at-large, who shall be fellow or associate members, provided, however, that in the event the current student representative is a candidate for director-at-large, that he or she must be a fellow or associate member no later than 90 days after taking office.

**Section 6. Ballots.** The CAPA Office upon direction from the Election Committee Chairperson shall distribute a ballot to each fellow, associate and student member by mail at least thirty (30) days prior to the date of the election of officer, directors and delegates. The ballot, to be valid, must be received at the principal office by the date of the election. Eligible voters are Academy fellow, associate, hardship, military and student members in good standing thirty (30) days prior to ballot distribution.

**Section 7. Voting; Quorum.** A majority of valid ballots cast, so long as they shall constitute a quorum, shall elect the president-elect, vice president, secretary, treasurer, and student representative. The immediate past-president and president shall assume office by virtue of their tenure. In the event that there is no majority, a run-off election between the two candidates receiving the most votes for the affected office shall be held. A majority of valid ballots cast, so long as they shall constitute a quorum, shall elect in a run-off election.

**Section 8. Student Representative.** The student representative shall be elected by student members only.

**Section 9. Directors-at-Large.** The three (or, in the circumstance specified in Section 5, four (4) or five (5), as applicable) candidates for director-at-large receiving the highest number of votes cast shall be elected to office.

**Section 10. Tenure of Office.** The elected Board of Directors shall assume office as specified in Section 2.

**Section 11. Meeting of the Board.** The Board of Directors shall hold meetings at such time and at such places as shall be designated by the president or specified by resolution of the Board, but in no event shall there be less than three such meetings in any calendar year.

**Section 12. Special Meetings.** Special meetings of the Board shall be called by the secretary at the request of the president or upon the request to the president of at least two other Board members. The object of any special meeting shall be stated in the notice and no other business shall be transacted.

**Section 13. Notice.** Notice of regular meetings of the Board of Directors shall be mailed to members of the Board at least four (4) days prior to the meeting date. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage prepaid; (c) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate the notice promptly to the director; (d) by fax or e-mail message. All such notices shall be given or sent to the director's address, e-mail address or telephone or fax number, either home or office, as shown on the records of the Academy. Notices sent by first class mail shall be deposited in the mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or e-mail message shall be delivered, telephoned or emailed at least 48 hours before the time set for the meeting. Notice of a special meeting shall state the time of the meeting, the place and the business to be transacted at such meeting.

**Section 14. Waiver of Notice.** Notice of a meeting need not be given to any Board member who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Board member.

**Section 15. Adjournment.** A majority of the Board Members present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of time and place of holding an adjourned meeting need not be given to absent Board members if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four

(24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Board members who were not present at the time of the adjournment.

**Section 16. Participation in Meetings by Electronic Modalities.** Any meeting may be held by conference telephone call or similar communication modality, or any director may participate in a meeting by such medium as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such meetings.

**Section 17. Action Without Meeting.** Any action that the Board or Executive Committee is required or permitted to take may be taken without a meeting if all members of the Board or Executive Committee consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board or Executive Committee. All such consents shall be filed with the minutes of the proceedings of the Academy. Nothing herein shall be construed as precluding the Board or Executive Committee from taking an informal or advisory vote in a manner not in compliance with this Section or any matter which does not require a formal action of the Board or Executive Committee.

**Section 18. Board Voting; Board Quorum.** A majority of the members of the Board shall constitute a quorum for the purpose of transacting business. An affirmative vote of a majority of the Board members voting shall constitute action of the Board of Directors, unless a different percentage is required by these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Board members, if any action taken is approved by at least a majority of the required quorum for such meeting.

**Section 19. Absence.** Any director failing to attend two consecutive meetings of the Board shall, at the option of the remaining directors, surrender his/her membership on said Board.

## **Article VIII. Officers and Student Representative**

**Section 1. Generally.** The officers of the Academy shall be a president, president-elect, vice president, secretary, treasurer and immediate past-president.

**Section 2. President.** The president shall preside at all meetings of the Academy and at all meetings of the Board of Directors. The president shall appoint standing and ad hoc committees of the Board and shall designate a chairperson thereof, subject to the approval of the Board of Directors. The president shall be the official spokesperson of the Academy and shall designate other spokespersons in his/her absence. Subject to the foregoing sentence, in the event of the temporary absence or incapacity of the president, the vice president shall assume his or her duties; or, if the vice president is unable or unavailable, the president-elect shall do so.

**Section 3. Vice President.** The vice president shall preside at meetings of the Academy and of the Board of Directors in the absence of the president. Except as provided in Section 5, the vice president shall succeed the office of president should that office become vacant. In the event of a vacancy in the office of the president-elect, the vice president shall assume the duties but not the office of the president-elect in addition to his/her duties as vice president.

**Section 4. President-elect.** The president-elect shall preside at meetings of the Academy in the absence of the president and the vice president.

**Section 5. Treasurer.** Along with the Chief Operating Officer, the Budget Committee, and CAPA's accounting firm, the Treasurer shall participate in CAPA's fiscal planning and implementation of fiscal policy, as well as in the proper management and reporting of CAPA's assets and liabilities, shall monitor CAPA's overall financial status and adherence to the annual budget, and shall serve on the Budget Committee and the Investment Committee. The Treasurer shall also provide timely reports to the Board of Directors and, as indicated, to the general membership and shall have such other powers and duties as the Board of Directors may prescribe.

**Section 6. Secretary.** The secretary shall have charge of keeping the minutes of the meetings of the Board of Directors, attesting to the signature of the officers of the Academy, affixing the corporate seal on documents as required, and performing all duties as may from time to time be assigned by the Board of Directors or president.

**Section 7. Immediate Past-president.** The immediate past-president shall perform such duties as may be assigned by the president or the Board of Directors.

**Section 8. Student Representative.** The student representative shall serve as representative of students in each of the physician assistant programs in the state and shall report to the Board of Directors on liaison activities. S/he shall establish a liaison with the Student Academy of the AAPA, and shall perform such other duties as may be assigned by the president or the Board of Directors.

## **Article IX. Removal from Office**

**Section 1. Causes.** Any elected or appointed director may be removed from office by a majority vote of the other directors either without cause or with cause, subject to Corporation code Sections 7221 and 7222.

**Section 2. Elected Directors.** Elected directors shall be removed in a special election called for that purpose upon the request to the president of twenty percent (20%) of the voting membership. A majority of valid ballots cast, so long as they shall constitute a quorum, shall be required for removal.

**Section 3. Appointed Directors.** Appointed directors shall be removed at any regular meeting or at a special meeting of the Board of Directors upon the request of any director, by a majority of all directors, not counting the appointed director whose removal is sought.

**Section 4. Notice.** Any director facing removal shall be given at least thirty (30) days notice of the impending vote and shall be given the opportunity to defend him/herself with counsel before the voting body.

## **Article X. Executive Committee**

**Section 1. Members.** Subject to Section 5 of Article IX, the Executive Committee of the Academy shall consist of the president, the immediate past president, the president-elect, and the vice president. In the event of two consecutive Two Year Presidents pursuant to such section, the Board shall appoint the Treasurer, the Secretary or a Director-At-Large to the Executive Committee.

**Section 2. Duties.** Except as provided in corporations Code Section 7212, the Executive Committee shall act for the Board of Directors on urgent matters of vital importance to the Academy when there is insufficient time to hold a meeting of the Board of Directors.

**Section 3. Report of Actions.** The Executive Committee shall report its actions to the full Board of Directors at the earliest regular meeting of the Board. All such committee actions must be reviewed by the Board of Directors and shall be included in the official Board minutes.

## **Article XI. Other Standing Committees**

**Section 1. Establishment.** Other standing committees of the Academy shall be established by the Board of Directors and the chairpersons thereof appointed by the president. Such committees shall include but shall not necessarily be limited to the Continuing Medical Education Committee, the Legislative Affairs Committee, the Committee on Diversity the Public Relations Committee, the Nominating Committee, the Student Affairs Committee, the Investment Committee and the Professional Practice Committee. The Board may also establish and appoint such other committees as may be necessary.

**Section 2. Duties.** Each committee shall be responsible for the performance of its duties and functions. Standing committees shall hold regular meetings and shall make periodic reports to the Board of Directors.

## **Article XII. Ethics and Judicial Affairs**

**Section 1. Judicial Body.** The Board of Directors shall serve as the judicial body of the Academy.

**Section 2. Procedure.** To protect against misconduct by members of the Academy, any member or other interested party may, in good faith, prefer charges against a member who is believed to have violated the CAPA Code of Ethics, accepted principles of medical ethics or professional conduct or the rules and regulation of this Academy, or who is believed to be otherwise guilty of conduct justifying censure, suspension or expulsion from the Academy. Such charges shall be in writing and signed by the accuser or the accusers and state the acts or conduct complained of. Such charges must be filed with the secretary of the Academy who shall send a copy to the president and each member of the Board, and to the accused member. A date shall be set thereafter within a reasonable time for a meeting of the Board, or a committee appointed or designated by the Board, for purposes of considering such charges. The Board or committee shall determine whether the charges are frivolous or groundless, in which case no further action against the member is warranted. In the latter case, said meeting/hearing shall be held not later than ninety (90) days after the date such charges are filed with the secretary. At such hearing, the Board or committee shall give the accused the opportunity to present relevant evidence regarding the charge presented and may also designate an individual to present the charges. No technical rules of evidence shall apply, and all parties to the charges shall be given a full opportunity to present all relevant arguments both written and oral. The Board or committee may designate one of its members to serve as hearing officer, or may appoint an outside individual to serve as hearing officer. The hearing officer shall establish and enforce the procedures to be followed, including but limited to the order of presentation, and shall rule on the relevance of evidence presented. Except as otherwise provided by law, the ruling of the hearing officer shall be final. If a committee is utilized, it shall prepare a recommendation to the Board of Directors, which shall make the final decision, subject to Section 3 hereof. Notwithstanding anything herein to the contrary, except as provided in Section 4, the accused member shall not be entitled to representation by legal counsel in his or her hearing or appeal unless the Board of directors or the committee appointed by it permits the charges to be presented by an attorney. Within thirty (30) days following the conclusion of the hearing, or sixty (60) days if a committee has heard the matter, the Board of Directors shall render a decision. The Board shall either exonerate, censure, suspend or expel the accused from the Academy or may order further hearing before a committee. The Board's decision shall be in writing and shall state its decision without statement or opinion about the case. The decision shall be signed by both the president and vice president.

**Section 3. Appeal.** Any member censured, suspended or expelled by the Board of Directors may appeal such action within thirty (30) days after notice is provided in writing of the decision of the Board. Failure to submit an appeal to the Academy in writing within such time period shall be deemed a waiver of the member's appeal right. The Board of Directors shall designate a time and place for considering of such appeal and shall give the appealing member and his/her representative reasonable opportunity to be heard, either in person or in writing or both, at the option of the Board. A majority vote of a quorum of the Board shall either sustain or reverse such censure, suspension or expulsion. Such decision of the Board shall be final.

**Section 4.** Notwithstanding Sections 1 through 3 hereof, the Board may, but shall not be required to, adopt such additional or alternative written procedures for carrying out the purposes of the Article as it may deem appropriate; provided, however, that such written procedures shall be consistent with applicable law and shall afford the affected member rights no less than those specified in Sections 1 through 3 above.

**Section 5. Reapplication.** A member who has been expelled pursuant to this Article shall not be entitled to reapply for membership until the basis for the expulsion has been eliminated, as determined by the Board at its discretion.

### **Article XIII. Rules of Order**

In the absence of any provisions to the contrary in the Constitution and Bylaws, all meetings of the Academy, the Board of Directors, committees, and the membership shall be governed by the parliamentary rules and usages contained in the current edition of *Sturgis: Standard Code of Parliamentary Procedure*.

### **Article XIV. Dues and Assessments**

The amount of annual dues and assessments and the manner of payment shall be determined by the Board of Directors.

### **Article XV. Indemnification**

To the fullest extent permitted by law, the Academy may indemnify its directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding, as that term is used in that Section, and including an action by or in the right of the Academy, by reason of the fact that the person is or was a person described in that section; provided, however, that such person shall have acted in good faith and in manner such person reasonably believed to be in the best interests of the Academy and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Expenses, as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

### **Article XVI. Insurance**

Unless the Board finds by a two-thirds (2/3) vote of all Board members that it is not financially feasible or is not otherwise possible to do so, the Academy shall purchase and maintain insurance on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's director's employee's or agent's status as such.

### **Article XVII. Annual Report and Statement**

**Section 1. Annual Report.** The Board shall cause an annual report to be prepared within one hundred twenty (120) days after the end of the Academy's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year.

- a. A balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants, or, if there is no such report, by the certificate of an authorized officer of the corporation that they were prepared without audit from the books and records of the Academy.
- b. A statement of the place where the names and addresses of current members are located.
- c. Any information required by Section 2 of this Article XVII.

The Academy shall notify each member annually of the member's right to receive a financial report under this section.

**Section 2. Annual Statement.** As part of the annual report, or as a separate document if no annual report is issued, the Academy shall annually prepare and furnish to each director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the Academy's fiscal year.

- a. Unless approved by members under Section 7233(a) of the California Corporations Code, any transaction (i) in which the Academy or any subsidiary was a party, (ii) which involved more than

Fifty Thousand Dollars (\$50,000) or was one of a number of such transactions with the same person involving, in the aggregate more than Fifty Thousand Dollars (\$50,000), and in which either of the following interested person had a direct or indirect material financial interval:

- (1) Any director or officer of the Academy or any subsidiary; or
- (2) Any holder of more than ten percent (10%) of the voting power of the Academy, its parent or any subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Academy, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interests of the partnership need be stated.

- b. A brief description of the amounts and circumstances of any loans, guarantees, indemnifications or advances aggregating more than Ten thousand Dollars (\$10,000) paid during the fiscal year to any officer or director of the Academy under Article XV of these Bylaws, unless the loan, guaranty, indemnification or advance has already been approved by the members under Section 5034 of the California corporations Code, or the loan or guaranty is not subject to the provisions of subdivision(s) of Section 7235(a) of the code.

## **Article XVIII. Amendments.**

**Section 1. Generally.** The Bylaws may be amended by resolution of the Board of Directors; provided, however, that approval by the membership shall be required to the extent specified in Section 7150 of the California Corporation Code.

**Section 2. Voting.** An affirmative vote of two thirds (2/3) of the directors voting, but in no event less than six (6) affirmative votes, and (when required) a majority of the ballots cast by the membership, so long as such ballots represent a quorum, shall be sufficient to amend the Bylaws.

## **Article XIX. PAC Bylaws**

California Academy of Physician Assistants Political Action Committee  
(CAPA-PAC)

### **Article I. Name**

The name of the committee shall be the California Academy of Physician Assistants Political Action Committee ("CAPA-PAC").

### **Article II. Principal Office and Address**

The principal office of CAPA-PAC shall be the same as that of the California Academy of Physician Assistants ("CAPA").

### **Article III. Organization**

CAPA-PAC shall operate as a separate, segregated fund of CAPA. It shall function and be governed as a standing committee of CAPA to the extent permitted by law. Except as otherwise set forth in these Bylaws, all procedural rules and requirements applicable to CAPA standing committees shall apply to CAPA-PAC.

### **Article IV. Purpose and Powers**

Section 1. The purpose of CAPA-PAC is to provide the opportunity for individuals interested in the future of the physician assistant profession to contribute to the support of worthy candidates for local and state offices who believe, and have demonstrated their belief, in the principles to which the profession is dedicated. To further these purposes, CAPA-PAC is empowered to solicit directly or indirectly, and accept, voluntary contributions, make expenditures in connection with the attempt to influence the selection, nomination, or election of any individual to any local or state office and to assist in the development of policies expanding access to health care.

Section 2. CAPA-PAC, and its officers and sub-committees, shall possess and may exercise all the powers and privileges set forth in these articles, or incidental thereto, together with all powers and privileges, necessary or convenient to the conduct, promotion or attainment of the purposes of CAPA-PAC or these bylaws.

## **Article V. Contributions**

Section 1. Any individual is eligible to contribute to CAPA-PAC, and CAPA-PAC is authorized to solicit and accept donations from any person from whom contributions may be lawfully solicited. CAPA-PAC may reject any donation, at its discretion.

Section 2. All contributions to CAPA-PAC shall be voluntary, and no contributions to CAPA-PAC shall be solicited or accrued by physical force, job discrimination, or financial reprisal or threat thereof, or as a condition of employment or membership.

Section 3. Basic policies with respect to the solicitation, expenditure or distribution of all contribution to CAPA-PAC, shall be within the discretion of the trustees of the Committee, subject to approval by the CAPA Board of Directors.

Section 4. CAPA-PAC shall inform CAPA members of the criteria established for the distribution of contributions on a periodic basis.

Section 5. CAPA-PAC shall make an annual report to the board and membership of CAPA for expenditures made by CAPA-PAC.

Section 6. No contribution shall be accepted, and no expenditure shall be made, by or on behalf of CAPA-PAC, at a time when there is a vacancy in either the office of Chair or Secretary/Treasurer.

## **Article VI. Separate Segregated Fund**

All contributions to CAPA-PAC shall be maintained by the CAPA-PAC Secretary/Treasurer as a separate segregated fund from the assets of CAPA in one, or more, designated depositories, and all expenditures by CAPA-PAC in support of any candidate or political committee shall be made from that fund and no other source.

## **Article VII. Officers and Trustees**

Section 1. The governing body of CAPA-PAC shall be a Board of Trustees ("Board"), composed of four members, all of whom shall be appointed by the Board of Directors of CAPA ("CAPA Board"). In order to qualify for appointment, or serve as a trustee of CAPA-PAC, an individual shall be a Fellow or Associate member of CAPA.

Section 2. Two members shall serve as the officers of the CAPA-PAC and shall serve as the Chair and the Secretary/Treasurer and two members shall serve as trustees. The Chair, the Secretary/Treasurer, and one trustee shall be appointed by the CAPA President, subject to the approval of the CAPA Board, The Chair of CAPA's Legislative Affairs Committee (LAC) shall serve as one trustee. Each shall serve for a term of one year. Term of office shall be July 1 to June 30.

Section 3. The CAPA Board is authorized to fill vacancies on the Board of CAPA-PAC, should one occur.

Section 4. The Chair shall preside at the meetings of the membership and the Board; shall comply with all applicable legal requirements; and shall perform such other duties as may be designated to him or her by the Board and/or the CAPA Board. The PAC Chair shall also serve as an ex-officio member of the GAC and shall be included in all communiqués pertaining to that committee and any legislative activities of the academy.

Section 5. The Secretary/Treasurer shall be the chief financial officer of CAPA-PAC. However, the CAPA Chief Operating Officer shall be authorized to administer the day-to-day activities of CAPA-PAC.

Section 6. The Board shall be authorized to appoint a non-voting legislative advisor to serve as an ex-officio member of the Board. Said person may also be but not necessarily required to be a consultant to CAPA.

Section 7. The CAPA Chief Operating Officer shall be appointed as an ex-officio member of the CAPA-PAC.

### **Article VIII. Annual Meeting**

CAPA-PAC shall hold an annual meeting in conjunction with the annual meeting of CAPA. The purpose of the meeting will be to make a report on expenditures, and to conduct such other business as may be necessary.

### **Article IX. Removal**

A trustee may be removed by a two-thirds vote of the total number of directors then serving on the CAPA Board.

### **Article X. Adoption, Amendments and Bylaws**

Section 1. These Articles shall be adopted effective August 29, 1998, upon approval by the CAPA Board.

Section 2. These Articles may be amended from time to time by a majority vote of the Board, subject to approval by the CAPA Board.

### **Article XI. Dissolution**

The Committee may be dissolved at any time by a majority vote of the CAPA Board. In the event of such dissolution, all funds shall be disbursed to CAPA.