

BYLAWS

OF THE

Oklahoma Academy of Physician Assistants, Inc.

ARTICLE I CORPORATION DEFINED:

- 1.1 Name. The name of the not for profit corporation is Oklahoma Academy of Physician Assistants, Inc., (hereinafter referred to as “the Academy”).
- 1.2 Purpose. The purpose of the Academy is as follows:
- a) To render loyal and honest service to the medical profession and the public;
 - b) To develop and promote continuing educational programs for the Physician Assistant and Academy membership;
 - c) To promote the Physician Assistant concept through education of the professional and lay person; and,
 - d) To promote similar interest in the student societies.
- 1.3 Tax Exempt Status. The Academy is a not for profit membership corporation, organized under the laws of the State of Oklahoma. As a business league, the Academy is exempt from federal and state income tax under Section 501 (c)(6) of the Internal Revenue Code. The Academy may do all things and perform all acts permitted for a not for profit corporation under the laws of Oklahoma in furtherance of the above purposes within the requirements set forth under Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- 1.4 Tax Year. The Academy will utilize a Fiscal Year of July 1 to June 30.

ARTICLE II LOCATION:

- 2.1 Principal Office. The Academy shall locate its Principal Office within Oklahoma County. The Academy may change said Principal Office from one location to another, notifying the Internal Revenue Service and the Oklahoma Secretary of State of such change.
- 2.2 Registered Office. The registered office of the Academy will be maintained in the state of Oklahoma and may be, but need not be, identical with the Principal Office. A change of the Registered Office shall be filed with the Oklahoma Secretary of State.

ARTICLE III MEMBERSHIP:

- 3.1 Membership Classification: There shall be seven (7) classes of Memberships within the Academy. Membership in the Academy shall not be denied or abridged because of nationality, race, creed, lifestyle, color, sex, gender, religion, ethnic origin, or age.

Those individuals desiring to be a Member shall complete the appropriate application process as set forth in Section 3.4. Membership Classifications are as follows:

- a) Fellow Member. A Fellow Member must be a physician assistant who is a graduate of a physician assistant educational program. To qualify for Fellow Member status, a physician assistant must be a member of the American Academy of Physician Assistants (hereinafter referred to as "AAPA"). Fellow Members will have voting rights within the Academy if they have met the Membership Duties requirements set forth in Section 3.3. Fellow Members may have voting rights within AAPA as determined by AAPA.
- b) Chapter Member. A Chapter Member must be a physician assistant who is a graduate of a physician assistant educational program. Chapter Members will have voting rights within the Academy if they have met the Membership Duties requirements set forth in Section 3.3. Chapter Members need not be members of AAPA.
- c) Lifetime Member. A Lifetime Membership is an award which requires a nomination by a Member and approval by the Board. Lifetime Members will have voting rights within the Academy if they have met the Membership Duties requirements set forth in Section 3.3. Lifetime Members need not be members of AAPA.
- d) Honorary Member. An Honorary Membership is an award which requires a nomination by a Member and approval by the Board. Honorary Members are not entitled to voting rights within the Academy. Honorary Members need not be members of AAPA.
- e) Student Member. A Student Member must be an individual who is enrolled in a physician assistant educational program. Student Members are not entitled to voting rights within the Academy. Student Members may actively participate in the Student Advisory Committee.
- f) Associate Member. An Associate Member must be any non-Physician Assistant who desires affiliation with the Academy. Associate Members are not entitled to voting rights within the Academy. Associate Members may actively participate at the committee level.
- g) Sustaining Member. A Sustaining Member must be a physician assistant who is a graduate of a nationally accredited physician assistant education program but who has chosen not to actively practice in the profession and

therefore, CME hours will not be reported to the State Board of Medical Licensure and Supervision. Sustaining Members are not entitled to voting rights within the Academy. Sustaining Members may actively participate at the committee level.

3.2 Dues. Membership dues shall be established by the Board of Directors of the Academy (hereinafter referred to as “the Board”). The Membership may be provided a dues structure either electronically or in writing. A change in dues structure shall not become effective until sixty (60) days after such change has been posted.

3.3 Membership Duties and Rights.

- a) Members must abide by the Code of Ethics of the AAPA to be entitled to membership benefits including voting rights;
- b) Members must maintain current dues and provide the Academy with current contact information to be entitled to notice of meetings and membership benefits including voting rights;
- c) Members must abide by the Bylaws, and policies as establish by the Board, and any Federal and State laws affecting the Academy; and
- d) Members have the right to vote on the following:
 - i. Elect and/or remove the Directors and Officers of the Academy;
 - ii. Make amendment(s) to the Certificate of Incorporation;
 - iii. Make amendment(s) to the Bylaws
 - iv. Effectuate a dissolution or merger; or,
 - v. Determine the sale of assets other than in the regular course of business as outlined in state statutes.

3.4 Membership Application Requirements. The following application requirements must be met for individuals to become Members of the Academy.

- a) An individual must file an Application for Membership online.
- b) An Application for Membership will be reviewed by a committee designated by the Board.
- c) The designated committee will grant or reject any Membership Application with the Board retaining all rights to review and make a final determination on all applications.
- d) Any application which has been rejected has a right to appeal to the Board within sixty (60) days of a rejection notification. The decision of the Board will be final and no further adjudication process will take place.

3.5 Membership Term. The Membership Term shall be the same as the Calendar Year. Membership belongs to the individual and is not transferrable or assignable.

- 3.6 Removal, Censure, or Suspension. All Members are to maintain a level of professionalism conducive to the practice of medicine in all matters affecting the Membership. Any Member may be removed for failure to maintain such level of professionalism or failure to abide by the Code of Ethics as set forth by the AAPA. A Fellow Member or Chapter Member will be automatically removed upon the loss of a license to practice medicine. In addition, any Member may be removed with or without cause by a two-thirds (2/3) majority vote of a quorum of Directors at any meeting of the Board.

Any member who has been removed, censured, or suspended by the Board may appeal such action within sixty (60) days after notice is given in writing by the Board. The Board shall designate a time and place for a hearing of the appeal and, after giving the appellant and representatives reasonable opportunity to be heard shall by a majority vote of a quorum either sustain or reverse such removal, censure, or suspension. The decision of the Board shall be final.

Any member who has been removed, censured or suspended shall not be entitled to any of the rights or benefits of the Academy or be permitted to take part in any of the meetings or activities until reinstated in the Academy.

The Academy shall not deny membership to a fellow member of the AAPA unless a membership in the Academy is currently revoked for reason of an ethical, professional, or judicial nature.

Any Member may voluntarily terminate his/her Membership in the Academy at any time by submitting a written notice of withdrawal to the Secretary of the Board.

Any Member who is delinquent on dues shall be provided a written or electronic notification concerning such delinquency and such Member shall have sixty (60) days from the date of the notification notice to remedy the delinquency. Voting or other benefits shall not be available until the delinquent dues are paid.

- 3.7 Reinstatement of Membership. After termination by the Board, any Member may be reinstated by a majority of vote of either the Membership or the Board at any meeting of either the Membership or the Board. The Membership's decision after review of the appeal shall be final with no further appeal process.
- 3.8 Membership List. No Member or individual, with the exception of the Board, shall use the Membership List of the Academy without prior approval of the Board. The Membership List may consist of multiple parts including, but not limited to current dues paying Members entitled to voting rights; all prior members which have paid dues in the past but are not current; all organizations or individuals requesting to be placed on the Academy's mailing list; and, all individuals wishing to receive information from the Academy.

ARTICLE IV MEETINGS OF THE MEMBERSHIP:

- 4.1 Meetings. The Board shall designate the time and place of the annual meeting of the Academy. At this meeting, reports on the affairs of the Academy for the preceding year will be given by the officers of the Academy.

A special meeting may be called by the Board or by the written request of any twenty-five (25) Members. Such written requests must contain the type of business to be addressed in order for such business to be placed in the notice of the special meeting. Only business contained in the notice of a special meeting may be acted upon by the Membership.

The President of the Academy shall preside over meetings of the Membership unless determined otherwise by a vote of the Membership.

- 4.2 Notice of Meetings. All notices may be provided via written electronic transmission, including via the Academy's website. Notice of the annual meeting shall be provided to the Members not less than sixty (60) days prior to the holding of the annual meeting. Notice of special meetings shall be provided to the Members not less than twenty-one (21) days prior to the holding of the special meeting. If a Member does not receive notice of a meeting, but attends the meeting, he/she shall be deemed to have waived notice of the meeting. Notice of electronic ballot voting shall take place in accordance with Section 4.3.

- 4.3 Electronic Ballot Voting. In the case of an emergency or unusual circumstance, electronic ballot voting may take place. For electronic ballot voting to represent an action of the Membership, all of the following conditions must be met:

- a) All Members must have access to a ballot;
- b) The ballot shall set forth each proposed action and provide for a vote for or against each proposed action;
- c) The votes cast will constitute a quorum;
- d) The ballot must be received within the voting period established on the ballot which shall not be less than three (3) days and not more than fourteen (14) days;
- e) A conference call will be scheduled to allow for discussion of each proposed action during the voting period;
- f) Receipt of a ballot shall be acknowledged by a Committee, Officer, or designee as determined by the Board;
- g) A ballot must be submitted by a Member;
- h) All ballot results shall be made public; and,
- i) All ballot results shall be maintained with the corporate records.

The Academy shall implement reasonable measures to verify that each ballot cast was from a Member.

- 4.4 Quorum. A quorum of the Membership at meetings of the Membership shall consist of the Members present. If voting occurs by electronic ballot voting quorum will be the number of ballots cast. All business brought before the Membership will be conducted by a quorum.
- 4.5 Procedures. Conflicts in procedures shall be resolved in accordance with the current edition of *Roberts Rules of Order* as a procedural guide unless determined otherwise in these Bylaws, written policy or state law.
- 4.6 Voting. A Member must be current on dues to be entitled to voting rights. Each Fellow Member, Chapter Member, and Lifetime Member may have one vote on Academy matters. Proxies may not be used.

Voting Members of the Academy who are current AAPA Members may vote for House of Delegate Members and other matters pertaining to the AAPA. AAPA Members may only vote once if members of more than one constituent chapter and must make the Academy aware of which constituent chapter will cast their vote.

ARTICLE V BOARD OF DIRECTORS:

- 5.1 Directors. The Board will consist of not less than nine (9) Directors and not more than fifteen (15) Directors. Directors will include the Officers elected by the Membership, the Student Advisory Committee Chair elected by the Student Members participating in the Student Advisory Committee, and At-Large Directors elected by the Membership to represent both the urban and rural areas. The Officers, Student Advisory Committee Chair and the At-Large Directors shall collectively be known as the "Board" or as "Directors" and individually as a "Director."
- 5.2 Duties. The Board shall have all powers and authority which may be granted to a Board of Directors of a corporation under the laws of Oklahoma except for those reserved for the Members in Section 3.3. The duties of the Directors include the following:
- a) Exercise a duty of obedience to the Academy's central purpose in guiding all decisions;
 - b) Exercise due care and act in good faith in all dealings and interests with the Academy;
 - c) Exercise a duty of loyalty to the Academy by avoiding and/or managing conflicts of interest;

- d) Develop, approve, periodically review and/or amend organizational policies which may include duties in addition to those designated in these Bylaws;
- e) Maintain a Board Book containing the Bylaws, Certificate of Incorporation, approved policies and procedures and contemporaneous minutes and records of all meetings;
- f) Ensure the Academy is adequately funded;
- g) Submit an annual financial report to the Membership;
- h) Approve the annual budget and oversee the financial administration of the Academy;
- i) Review Form 990 and associated schedules prior to submission to the IRS or authorize the Treasurer to perform such duty.
- j) Review and approve all contractual agreements or authorize a Director(s) or Executive Director to execute such agreements in accordance with the financial policies and conflict of interest policy;
- k) Sit on a minimum of one committee unless excused from such duty by a vote of the Board;
- l) Maintain confidentiality in accordance with the confidentiality policy and, not publically disparage the Board; and,
- m) Perform such other duties as prescribed by the Board.

5.3 Composition. The Governance Committee will first seek equal representation from the rural and urban areas to fill the At-Large Director positions. Sections 5.6 and 5.7 may have an impact on equal representation and such Sections will take precedence over this Section 5.3. Composition requirements do not apply to the Officers or the Student Advisory Committee Chair.

5.4 Nominations. The Governance Committee shall prepare a slate of potential candidates for Directors and House of Delegates in accordance with Sections 5.1, 5.3, 7.3. and 10.2. The slate shall be provided to the Members at least thirty (30) days but not more than sixty (60) days prior to the election.

5.5 Elections. Directors, Officers and House of Delegates shall be elected by the Membership by Electronic Ballot Voting as set forth in Section 4.3. Elections shall be determined by a majority of the votes cast by the Members present. The Membership's vote to elect Directors and Officers shall take place in the fourth quarter of the Fiscal Year to allow newly elected Directors and Officers to begin their respective terms at the beginning of the following Fiscal Year. The Academy shall implement reasonable measures to verify that each ballot cast is from a Member and the Board will assign a committee to collect, tally, and report the result of the ballots the end of the election process. Additional procedures for elections shall be determined by the Board.

In the event of a tie, a second election will take place between the top two candidates. Should only two candidates exist, the tie shall be broken by a vote of the Board with the candidate receiving the majority of votes being elected.

The Student Advisory Committee Chair shall be elected by the Student Members who participate in the Student Advisory Committee and the student receiving the largest number of the votes cast shall be the Student Advisory Committee Chair and therefore, become a Director.

- 5.6 Term of Office and Term Limits. A Director shall serve for a term of three (3) years. Any Director may serve two (2) consecutive terms. Any individual, who has served two (2) consecutive terms, may be eligible for re-election as a Director after a period of one (1) year. A Director shall serve no more than a total of four (4) terms. Such term limits may be waived by a vote of the Board to allow the President-Elect, Vice-President and Immediate Past President to complete their terms of office as provided for in Section 8.2. Partial terms shall not count toward term limits.

Upon resignation, removal or vacancy of a Director, the respective successor shall serve the remainder of the term whereby a partial term shall not be considered as a full term when determining term limits. Service of an individual prior to the adoption of these Bylaws shall not be counted toward term limits.

- 5.7 Removal or Resignation. Any Director who misses three (3) consecutive Board meetings may be deemed to have resigned as a member of the Board and cease to be a member thereof on the date of the third absence. At a meeting following the resignation, the Director may be reinstated by a majority vote of a quorum of the Board at the Director's request. A two-thirds (2/3) majority vote of a quorum of the Directors or a majority of the votes cast by the Membership may remove any Director, with or without cause, at any time. Directors who have resigned or have been removed may not be eligible for re-election for a period of two (2) years.

Any Director may resign at any time by giving verbal, written or verifiable electronic notice to the President or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A verbal resignation shall be acknowledged by the President and recorded in the minutes. No Director may resign if the Academy would then be left without a Director(s) in charge of its affairs, except upon notice to the Oklahoma Secretary of State and to the Internal Revenue Service.

- 5.8 Vacancies or Newly Created Directorships. The Governance Committee shall present to the Members candidates for vacancies resulting from term limits, resignation, removal, or newly created Directorships. A majority of the votes cast by the Members may elect Directors for such vacancies or newly created directorships at any time.

If, due to such vacancies, the number of Directors is less than nine (9) as stated in Section 5.1, a majority vote of the total number of Directors may elect Directors to fill such vacancies at any meeting of the Board until a vote of the Membership is completed. Those elected by the Board shall assume their positions for the duration of the unexpired term.

- 5.9 Compensation. Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties at the discretion of the Board. Reimbursement of expenses shall be reported to the Membership. Payments for services rendered are subject to Article XI which addresses Conflicts of Interest.

ARTICLE VI MEETINGS OF THE BOARD:

- 6.1 Meetings. There shall be a minimum of four (4) meetings of the Board per year. Meetings of the Board may be held at such times as shall be determined by the President. Meetings of the Board shall be held at any place within the state of Oklahoma which has been designated by a majority vote of a quorum of the Board. In the absence of such designation, meetings shall be held at the Principal Office of the Academy.

Special meetings of the Board for any purpose(s) may be called at any time by the President or by any three (3) Directors. No business shall be considered at any special meeting other than the purpose(s) mentioned in the notice of the meeting given to each Director. Special meetings of the Board may be held either at a place so designated within the state of Oklahoma or at the Principal Office.

- 6.2 Notice. Any regular meeting of the Board will require no notice if the time, date and location of such meeting were previously determined by the Board and distributed to the Directors. Directors not in attendance at the meeting setting forth the dates shall be given the dates, time and location of such meetings within ten (10) business days following the meeting. For any regular meeting where the date, time and location was not previously determined, notice shall be sent to the Directors as least ten (10) days but not more than thirty (30) days prior to the holding of the meeting. For any special meeting, notice shall be sent to the Directors not less than twenty-four (24) hours but not more than thirty (30) days, prior to the holding of the meeting.

Directors shall provide an electronic address if they wish to receive notice via electronic transmission and any notice of meetings sent to them at such address shall be valid notices thereof. If a Director does not receive notice of a meeting, but attends the meeting, he/she shall be deemed to have waived notice of the meeting.

- 6.3 Quorum. A majority of the total number of Directors shall constitute a quorum. However, a quorum shall not consist of less than six (6) Directors. In the absence

of a quorum, a majority of the Directors present at any meeting may vote to adjourn the meeting to another place, date or time. Notice of any meeting adjourned and rescheduled in this manner shall be given as set forth in Section 6.2.

- 6.4 Procedures. Conflicts in procedures shall be resolved in accordance with the current edition of *Roberts Rules of Order* as a procedural guide unless determined otherwise in these Bylaws, written policy or state law.
- 6.5 Voting. Each Director shall have one vote. Routine business and elections shall be transacted by a majority vote of a quorum of the Directors, except when the law or these Bylaws require otherwise. Proxies may not be used. In the case of a tie, the President shall cast a second vote to break the tie.
- 6.6 Physical Meetings. At any meeting of the Board, the Directors may vote by voice on all matters either in person or via electronic transmission, where the Director can hear and be heard. The Academy shall implement reasonable measures to verify that each person deemed present at the meeting and permitted to vote at a meeting by means of electronic transmission is a Director. However, upon demand by a Director, the Directors shall vote by ballot. In such event, each ballot shall state the name of the Director and such other information as the Board may require under the procedure established for the meeting. Directors present via electronic transmission may send their ballot to the Secretary, or designee, provided that the electronic transmission shall set forth or be submitted with information from which it can be determined that the electronic ballot was authorized by a Director. Ballots may be distributed and returned via email. If proper authorization cannot be determined the Director must mail or fax a signed ballot to the Secretary, or designee.
- 6.7 Electronic Meetings. In the case of an emergency or unusual circumstance, meetings may take place via any form of electronic medium. The Board may vote by voice, email or other electronic medium during electronic meetings. However, the President or any two (2) Officers may call for an electronic vote by written ballot. For electronic ballot voting to represent an action of the Board, all of the following conditions must be met:
- a) All Directors must have access to a ballot;
 - b) The ballot shall set forth each proposed action and provide for a vote for or against each proposed action;
 - c) A majority of the total number of Directors must vote thereby ensuring a quorum of the Board has voted;
 - d) The ballot must be received within the voting period established on the ballot which shall not be less than twenty-four (24) hours and not more than three (3) days;
 - e) Receipt of a ballot shall be acknowledged by an Officer, or designee;

- f) A ballot must be submitted by a Director;
- g) All ballots shall be made public to the Board for one (1) year following the vote; and,
- h) All ballots results shall be maintained with the corporate records.

The Academy shall implement reasonable measures to verify that each ballot cast was from a Director. Electronic meetings shall not be used to amend the budget, create or amend the financial policies, or determine employment matters.

- 6.8 Action Taken Without Notice of a Meeting. Any action taken or approved at any meeting of the Board, whether physical or electronic, however called and noticed or wherever held, shall be valid if a quorum was present at such meeting and if either before or after the meeting, the total number of Directors sign a written waiver of notice or a written consent to holding such meeting. All such waivers or consents shall be filed with the corporate records or made a part of the minutes of the meeting.

ARTICLE VII COMMITTEES OF THE BOARD:

- 7.1 Committees. The Board shall have the power to create, revoke or modify any committee deemed necessary in addition to the Governance Committee established in Section 7.3.

The Board shall elect Committee Chairs and committee members. Each committee shall have a minimum of three (3) members. Non-Board members may serve as Committee members at the approval of the Board. Each Committee shall have a Director assigned to oversee the actions of the Committee.

All committees shall report to the Board as the Board may require. Should the Board delegate any of its powers to a committee, such committee shall keep contemporaneous minutes of such committee meetings, file such minutes with the corporate records and report all actions to the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Each Director must sit on a minimum of one (1) committee unless excused from such duty by a vote of the Board.

- 7.2 Notice of Committee Meetings. Committees shall provide a minimum twenty-four (24) hour notice to the committee members. If a committee member does not receive notice of a committee meeting, but attends the committee meeting, he/she shall be deemed to have received notice of the committee meeting. Notice of such committee meetings may be given verbally or via electronic transmission. Committees with board delegated powers shall provide notice of committee meetings in accordance with Section 6.2.

- 7.3 Governance Committee. The Governance Committee shall be a standing committee of the Academy. A Director as determined by the Board shall serve as the Chair of the Governance Committee and members of the Governance Committee will be selected by the Board. The Committee shall include a minimum of three (3) members with a minimum of one (1) member being members of the Board. Directors or Members who are seeking re-election or election shall not serve on the Board Governance Committee unless requested to do so by the Board. The Committee shall:
- a) Research candidates for Directors, Officers and House of Delegates prior to placement on a slate for submission to the Members for a vote;
 - b) Provide a slate of Directors, Officers and House of Delegates to the Membership at least thirty (30) days but not more than sixty (60) days prior to the election;
 - c) Each slate may include multiple names for each position and may supersede the President-Elect moving into the President position as set forth in Section 8.6(a).
 - d) Rotate the Board terms to allow for approximately one-third of the board to be slated for election each year;
 - e) Review and recommend changes to the Members concerning amendments to the Certificate of Incorporation and Bylaws;
 - f) Develop and provide orientation and training for all Directors that addresses a Director's responsibilities; the organization's purpose, history, methods of operation, and organization activities; and, information concerning day-to-day operations;
 - g) Propose, as appropriate, changes in board structure and operation;
 - h) Provide ongoing counsel to the President and other Officers on enhancing board effectiveness;
 - i) Take steps to recruit and prepare future Directors;
 - j) Ensure the Conflict of Interest Policy set forth in Article X is enforced; and,
 - k) Have such other duties as determined by the Board.
- 7.4 Student Advisory Committee. The Student Advisory Committee shall be a standing committee of the Academy. The members of the Student Advisory Committee must be students enrolled and in good standing with an accredited school. The members of the Student Advisory Committee will elect a Student Member to become the Student Advisory Committee Chair and such individual will become an ex-officio voting Director of the Board. The Student Advisory Committee Chair will ensure Student Member recommendations are presented to the Board.

The Board will appoint a Fellow, Chapter or Lifetime Member, unassociated with any physician assistant program, to be the advisor of the Student Advisory Committee. The Board may provide additional polices to establish duties or more levels of the Student Advisory Committee. Members of the Student Advisory Committee shall not be entitled to any other benefit provided to Directors, or be subject to term limitations or meeting requirements of Directors as set forth in these Bylaws.

- 7.5 Advisory Council. The Board may provide for an Advisory Council consisting of providers and other individuals with extended service, contacts, and/or expertise to aid the Academy or who work with in areas or fields deemed appropriate to further the mission of the Academy. Councilmen/women shall be selected, and/or removed with or without cause, by a majority vote of a quorum of the Board. Such councilmen/women shall not have voting rights, be entitled to any other benefit provided to Directors, or be subject to term limitations or meeting requirements of Directors as set forth in these Bylaws. The Board may provide additional polices to establish duties or more levels of an Advisory Council.

ARTICLE VIII OFFICERS OF THE BOARD:

- 8.1 Officers. The Officers shall also be Directors as set forth in Section 5.1 and shall be elected by the Members of the Academy. Officers shall be a President, President Elect, a Vice-President, a Secretary, a Treasurer and an Immediate Past President. All Officers must be and remain Fellow Members in good standing of the Academy and the AAPA for the duration of the term to continue to serve.
- 8.2 Term of Office. The Office of President and President-Elect shall serve for a one (1) year term or until the next succeeding election of Officers. The Office of Vice-President, Secretary and Treasurer shall serve for a two (2) year term or until the next succeeding election of Officers. The Vice-President and Secretary shall be elected in even years and the Treasurer shall be elected in odd years. Officers may hold the same office for no more than two (2) consecutive terms. The Directors may, by a two-thirds (2/3) majority vote of a quorum, request an Officer be slated to serve more than two (2) consecutive terms and may extend such term limitations for one (1) additional term. Upon resignation, removal or vacancy of an Officer, the respective successor shall serve the remainder of the term whereby a partial term shall not be considered as a full term when determining term limits.
- 8.3 Nominations. The Governance Committee shall prepare a slate of potential candidates for Officers in accordance with Section 5.4.
- 8.4 Elections. Officers shall be elected by the Members. Procedures for elections are set forth in Section 5.5.
- 8.5 President. The President, or designee, shall have the following duties:

- a) Act as the principal Officer of the Academy, subject to the control of the Board;
- b) Have general supervision and direction of the business and Officers of the Academy;
- c) Set the Board and Membership meeting agendas unless determined otherwise by the Board or Membership;
- d) Preside at all meetings of the Board and Membership unless determined otherwise by the Board or Membership;
- e) Sign the minutes of the meetings over which he/she presided;
- f) Submit a complete report of the operations of the Academy's affairs at Membership and Board meetings;
- g) Report to the Board and Members all such matters coming to his/her attention and relating to the interest of the Board and Members; and,
- h) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

8.6 President-Elect. The President-Elect shall have the following duties:

- a) The President-Elect shall move into the position of the President unless determined otherwise by a vote of the Members.
- b) In the absence or disability of the President, perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the President.
- c) The President-Elect may have such other powers and duties as may be prescribed by the Board or these Bylaws.

8.7 Vice-President. The Vice-President shall have the following duties:

- a) In the absence or disability of the President-Elect, perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the President-Elect.
- b) The Vice-President may have such other powers and duties as may be prescribed by the Board or these Bylaws.

8.8 Secretary. The Secretary, or designee, shall have the following duties:

- a) Give notice of all meetings of the Board and Membership as required by these Bylaws or by law;
- b) Keep a book of minutes of all meetings of the Board and Membership with the time and place of holding, whether annual, regular or special, and, if special,

how authorized, the notice given, the names of those present at the meetings, the number present or represented at meetings, the proceedings thereof and, verification of those present via electronic transmission;

- c) Sign the minutes of the meetings and ensure such minutes are available for approval at the following meeting of the Board or Membership;
- d) Exhibit at all reasonable times, upon the request of a Director or Member, these Bylaws, Board Book, and the minutes of the proceedings of the Board or Membership;
- e) Keep, or cause to be kept, at the principal office all documents required for public inspection by the Internal Revenue Service;
- f) Keep, or cause to be kept, a record of the names of Directors, Officers and Members with the addresses at which such individuals/entities are to receive notice; and,
- g) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

8.9 Treasurer. The Treasurer, or designee, shall have the following duties:

- a) Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Academy;
- b) Ensure the books of account are open to inspection by any Director or Member at all reasonable times;
- c) Ensure a financial statement is provided to the Membership each Fiscal Year;
- d) Provide a report of the Academy's financial affairs at meetings of the Board and/or when requested by a Director or Member;
- e) Ensure appropriate oversight and implementation of the financial policies and procedures; and,
- f) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

8.10 Immediate Past President. The Immediate Past President shall serve as an advisor to the President for one year immediately following his/her term as President subject to the conditions of Section 5.6.

8.11 Removal and Resignation. Any Officer may be removed, either with or without cause, by a vote of a majority of the total number of Directors at any annual, regular or special meeting. Removal as an Officer shall also be a removal from the Board. A two-thirds (2/3) majority vote of a quorum of the Directors or a majority of the votes cast by the Membership may remove any Officer, with or without cause, at any time.

Any Officer may resign at any time by giving verbal, written or verifiable electronic notice to the President or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A verbal resignation shall be acknowledged by the President and recorded in the minutes.

- 8.12 Vacancies. A vacancy in the office of the President shall be filled by the President-Elect. A vacancy in the office or President-Elect shall be filled by the Vice-President. In the event of a vacancy in any office other than that of the President or President-Elect, such vacancy may be filled temporarily by appointment by the President until an election can take place whereby the Governance Committee shall nominate candidates and the Board shall vote to fill such vacancies.
- 8.13 Delegation of Duties. In case of the absence or disability of any Officer of the Academy or for any other reason that the Board may deem sufficient, the Board may by a vote, delegate the powers or duties of such Officer to any other Officer, Director or Member with such power of delegation valid for the remainder of the term or until the next election.

ARTICLE IX EXECUTIVE DIRECTOR:

- 9.1 Employment. The Board may or may not fill the position of the Executive Director. The Board will establish a committee to perform annual evaluations and establish the qualifications, description of duties, and general scope of authority related to said position. In addition the Board will ensure the date and terms of compensation arrangements of the Executive Director are recorded in writing and maintained with the information on which the Board based its decision.
- 9.2 Duties. The Executive Director shall manage the day-to-day operations and business of the Corporation. He/she shall perform all duties incident to the function of a chief executive officer, including but not limited to the hiring/firing of staff and performance evaluations of staff. The Board may increase or decrease the responsibility of the Executive Director as may be prescribed from time to time by the Board.
- 9.3 Separation of Duties. The Executive Director shall not be an Officer or Director of the Corporation.

ARTICLE X AAPA HOUSE OF DELEGATES:

- 10.1 Delegates. The Chief Delegate to the AAPA House of Delegates will be a two-year seat. Delegates other than the Chief Delegate will be a one-year seat. The number of Delegates will be established by the AAPA policies.

- 10.2 Election. The Chief Delegate and Delegates will be elected by the Membership during and in compliance with the election process set forth in Section 5.5.
- 10.3 Duties. The duties of the Chief Delegate and Delegates shall be established by the AAPA; however, the Board may provide for additional or more stringent requirements of the positions.

ARTICLE XI CONFLICT OF INTEREST:

- 11.1 Purpose. The purpose of the conflict of interest policy is to protect the tax-exempt status of the Academy when contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Academy or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interests applicable to nonprofit corporations.
- 11.2 Definitions.
- a. *Interested Person:* any Director, Officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity in which the Academy is a part or has a close connection with, he/she is an interested person.
 - b. *Financial Interest:* A person has a financial interest if the person has, directly or indirectly, through business, investment or family: (a) An ownership or investment interest in any entity with which the Academy has a transaction or arrangement, (b) A compensation arrangement with the Academy or with any entity or individual with which the Academy has a transaction or arrangement or, (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Academy is negotiating a transaction or arrangement.
 - c. *Compensation:* Compensation includes direct and indirect remuneration as well as gifts or favors which are not insubstantial. A financial interest is not necessarily a conflict of interest. Under this article, a person who has a financial interest may have a conflict of interest if the board or applicable committee determines that a conflict of interest exists.
- 11.3 Procedures.
- a. *Duty to Disclose:* In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

- b. *Determining Whether a Conflict of Interest Exists:* After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. *Procedures for Addressing the Conflict of Interest:* (a) An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. (b) The President of the Board of Directors or Chairman of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. (c) After exercising due diligence, the Board of Directors or committee shall determine whether the Academy can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Academy's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. *Violations of the Conflicts of Interest Policy:* (a) If the Board of Directors or committee has reasonable cause to believe a Director or member has failed to disclose actual or possible conflicts of interest, it shall inform the Director or member of the basis for such belief and afford the Director or member an opportunity to explain the alleged failure to disclose. (b) If, after hearing the Director's or member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the Director or member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

11.4 Record of Proceedings. The minutes of the Board of Directors and all committees with board delegated powers shall at a minimum contain: (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed. (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction

or arrangement, and a record of any votes taken in connection with the proceedings.

11.5 Compensation. Board members shall serve without compensation for their service as a Director. However, should a Director ever receive compensation for services rendered, the following must be met:

- a) A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Academy for services is precluded from voting on matters pertaining to that member's compensation.
- b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Academy for services is precluded from voting on matters pertaining to that member's compensation.
- c) No member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Academy, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

11.6 Use of Outside Advisors. When conducting the annual reviews the Academy may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring annual reviews are conducted.

ARTICLE XII AMENDMENTS AND CONSTRUCTION:

12.1 Amendments to Bylaws. The Board may recommend changes to these Bylaws to the Membership. These Bylaws may be amended, altered, changed or repealed by the affirmative vote of a two-thirds (2/3) vote of a quorum of the Members at any meeting or by electronic ballot voting if notice of the proposed amendment, alteration, change or repeal was given at least ten (10) days prior to the meeting or vote at which the amendment is acted upon. In addition, such proposed alteration, amendment or revision may be further amended at the meeting upon the affirmative vote of two-thirds (2/3) vote of a quorum of the Members. Bylaws amendments will be sent to AAPA for review.

12.2 Construction and Terms.

- a) These Bylaws replace all prior bylaws. Therefore, if there is any conflict between the provisions of these Bylaws and any prior adopted bylaws these Bylaws 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. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of

1976 as amended from time to time, or to corresponding provisions of any future federal tax code.

- b) Should there be any conflict between the provisions of these Bylaws and any internal policies and procedures, the provisions of these Bylaws shall govern. However, internal policies and procedures approved by the Board may allow for additional or more stringent requirements to be placed on the Directors, Officers, Members and/or committee members.
- c) Should there be any conflict between the provisions of these Bylaws and the Certificate of Incorporation of the Academy, the provision of the Certificate of Incorporation shall govern.

**THESE BYLAWS OF OKLAHOMA ACADEMY OF PHYSICIAN ASSISTANTS, INC.
ARE ADOPTED** this _____ day of _____, 2016.

Sara Parr, President

Don Flinn, Secretary