

**BYLAWS  
OF  
THE ASSOCIATION OF  
PHYSICIAN ASSOCIATES & NURSE PRACTITIONERS**

**Article I**

**Name**

The name of this organization is the Association of Physician Associates & Nurse Practitioners herein referred to as APANP.

**Article II**

**Purpose and Mission**

APANP is organized and shall be operated exclusively to ensure the professional growth, personal excellence, and recognition of PAs and NPs, and to support their efforts to enable them to improve the quality, accessibility, and cost-effectiveness of patient-centered healthcare. To represent PAs, NPs, and PA/NP students so as to maximize the benefit of their services to the public, the Association shall:

- a. Be the authoritative and definitive representative of the combined professions of PAs and NPs within the medical profession.
- b. Foster the educational and professional interests of PAs and NPs by promoting clinical and academic excellence, through ongoing professional education, and other professional development opportunities.
- c. Creates and maintains strategic alliances with organizations that support the professional practice of both PAs and NPs, including addressing and supporting legislative initiatives that address health care disparities and access to care.
- d. Encourage the ongoing education of PA and NP Students, through mentoring, clinical preceptorship and through the APANP Student Alliance.
- e. Assist with the coordination and standardization of curricula for PAs and NPs.
- f. Develop, coordinate, and participate in studies having an impact either directly or indirectly on both professions.
- g. Serve as the professional bridge between the PA and NP professions and provide public information to represent the team needs of both professions with respect to its members in the delivery of care to our patients.

Notwithstanding any other provision of these Bylaws, the Association shall exercise its powers, rights, and privileges, whether conferred by this instrument, or by the laws of the state of Texas or otherwise, to carry on such other activities as are permissible for corporations exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986.

## **Article III**

### **Membership**

The APANP shall be the representative of PAs and NPs, Pre PA/NP students, and other interested individuals within the health care field, who meet the specified bylaws and requirements specified by the Board of Directors and are in good standing with current membership dues.

**Section 1:** Membership categories are:

- Fellow
- Retired PA/NP
- Sustaining
- Student
- Pre PA/NP
- Physician
- Associate
- Affiliate
- Honorary members.

**Section 2:** A Fellow member who has graduated from an accredited PA or NP Program and has met the standard to be a certified or licensed Physician Associate or Nurse Practitioner. Fellow members shall be entitled to the privilege of the floor, to vote, and hold office as defined in the Bylaws and policy manual.

**Section 2.1:** Retired PA/NP who has graduated from an accredited PA or NP Program and has met the standard to be a certified or licensed Physician Associate or Nurse Practitioner and has formally retired with the title of “Emeritus” shall be entitled to the privilege of the floor, to vote, and hold office as defined in the Bylaws and policy manual.

**Section 3:** A Sustaining member is a PA/NP eligible for fellow membership who has chosen not to practice actively in their profession. Sustaining members shall be entitled to the privilege of the floor. Sustaining members may not vote on APANP matters nor hold office.

**Section 4:** A Student member is a person enrolled in an accredited PA/NP program as defined by each profession’s educational authorities. Student members shall be entitled to the privilege of the floor but have no vote or hold any office except in the APANP Student Alliance, as defined by the Student Alliance Bylaws. The Student Representatives shall be elected by their peers. Each student body shall elect a student representative that will serve as a Co-Chair of the Student Alliance, each elected Co-Chair Student Representative will be a voting member of the APANP BOD.

**Section 4.1:** A Pre PA/NP Student is person who is engaged in or applying for a PA or NP Program that is wanting to engage in their future profession, participation, and privileges in the APANP Student Alliance is as defined in the

Student Alliance Bylaws and policy manual as approved by the APANP BOD.  
Pre PA/NP members may not vote on APANP matters nor hold office.

**Section 5:** A Physician member is a licensed physician who wishes to associate and supports the organization. He or she shall have the privilege of the floor when recognized but shall not be entitled to vote nor hold office.

**Section 6:** An Associate member is a person engaged in producing, promoting, selling products or other services to PAs or NPs or an individual employed by a government agency, or organization who does not qualify for any other membership category. Associate members shall be entitled to the privilege of the floor when recognized but shall not be entitled to vote nor to hold office.

**Section 7:** An Affiliate member is a person who is ineligible for any of the above categories and wishes to associate with the organization and is approved by the Board of Directors. Affiliate members shall be entitled to the privilege of the floor, when recognized but shall not be entitled to vote nor to hold office.

**Section 8:** An Honorary member shall be a person who has rendered distinguished service to the PA or NP profession and/or APANP. Such members shall be nominated by an active fellow member, approved by the Board of Directors within one year, and approved by the general membership. They shall be entitled to the privilege of the floor, when recognized but shall not be entitled to vote or hold office. They shall be exempt from paying dues.

**Section 9:** Applications for Membership. All applications for membership shall be in a format approved by the Membership Department of the National Office. There shall be issued to each member a certificate of membership in such form as may be determined by the Membership Department of the National Office; title to such certificate shall remain at all times with the Association.

**Section 10:** Suspension or Revocation of Membership. Membership in the APANP may be suspended or revoked as provided in Article XIII. Any member who has been suspended or has their membership revoked shall not be entitled to any of the rights or benefits of APANP or be permitted to take part in any of the proceedings until their membership has been reinstated.

**Section 11:** Non-Discriminatory Policy. APANP will remain non-discriminatory in granting membership.

**Section 12:** Annual Meeting. There shall be an annual meeting of those members who are entitled to vote for Directors, to be held during the Associations' annual conference, or at such other time and place as may be determined by the Board of Directors. Notice of the place, date, and time of the annual meeting shall be given to those members who are entitled to vote for Directors at least 30 days before the meeting date. Notice may be delivered by any medium written or digital.

**Section 13:** Membership dues, fees, late fees, and other assessments shall be established and approved by the Board of Directors. The President, Executive Committee or their designee may provide financial relief a personal hardship or indigent waiver as necessary for membership or other as may be necessary to resolve a hardship or can waive fee or assessment if this action is at the convenience of or for the benefit of the organization. These waivers are only effective a fixed period of time or event. An appeal of the expiration of waivers for an ongoing hardship can be made to the executive committee on a case-by-case basis.

## ARTICLE V

### Student Alliance of APANP

**Section 1:** Purpose. The APANP Student Alliance is the national representative body of PA/NP student members. The Student Alliance embraces APANP's mission with a focus on student-oriented engagement, professional development, and advocacy.

**Section 2:** Membership. The Student Alliance consists of student members of APANP as defined in APANP Bylaws Article III, Section 4, and Section 4.1.

**Section 3:** Student Alliance Relationship within APANP. APANP grants the Student Alliance the right to operate as a subsidiary unit representing APANP student members.

- a. APANP reserves the right to monitor the Student Alliances' adherence to APANP's Bylaws and policies, in accordance with Article VII, Section 7.
- b. The Student Alliance retains the right to address student concerns and issues, provided that the Student Alliance adheres to the Bylaws, policies, and procedures of APANP.
- c. In order to fulfill its fiduciary responsibility, APANP's Board of Directors will be apprised of Student Academy activities to ensure the Student Alliances' compliance with APANP Bylaws, policies, and procedures, per Article VI. Section 1.

**Section 4:** Student Alliance Board of Directors. The Student Alliance's Board of Directors directs the activities of the Student Academy.

- a. The Student Alliance Co-Chairs (PA/NP) serves on APANP's Board of Directors as the Student Representatives.
- b. The Student Alliance Board of Directors is composed of the Co-Chairs (PA/NP), Co-Chair-elect (PA/NP), Secretary / Treasurer, Regional and Functional Directors, and Advisors, as set forth in APANP and Student Alliance policies.
- c. Election procedures are defined in these Bylaws and Student Alliance policies.
- d. The duties of Student Alliance Board members are defined in the Student Alliance policies, in accordance with these Bylaws and APANP policies and procedures.

**Section 5:** Election of Student Alliance Board of Directors. Each student body (PA/NP) shall elect a Co-chair student member and Secretary / Treasurer in good standing in similar fashion as the parent organization and be approved by the APANP BOD by a simple majority. The terms of office shall be 2 years (Elect Co-Chair and Co-Chair) all other BOD positions 1 year. All regional and functional directors will be appointed by the Student Alliance BOD and approved by APANP BOD. Student Alliance advisors (PA/NP) will be appointed by the APANP President (non-voting).

## Article V

### Meetings of Members

**Section 1:** The annual meeting shall be held at a date, time, and place to be set by the board and shall be held for the purpose of transacting such business as may properly come before said meeting. Annual meetings may occur in any medium necessary to allow for membership participation. BOD meetings are open to all members, except when there is business of a private nature or matter that requires an “Executive Session” for action, this portion of the meeting will be closed to members at large.

**Section 2:** Notice of meetings shall be in writing. A copy of the notice shall be distributed through an email or other medium to the general membership and will be posted on the APANP website no less than 10 days before the date of the meeting. Special or emergency meetings of the organization may be called by the President or by order of the majority of Board of Directors, could result in a suspension of this rule.

**Section 3:** A special meeting of the organization may be requested by the President, or majority of the fellow members of the BOD.

**Section 4:** Each fellow member and Student Representative is entitled to one vote on meeting motions.

**Section 5:** Votes shall be decided on the basis of a simple majority

**Section 6:** Quorum for a vote of the membership is by a majority of eligible members voting.

## Article VI

### Board of Directors

**Section 1:** Board Duties and Responsibilities. The Association shall have a Board of Directors, which, in accordance with Texas law, shall be responsible for the management of the Corporation, including, but not limited to, management of the Corporation’s property, business, and financial affairs. In addition to the duties and responsibilities conferred upon it by statute, by the Articles of Incorporation, or by these Bylaws, it is expressly declared that the Board of Directors shall have the following duties and responsibilities:

- a. To grant charters to chapters, recognize specialty organizations, establish affiliations with caucuses and special interest groups, and establish Association committees, commissions, or work groups as may be in the best interests of the Association.
- b. To appoint or remove the Executive Director (ED) pursuant to the affirmative vote of a two-thirds (2/3) majority of the Directors.
- c. To direct the activities of the Association’s national office through the ED.
- d. To provide for the management of the affairs of the Association in such a manner as may be necessary or advisable.

- e. To establish committees necessary for the performance of its duties.
- f. To establish, regularly review, and update the Association management plan to attain the goals of the Association.
- g. To report the activities of the Board of Directors for the preceding year to the members at the Association's annual meeting.
- h. To establish the amount and timing of Association membership dues and assessments.
- i. To review and determine, on no less than an annual basis, how to implement new policies enacted by the BOD on behalf of the Association that establish the collective values, philosophies, and principles of the PA/NP profession. If it is determined that implementation of one or more such policies will require an inadvisable expenditure of Association resources, or is otherwise not presently prudent or feasible, the Board shall, at its earliest convenience, report the issue to the collective membership.

**Section 2:** The Board of Directors shall consist of President, President Elect, Immediate Past President, Secretary, Treasurer, PA Member at Large, NP Member at Large, and a PA and NP Student Representative.

**Section 3:** The Executive Board shall consist of the President, President Elect, and Immediate Past President.

**Section 4:** Each officer of the organization shall be a fellow member in good standing of the Association for the duration of their term.

**Section 5:** The BOD shall control and manage the affairs of the organization, including compensation for Association Management and other contracts necessary for the operation of the organization.

**Section 6:** The BOD shall hold meetings at such times and places as may be designated by the President, but in no event shall there be less than one such meeting in any calendar year. An absolute majority of the voting membership of the BOD present shall constitute a quorum for purposes of transacting business. Proxy votes may be given to the president with any form of written correspondence in advance of the vote. If necessary, the Presidents vote will serve as the tie breaker.

**Section 7:** The BOD officers shall have a two-year term of office. Any officer may resign at any time. Such resignation shall be in writing to the board and shall take effect at the time specified therein.

**Section 8:** The BOD, at any meeting thereof, may appoint chairs, commissions, committees, committee members. The BOD may also appoint interim officers to complete terms of office for officials who have resigned or have been removed from office. Interim officers will complete the term of office for the official that they are replacing. Such officers will retain such title, authority, and duties as it may be deemed necessary by their position. The BOD will have the right to remove or replace any appointees at the BOD's discretion.

**Section 9:** Any elected officer may be removed or suspended from office for cause, at

any time by the affirmative vote of a majority of the BOD. The affected officer shall be provided written notice of any allegations or charges and will have 15 days to appeal the action, prior to being removed permanently. Upon appeal the officer shall be offered an opportunity to appear and be heard on the matter related to this action before the BOD takes final action in a closed session.

**Section 10:** The (elected board) member may appeal such action, in writing, within one month after notice of removal is given and the BOD has taken action to remove the officer. The BOD shall designate a time and place for the hearing of the appeal. After giving the officer and representatives reasonable opportunity to be heard, the BOD shall vote by closed ballot. A majority vote will either sustain or reverse the removal of the officer. The decision of the BOD shall be final.

## **Article VII**

### **Election of the Board of Directors**

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

**Section 2:** The offices to be filled are the BOD.

**Section 3:** The President Elect shall automatically succeed the preceding President as President of the organization and the outgoing President shall remain as a voting member of the BOD for two (2) years as the Immediate Past President. The Immediate Past President position is a two-year serving in a non-elected position.

**Section 4:** Eligible voters to elect the BOD include fellow members and the Student Alliance Co-Char Representatives - (PA and NP).

**Section 5:** The election of officers shall be conducted by email. The election of officers shall be announced at the annual membership meeting and by email to all members and posted on the APANP web site. The election shall be conducted at least 45 days prior to July 1.

**Section 6:** The elected officers shall assume office on July 1. Their terms of office run for 2 years from July 1 to June 30 following their election of the following year.

**Section 7:** For optimal organization performance, all elected BOD shall serve a rotational term of office. The President or Immediate Past President may select a person to fill a vacancy in any office as needed. For a seamless transition, BOD officers with terms that are coming to an end are strongly encouraged to facilitate communications to newly elected officers regarding the most recent up-to-date matters/expectations for the elected position.

**Section 8:** The following is the rotational election schedule for BOD positions:

President, President-elect, Treasurer– election occurs on even years (i.e., 2020, 2022, 2024, etc....).

Secretary, NP at Large, PA at Large elections occur on the odd years (2021, 2023, 2025, etc....).

Students (PA/NP) elections occur annually.

## **Article VIII**

### **Duties of Officers**

**Section 1:** The President shall preside at all business meetings of the organization and of the BOD. He or she shall make a full report of the year’s activities at the annual meeting of the organization. They shall coordinate agendas for future meetings, preside at meetings, maintain order, and set up forums for discussion.

They shall appoint committee members and chairs and develop ad hoc committees, commissions, or work groups, and appoint liaisons, and all standing committees and designate their chairperson, subject to the approval of the BOD. The President or Past President may sign contracts with co-signature of organization manager as the representatives of APANP. The President or their delegate shall review and update Bylaws every 2 years.

**Section 2:** The President Elect, in the absence of the President shall assume the duties of the President. They will organize and conduct, with the assistance of the Secretary, all annual elections and be designated as chair of the Elections Committee.

**Section 3:** The Immediate Past President shall attend Board meetings and shall perform such duties as may be delegated by the President. The Immediate Past President will serve as parliamentarian for BOD meetings.

**Section 4:** The Secretary shall review and maintain the minutes of all Board of Directors meetings, shall maintain records of communications, and other records, shall affix corporate seals as necessary. Shall maintain and update corporate records as necessary and ensure that bylaws and policies are current and reviewed regularly. Shall insure that the Association managers are maintaining the Association records in a secure fashion. Assist the President-Elect with elections. Ensure the collection of the minutes from committee, commission, and work group meetings are completed. Ensure that Student Alliance minutes are distributed to the BOD. Ensure that data collected, and membership information is secure. Ensure that members are receiving membership information, certificates and other. Ensure that membership data is current and updated regularly.

**Section 5:** The Treasurer shall ensure the maintenance of accurate records of the financial status of the organization. Shall submit annual budget for approval by the BOD and report to the BOD regularly the financial status by filing a quarterly report. Shall ensure the collection of membership dues and other receivables. Shall be responsible to ensure the receivables are deposited and the liabilities for the



organization are paid. Shall ensure the organizations follow standard bookkeeping procedures. Annual audits. The method of audit will be determined by the BOD. Ensure the timely filing of all required tax returns (Federal / State).

**Section 6:** The PA and NP Member at Large shall act as a liaison between the BOD and all PA/NP members of the organization. They may assist in conducting affairs of the organization as designated by the President. They shall encourage member participation and involvement on all APANP committees, commissions, work group, teams, and/or projects. They will inform the BOD of current events social/political as it pertains to their area of specialty.

**Section 7:** The Student Representatives (PA/NP) shall act as a liaison between the BOD and all student members of the organization. The Student Representatives shall assist in conducting affairs of the organization as designated by the President. They shall encourage student participation and involvement on all APANP committees, commissions, work groups, teams, and/or projects. The Student Representative will be a member of the Scholarship Committee.

## Article IX

### Committees

There shall be such committees as may be specified by the BOD with such authority and responsibility as may be delegated by the BOD or specified in the bylaws. There shall be the following Standing Committees:

- Awards / Scholarship
- Continuing Education / Conference
- DEI
- Elections
- Historian
- Judicial
- Legislative
- Membership
- Public Relations

Committees may develop policy, procedures, rules, and regulations which are subject to approval by the BOD. One member of the BOD shall be appointed to each standing committee to work as a liaison between the committee and the BOD.

**Section 1:** The members of each standing committee shall serve for a term of two (2) years, commencing on July 1. All committee members shall be appointed by the President and shall be subject to removal by the President. Each committee shall report directly to the President.

**Section 2:** Each standing committee shall be responsible for the performance of the duties and functions delegated to it by the President.

**Section 3:** Standing committees shall hold regular meetings and shall make quarterly written reports to the BOD through the President. Minutes of committee meetings will be filed with the Secretary to the organizational manager.

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

## **Article X**

### **Duties of the Standing Committees**

**Section 1:** Awards / Scholarship – Create appropriate awards to celebrate the accomplishments of PAs/NPs, PA/NP Students, and those that support the Association.

**Section 2:** The Continuing Education Committee (CME / CEU) shall coordinate the planning of CE conferences for APANP. The CE Committee shall oversee coordinating the notification of the membership of upcoming events and of actively pursuing other fundraising avenues for holding conferences, such as encouraging local pharmaceutical companies to become sponsors. The CE committee shall also solicit and maintain a list of speakers and subject matter experts and provide such information to any interested party.

**Section 3:** The DEI Committee, shall ensure that the DEI policy is enforced throughout the strategic plan and create opportunities for development of DEI initiatives.

**Section 4:** The Elections Committee shall verify the eligibility requirements of candidates and prepare a slate of candidates to fill positions on the BOD. The Committee shall establish rules and regulations governing the elections. The Committee shall conduct the elections in the manner discussed in Article VII, section 5.

**Section 5:** Historian, shall collect and collate materials for documenting the historical legacy of the organization. Coordinate with other support groups for displaying and publishing the information.

**Section 6:** Judicial See Article XIII

**Section 7:** The Legislative Committee shall monitor current legislation and policies that influence APANP and when necessary, coordinate the proactive lobbying for improved quality and standards for APPs practicing in Family Practice and encourage the membership to take a role in the legislative process.

**Section 8:** The Membership Committee shall encourage and promote the increase of APANP membership by coordinating the recruitment, retention, and development of the Association’s members and review and update the membership application annually.

**Section 9:** The Public Relations Committee will be responsible for increasing the visibility of the

Association through the use of various mediums – Print, digital or other.

## **Article XI**

### **Finance**

**Section 1:** The fiscal year shall be determined by a resolution of the BOD.

**Section 2:** The cost of annual dues, late fees, and assessments, as well as the manner of payment, shall be determined from time to time by the BOD. These fees will be proposed by the Finance Committee for the approval by the BOD.

**Section 3:** Membership renewals must be paid by the annual renewal date of the member.

**Section 4:** Any member whose dues, late fees, or assessments are unpaid at the time of any meeting shall be ineligible to vote or hold office. The BOD Finance Committee under the direction of the Treasurer may establish procedures and policies regarding nonpayment of dues, late fees, and assessments as they become due.

**Section 5:** In the case of the disavowment of APANP all funds shall be donated to the AAPA and AANP @ 50% each.

## **Article XII**

### **Parliamentary Authority**

**Section 1:** The current edition of *Roberts Rules* shall be the parliamentary authority for all matters of procedures not specifically covered by these bylaws. The President Elect shall serve as parliamentarian.

## **Article XIII**

### **Ethics and Judicial Affairs**

**Section 1:** The BOD shall be responsible for the internal judicial affairs of the Association.

**Section 2:** The Association has the inherent right through the BOD to discipline, suspend, or expel an Association member or Association-recognized organization.

**Section 3:** Anyone may in good faith refer charges against any Association member or constituent organization believed to have violated the Association Articles, Bylaws, policies, or rules, or for acting in a manner inconsistent with APANP's mission.

**Section 4:** The Association, after due notice and hearing, may discipline any member or constituent organization for a violation of the Association Articles, Bylaws, policies, or rules, or for unethical or unprofessional conduct, or for acting in a manner inconsistent with APANP's

mission. The notice and hearing procedures for such disciplinary actions may be determined by the BOD from time to time.

**Section 5:** If any member has their PA/NP license or temporary permit currently revoked as the result of a final adjudicated disciplinary action for violation of their professional practice statutes or regulations, then their APANP membership shall be automatically revoked.

**Section 6:** Any individual who has their PA/NP license or temporary permit currently revoked as the result of a final adjudicated disciplinary action for violation of their professional practice statutes or regulations shall be ineligible to apply for APANP membership during the period of that revocation.

**Section 7:** Any member who has been censured, suspended, or expelled by the Board of Directors may appeal, in writing, such action within six months after notice is given, in writing, by the Board of Directors.

**Section 8:** The BOD shall arrange for an impartial, three-person panel to hear the appeal. The panel shall consist of fellow members who are not holding a chairmanship nor board office. The President shall designate a time and place for the hearing of the appeal, and after giving the appellant and representatives reasonable opportunity to be heard, shall, by a majority vote, either sustain or reverse such censure, suspension, or expulsion. The decision of the panel shall be final.

## **Article XIV**

### **Amendment of Bylaws**

**Section 1:** Minor edits to these bylaws may be made by the majority vote of the APANP BOD.

**Section 2:** Written notification shall be made to all membership at least 3 weeks prior to voting on any proposed amendments to the bylaws.

**Section 3:** Major amendments to these bylaws may be made with notification of the membership at any time, at any regular or at a special meeting of the membership, by voting in favor by a majority vote of all eligible voting members in attendance. Voting may be completed by electronic medium, or by ballot at live meetings or by proxy with notification by written or electronic medium (email).

**04/07/2022: Bylaws reviewed and revised**

**Robert S. Smith, MS, DHSc, PA-C, DFAAPA, President Elect,  
APANP**

**Colleen Cole, DNP, APRN-BC, MSN, MBA, RN, Immediate Past President, APANP**