

BYLAWS OF THE COLORADO ACADEMY OF PHYSICIAN ASSISTANTS

Revised February 2020

PREAMBLE

The Colorado Academy of Physician Assistants (the Academy or CAPA) shall represent Physician Assistants in the State of Colorado as a constituent chapter of the American Academy of Physician Assistants (AAPA). The primary objectives of the Academy are to promote the physician assistant (PA) profession within the state, to advocate for PAs in legislative and regulatory realms, and to further the education of its members through continuing medical education programs.

ARTICLE I MEMBERSHIP

Section 1

Membership in this Academy shall consist of persons who meet the requirements for membership prescribed by the Board of Directors (BOD or the Board).

Section 2

A. A Fellow Member in this Academy is an individual who is a Fellow Member of AAPA and practices and/or resides in the States of Colorado. Fellow Members shall be entitled to the privileges of the floor, may hold office, and have full voting privileges.

B. An Affiliate Member is an individual who is not a current Fellow Member of AAPA but practices and/or resides in the State of Colorado. Affiliate members shall be entitled to the privileges of the floor, may vote only on CAPA issues and/or may hold office in compliance with CAPA policy.

C. A Student Member is an individual who is enrolled in an ARC-PA accredited program. Student members shall be entitled to the privileges of the floor and shall select and may hold office and a non-voting Student Representative to the BOD.

D. A Sustaining Member is an individual who has retired or previously would have qualified for membership under Article I, Section 2, Part A or B, who has chosen not to actively practice in the profession and opts to be classified as a Sustaining member. Sustaining members shall be entitled to the privileges of the floor and may vote only on CAPA issues. May not hold office, but may serve on committees.

E. A Supporting Member is an individual who resides out of state, is a physician assistant, and who may be a fellow member of the AAPA or their respective constituent organization. Supporting Members shall be entitled to privileges of the floor, but shall not be entitled to vote or hold office.

F. A Physician Member is a licensed physician who desires to associate with the Academy. Physician members shall be entitled to the privileges of the floor, but shall not be entitled to vote or hold office.

G. An Honorary Member is an individual who has rendered outstanding service to CAPA. Honorary members are elected by the BOD. Honorary members shall be entitled to the privileges of the floor but shall not be entitled to vote or hold office.

H. A Military Member is an active duty PA who is a member of his or her respective military PA society and wishes to associate with the Academy. Military members have privilege of the floor, but may not vote or hold office.

J. A Prospective PA Student is any person who is contemplating the PA profession as his or her career. Prospective PA Students have privilege of the floor, but may not vote or hold office.

Section 3

All applications for membership shall be made on an application form approved by this Academy. The application form will be reviewed and approved by the Membership Committee with recommendations for approval to the BOD. Applicants shall be notified of approval or rejection in a timely manner. A Fellow Member of the AAPA may not be denied membership to CAPA unless his or her membership has been previously revoked or suspended by CAPA or AAPA. For AAPA members belonging to more than one constituent chapter the member must declare with which chapter the member will vote on AAPA issues.

ARTICLE II POWERS OF THE BOARD OF DIRECTORS

Section 1

The voting BOD shall consist of the President, President-Elect, Immediate Past President, Secretary, Treasurer, Chief Delegate, five (5) Directors-at-Large and one (1) Student Director. Non-Voting BOD members shall consist of Committee Chairs, Delegates, and Student Representatives.

Section 2

The BOD have the following duties and responsibilities:

A. Management: To provide for the management of the Academy in such manners as may be necessary. The BOD has absolute fiduciary responsibility for the Academy.

B. Policy: To adopt, amend, repeal, and implement policy. The vote of the majority of the Board will be required to adopt, amend, or repeal policy.

C. To fill all vacancies occurring in their number between annual elections except for the office of President-Elect. A call for nominations and a special election will be sent to the general membership in the case of a vacancy of President-Elect. Call for nominations will occur at least thirty (30) days prior to the special election. The President-Elect will assume office immediately after the special election.

D. Board members shall not hold more than one seat on the Board at a time, unless a vacancy occurs between annual elections and/or a Board seat is not filled during the annual election. In these cases, a Board member may temporarily hold multiple Board positions until the vacancy is filled. Vacancies may be filled by persons appointed by a majority vote of the BOD. They shall serve the remainder of the term until the next annual election.

ARTICLE III MEETINGS OF THE BOARD OF DIRECTORS

Section 1

The BOD shall hold meetings at such times and at such places as may be designated by the President, but in no event shall there be less than two such meetings in any calendar year. Notification of BOD meetings shall be made to the membership at least one month prior to the meeting.

Section 2

A majority of the members of the BOD in office at the time shall constitute a quorum for purposes of transacting business. A quorum may be established at a scheduled meeting or by a telephone vote. Except as otherwise provided by these bylaws, action of the BOD shall be taken by a simple majority of the

members of the BOD in office at the time who are present when there is a quorum of the BOD present. A synopsis of all Board actions will be made available upon request and/or published in an electronic format.

Section 3

Special meetings may be called by the Secretary at the request of the President or upon written request to the President of at least fifteen (15) members of the Academy. The purpose of a special meeting shall be stated in the call. No other business shall be transacted at the special meeting. Notice of special meeting shall be mailed and/or distributed electronically to the Board and membership not less than fourteen (14) days prior to such meetings.

Section 4

Any action required or permitted to be taken at a meeting of the BOD may be taken without meeting if taken in accordance with this Section 4. Any action taken without a meeting shall have the same effect as an action taken with a meeting. All signed written instruments necessary for any action taken without a meeting shall be filed with the minutes of the meetings of the BOD. Action may be taken without a meeting if a quorum of the BOD in writing votes for, votes against, or abstains from voting on such action and the affirmative vote for such action equal or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the BOD then in office were present and voted.

ARTICLE IV MEETINGS OF MEMBERS

Section 1

The BOD shall hold an annual meeting of CAPA members. A call for such meeting shall be made at least sixty (60) days prior to such meetings.

Section 2^{SEP}

A call for all special General Membership meetings shall be made at least thirty (30) days prior to the meeting.

Section 3^{SEP}

Special General Membership meetings of the Academy may be called by the President or by simple majority of the BOD, or shall be called by the President upon written request of at least fifteen (15) voting members of the Academy.

Section 4^{SEP}

A quorum is the majority of the membership present with voting rights at any meeting of the Academy, so long as at least nineteen (19) voting members are present at the meeting. Each voting member has one vote for each matter put to vote of the members. All actions of the voting members shall be by a simple majority vote.

ARTICLE V RULES OF ORDER

Section 1

All meetings of the Academy and the BOD shall be governed by the current edition of *Standard Code of Parliamentary Procedure by The American Institute of Parliamentarians*. This shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws or policy.

ARTICLE VI ELECTION OF OFFICERS, DIRECTORS, AND DELEGATES TO THE AMERICAN ACADEMY OF PHYSICIAN ASSISTANTS

HOUSE OF DELEGATES

Section 1

A. The annual election of the BOD shall be held by electronic ballot. At each annual election there shall be elected directors consisting of the President-Elect, Secretary on even years, Treasurer on odd years, and two (2) Directors-at-Large on even years and three (3) Directors-at-Large on odd years. The Secretary, Treasurer, and Directors-at-Large shall hold office for a period of two years. A Student Representative from each accredited program in Colorado shall be selected by their respective program to the BOD as a non-voting representative. Each Student Representative must be a CAPA member. Student Representatives shall serve for the durations of his or her time in the program. The BOD so designated shall have the power to perform the duties authorized by the bylaws.

Election Schedule	Position	Length of Term
Annually	President-Elect	One (1) year term; three (3) year commitment (President-Elect, President, Immediate Past President)
Even years	Secretary	Two (2) years
Odd years	Treasurer	Two (2) years
Even years - two (2) positions Odd years - three (3) positions	Director-at-Large	Two (2) years
Annually	Chief Delegate-Elect	One (1) year term; two (2) year commitment (Chief Delegate-Elect, Chief Delegate)

B. The most votes received of the ballots returned will suffice to elect an officer. A call for nominations shall go out to the general membership annually. Nominations by self and others shall be sent to the Elections Committee. Ballots will be prepared, distributed, and tabulated by the Elections Committee and approved by the BOD. Election results will be announced by June 1st. New members shall assume office on July 1st.

Section 2

Election for the Chief Delegate-Elect and Delegates to the AAPA House of Delegates (HOD) will be held at the same time as the annual election for the BOD. The number of Delegates elected will be prescribed by the AAPA HOD policy. Candidates must be and maintain AAPA fellow membership and must be and maintain CAPA Fellow membership. Only current CAPA members may vote for delegates. Delegates are elected for a term of one (1) year with the exception of the Chief Delegate-Elect whose term is two (2) years and becomes Chief Delegate during the second year of the term. Delegates may be reelected for additional terms. Alternate Delegates are determined by the total numbers of votes in descending order after the Delegate positions have been filled. In the case where there are no Alternate Delegates a Director-at-Large in the second year of their term will serve as an Alternate Delegates. Delegates to the AAPA HOD take office on July 1st.

ARTICLE VII DUTIES AND LENGTH OF TERM OF THE OFFICERS

Section 1

The President shall preside at all business meetings of the Academy. The President shall establish all standing and ad hoc committees of the BOD and shall designate the chairpersons thereof, with counsel of the BOD. The President will present a full report of the year's activities at the annual meeting of the Academy. The President shall serve for one (1) year.

Section 2

The President-Elect must be present for at least three-fourths of all officially designated meetings or forfeit the position. The President-Elect shall succeed to the office of President at the expiration of the President's term or earlier should that office become vacant for any reason. The President-Elect shall assist the President in designating the chairperson of all standing and ad hoc committees. Should the President-Elect forfeit the position, a special election will be called. The President-Elect will preside at meetings of the Academy in the absence of the President. The President-Elect shall perform such duties as may be assigned by the President and/or BOD. The President-Elect shall serve for one (1) year.

Section 3

Immediate Past President shall perform such duties as may be assigned by the President or BOD. The Immediate Past President shall serve for one (1) year.

Section 4

The Secretary will keep minutes of all meetings of the Academy, shall have access to all membership data and shall notify members of all meetings. The Secretary shall perform such duties as may be assigned by the President and/or BOD. The Secretary shall serve for two (2) years.

Section 5

The Treasurer shall oversee the maintenance of accurate records of the financial status of the Academy, ensure yearly dues are collected from the members, ensure all moneys received by the Academy are deposited, and with the President's approval, pay all bills and record all receipts of those payments. The Treasurer will present a full report of the year's financial activities at the annual meeting and will present an annual budget for the upcoming fiscal year. The Treasurer shall perform such duties as may be assigned by the President and/or BOD. The Treasurer shall serve for two (2) years.

Section 6

Directors-at-Large shall perform such duties as may be assigned by the President and/or BOD. The Directors-at-Large shall serve for two (2) years.

Section 7

A. The Chief Delegate to the AAPA HOD will serve on the BOD for a one (1) year term. The Chief Delegate will be responsible to inform board members of the upcoming HOD business and will coordinate submission of any CAPA sponsored resolutions to the HOD. The Chief Delegate will lead and mentor the Chief Delegate-Elect and Delegates at the HOD. The Chief Delegate shall perform such duties as may be assigned by the President and/or BOD.

The Chief Delegate-Elect will serve for one (1) year and then matriculate in the second year to the position of Chief Delegate.

B. Delegates will serve for one (1) year. They shall perform such duties as may be assigned by the Chief Delegate.

C. All delegate positions are required to attend the AAPA HOD meeting at the annual AAPA conference.

Article VIII COMMITTEES

Section 1

Standing committees shall consist of: Continuing Medical Education, Elections, Membership, Judicial Affairs, Legislative and Governmental Affairs, and Finance.

Section 2

Committees shall hold regular meetings and shall make regular reports in writing to the BOD.

Section 3

Committees shall not have authority of the BOD and, except as expressly provided otherwise by these Bylaws, the authority of each committee is limited to making recommendations to the BOD.

ARTICLE IX AMENDMENTS

Section 1

These bylaws may be amended at any regular or special meeting of the voting membership or by electronic or mail ballot by a two thirds majority of the votes submitted so long as at least 15 votes are submitted. Notification of Bylaws changes shall be sent to the membership no less than thirty (30) days before the vote is to take place.

[Adopted.1984; Amended 2008, 2015, 2017, 2018, 2020]