

BYLAWS

NEW MEXICO ACADEMY OF PHYSICIAN ASSISTANTS

INCORPORATED

(ADOPTED 4-26-86)

ARTICLE I -- NAME, OFFICE

Section 1. Name.

The name of the organization shall be the New Mexico Academy of Physician Assistants, incorporated.

Section 2. Principal Office.

The principal office of the NMAPA shall be in the State of New Mexico at such places as may from time to time be directed by the Board of Directors by resolution.

ARTICLE II -- PURPOSES AND POWERS

Section 1. Purposes.

The New Mexico Academy of Physician Assistants is organized as a business league or professional association within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1954 for the purposes of:

- A. promoting the acceptance of the physician assistant concept among health professionals and lay persons;
- B. improving the conditions under which physician assistants practice;
- C. promoting the increased utilization of physician assistants within the health care delivery system;
- D. promoting continuing education for physician assistants;

E. enhancing the quality and availability of health care services.

Section 2. Powers.

The New Mexico Academy of Physician Assistants, Inc., shall have all powers granted to nonprofit corporations under the New Mexico Nonprofit Corporation Act, as the same is in force now or may be hereafter amended; provided, however, that these powers shall be exercised in furtherance of the purposes of the corporation and in a manner consistent with maintaining the corporation's status as a tax-exempt entity under Section 501 (c) (6) of the Internal Revenue Code of 1954, as the same is in force or may be hereafter amended.

Section 3. Amendments to this Article.

This article may be amended only by amending the Articles of Incorporation as provided for in Article 7, Section 9, of these bylaws.

ARTICLE III -- MEMBERSHIP

Section 1. Classes of Membership and Criteria for Eligibility.

There shall be the following classes of membership in the Academy, with criteria of eligibility as specified:

A. **Fellow members.** A person is eligible to be a fellow member of the NMAPA if he or she:

1. has graduated from a physician assistant program approved by the American Medical Association; and

2. is certified as a physician assistant by the National Commission on Certification of Physician Assistants; and

3. is a member of the American Academy of Physician Assistants.

B. Affiliate members. A person is eligible to be an affiliate member of the NMAPA if he or she meets the criteria of A 1 and 2 above but is not a member of the AAPA.

C. Student members. A person is eligible to be a student member of the NMAPA if he or she is enrolled in a physician assistant program approved by the American Medical Association.

D. Associate member. A person or institution is eligible to be an associate member of the NMAPA if the person or institution is interested in and supportive of the aims of the NMAPA. This reduced fee class of membership is not open to NM PA's that qualify as a Fellow or Affiliate.

E. Honorary member. Honorary members are those persons or organizations who have been elected to honorary membership in the NMAPA for their outstanding service to the NMAPA and the profession. Honorary members shall not be required to pay dues.

Section 2. Application and Enrollment Dues.

A. Application for membership in the NMAPA shall be made in writing on forms provided for that purpose submitted to Membership Secretary of the NMAPA, and shall be accompanied by payment in the amount of dues for the first year. Membership year is based on the calendar year. Deadline for membership renewal is January 31st of

the upcoming calendar year.

Renewals and new membership dues received late in the year will not be applied or pro-rated towards the next calendar year.

B. The Membership Secretary shall enroll a person as a member in the NMAPA when he or she ascertains that the person meets the requirements of eligibility and has paid dues for the first year of membership.

Section 3. Rights of Members.

A. Voting rights.

1. Fellow members. Fellow members of the NMAPA are entitled to vote on all issues coming before the membership of the NMAPA.

2. Affiliate members. Affiliate members of the NMAPA are entitled to vote on all issues coming before the membership of the NMAPA except for those issues relating to the American Academy of Physician Assistants.

3. Student members. Student members of the NMAPA are entitled to vote on all issues coming before the membership of the NMAPA in accordance with AAPA regulations.

4. Associate members. Associate members are not entitled to vote on any issue.

5. Honorary members. Honorary members are not entitled to vote on any issue.

6. There shall be no proxies.

B. Other rights.

1. All members of the NMAPA are entitled to make their

views known at any meeting of the members, the Board of Directors, or any committee.

2. Members of the NMAPA shall have such other benefits of membership as the Board of Directors may from time to time determine by resolution.

Section 4. Resignation of Members.

Any person may resign his or her membership in the NMAPA at any time by delivering a written letter resignation to the President or the Membership Secretary of the Academy. Members who resign shall not be entitled to receive a refund or any portion of the dues that they have already paid.

Section 5. Annual Meeting of Members.

The membership shall meet at least once during each calendar year.

A. Time, Place and Date of Annual Meeting.

The Board of Directors shall provide by resolution the time, place and date of the annual meeting.

B. Notice of Annual Meeting.

Notice of the annual meeting shall be mailed, first class postage prepaid, to each member at his or her last known address at least thirty (30) days before the annual meeting. The notice must state the date, time and place of the annual meeting and should include a brief agenda of the matters to be considered at the annual meeting.

C. Waiver of Notice.

1. Attendance at the annual meeting shall constitute

a waiver of notice of the meeting unless such attendance is for the specific purpose of objecting to the meeting as unlawfully called.

2. Failure to provide the Membership Secretary with an accurate, up to date address shall constitute waiver of notice.

D. Quorum.

The attendance of fifteen percent (15%) of the members entitled to vote on any issue shall constitute a quorum for purposes of transacting business at the annual meeting. Once a quorum is established, it shall be deemed to continue until adjournment. Business may not be transacted unless a quorum is established.

Section 6. Special Meeting of Members.

A. Calling of Special Meeting.

Unless otherwise prescribed by statute, special meetings of the members may be called by the President, or the Board of Directors, or any three members of the Board of Directors, and must be called by the President or the Recording Secretary of the Academy upon receipt of a petition signed by twenty-five percent (25%) of the members of the NMAPA entitled to vote on any issue.

B. Notice.

Notice of the special meeting of the members shall be sent first class mail, postage prepaid, to each member at least ten (10) days before the date of the special meeting. Such notice shall state the time, date and place of the special meeting, shall identify the person or persons who called the special meeting, and

shall include a brief description of the item or items of business to be discussed at the special meeting.

C. Waiver of Notice.

1. Attendance at a special meeting shall constitute a waiver of notice of the meeting unless the member attends for the specific purpose of objecting that the meeting was not lawfully called.

2. Failure to inform the Membership Secretary of a change of address shall constitute a waiver of notice.

D. Agenda.

The agenda for special meetings shall be limited to those items stated in the notice of the special meeting.

E. Quorum.

The presence of fifteen percent (15%) of the members entitled to vote on the issue or issues to be considered shall constitute a quorum for the transaction of business. Once a quorum is established, it shall be deemed to continue until adjournment. Business may not be transacted unless a quorum is established.

Section 7. Actions not Effective without Vote of the Membership.

A. The following actions are not effective unless and until approved by an affirmative vote of two-thirds of the members entitled to vote on any issue presented at an annual or special meeting of the membership.

1. The adoption of any amendment to the Articles of Incorporation;

2. The adoption of a plan of merger or consolidation;
3. The adoption of a resolution setting in motion proceedings to voluntarily dissolve the NMAPA;
4. The adoption of a resolution revoking proceedings to voluntarily dissolve the NMAPA.

B. The following actions are not effective unless and until approved by an affirmative vote of a majority of the members present at an annual or special meeting of the membership.

1. An increase or decrease in the number of directors on the Board of Directors, or in the qualifications or terms of office of directors or officers of the NMAPA.

ARTICLE IV -- OFFICERS OF THE ORGANIZATION

Section 1. There shall be the following officers of the organization: a President, a President-Elect, a Recording Secretary, a Membership Secretary, A Treasurer, and three delegates to the House of Delegates of the American Academy of Physician Assistants.

Section 2. Qualifications.

All officers of the NMAPA must be fellow members of the NMAPA.

Section 3. Election and Term of Office.

The officers of the NMAPA, AAPA delegate(s) and alternate(s) shall be elected by members by means of a mailed ballot annually. Nominations may be made by any Academy member, submitted in writing to the Recording Secretary no later than two months prior to the annual meeting. An official ballot listing all nominees willing to serve will be mailed to the membership no later than six weeks

prior to the annual general membership meeting. Ballots must be returned to the Recording Secretary no later than two weeks prior to the meeting. Announcement of officers will be made at the annual meeting.

The President, President-Elect, Recording Secretary, Membership Secretary, and Treasurer shall be elected for a one-year term, to run January 1st to December 31st, or until their successors are chosen and qualified. Delegates shall be elected each year to serve a two-year term, or until a successor is chosen and qualified.

Section 4. Resignation of Officers.

Any officer may resign at any time by delivering a written resignation to the President or Recording Secretary of the NMAPA. Resignations shall be effective at the time specified in the resignation and shall be effective without action of the Board of Directors unless the resignation states that it is effective only upon acceptance. If agreeable to the Board and the resigning officer, an officer who has tendered a resignation may continue to serve until a successor is duly chosen and qualified.

Section 5. Removal of Officers.

Any officer may be removed by an affirmative vote of a majority of the members entitled to vote on the issue when, in their judgment, the removal of such officer shall serve the best interests of the NMAPA. A vote on the removal of an officer can only be taken at an annual or special meeting of the membership, and the notice of the meeting must clearly state that the removal

of a particular officer, who shall be identified by name, will be one of the items of business to be considered at the meeting. Removal of an officer may not be placed on the agenda of a special meeting by amending the agenda.

Section 6. Vacancies.

The Board of Directors may fill a vacancy in any office for the unexpired portion of the term or until a successor is duly chosen and qualified.

Section 7. Duties of the President.

The President shall preside at all business meetings of the organization and of the Board of Directors. He shall make a full report of the year's activities to the annual meeting of the membership.

Section 8. Duties of the President-Elect.

The President-Elect shall assume the duties of the President in his or her absence. The President-Elect, with the assistance of the Recording Secretary, shall conduct all annual elections. The President-Elect shall become familiar with those issues and concerns affecting the physician assistant profession on a local and national level in preparation for assuming the presidency of the NMAPA in the following term of office.

Section 9. Duties of the Recording Secretary.

The Recording Secretary shall keep accurate records of all official proceedings of the NMAPA, including meetings of the Board, Committees and the members; shall be responsible for giving all notices of meetings of the Board or the members; and shall

generally be responsible for all official communications of the organization to its members or to others, excepting those communications pertaining to membership renewals and new memberships.

Section 10. Duties of the Treasurer.

The Treasurer shall maintain accurate records of the financial status of the organization, collect yearly dues from all members with the assistance of the Membership Secretary, deposit into the organization's account all money received by the organization, and, with the President's approval, pay all bills approved by the organization and make a record of those payments.

Section 11. Duties of the Membership Secretary.

The duties of the Membership Secretary shall include the recruitment of new members of the NMAPA, retention of current members through membership renewal activities and the provision of membership certificates. The Membership Secretary shall also pursue the possibilities for expanded member services and benefits.

Section 12. Duties of the Delegates.

Delegates to the House of Delegates of the American Academy of Physician Assistants shall be responsible for ascertaining the views of the fellow members of the NMAPA on matters scheduled to come before the House of Delegates; for representing those views fairly and to the best of their ability in the House of Delegates; and for reporting back to the members on proceedings in the House of Delegates.

ARTICLE V -- BOARD OF DIRECTORS

Section 1. Powers of the Board.

Unless otherwise specified in these bylaws or by the law of the State of New Mexico, the activities, affairs and property of the NMAPA shall be managed, directed and controlled, and its powers exercised by and vested in the Board of Directors.

Section 2. Number of Directors; Election and Term of Office.

A. Ex Officio Directors

1. Officers. The following officers shall serve as directors during their terms of office or until their successors are chosen and qualified, with full voting power:

- a. the President;
- b. the President-Elect;
- c. the Recording Secretary;
- d. the Treasurer;
- e. the Membership Secretary.

2. Past President. In any year in which the person who has served as President chooses not to run for an additional term or another office or is not elected to the office of President or another office for an additional term, that person shall serve as a Board member for a term of one year, with full voting power.

B. Student Director.

Student members of the NMAPA may elect one of their number to serve a one year term on the Board of Directors, or until a successor is chosen and qualified. Such election may take place at the annual meeting of the membership, or may be held at a meeting of the student members called by the recording Secretary

of the NMAPA in the manner prescribed for special meetings of the members and held at at time, date and place which will facilitate participation of all student members of the NMAPA.

C. At Large Directors.

The membership of the NMAPA shall elect three (3) directors to serve one-year terms of office, to run January 1st to December 31st, or until their successors are chosen and qualified. The election shall be by mailed ballot annually.

Section 3. Quorum of Directors.

At any meeting of the Board, a quorum is established when a majority of the persons serving as directors are in attendance. In determining the presence of a quorum, no person shall be counted more than once, regardless of the number of offices that person may hold. A position which is vacant because no one is qualified to serve in that position, or because the members who are entitled to vote have failed to elect someone to that position, shall not be considered in determining the presence of a quorum. Business may not be transacted unless a quorum has been established.

Section 4. Voting.

Each director is entitled to one vote, regardless of the number of offices the director may hold. There shall be no proxies.

Section 5. Resignation of a Director.

Any director may resign at any time by delivering a written letter of resignation to the President or Recording Secretary of the NMAPA. Resignations shall be effective at the time specified

in the letter of resignation, and shall be effective without acceptance by the Board unless the resignation specifies that it is effective only when accepted. When it is agreeable to the Board and the director, a director who has tendered a resignation may continue to act as a director until a successor is chosen and qualified.

Section 6. Removal of a Director.

Any director may be removed by an affirmative vote of a majority of the members entitled to elect that director present at a special meeting of the membership; provided that the notice of the meeting specified that the removal of the director would be one of the items considered at the meeting. Removal of a director may not be placed on the agenda by amending the agenda.

Section 7. Vacancies.

The Board of Directors may fill vacancies in positions on the Board for the unexpired portion of the term or until a successor is chosen and qualified.

Section 8. Annual Meeting of the Board.

The annual meeting of the Board of Directors shall be held after the annual meeting of the membership, and at a time, place and date which will facilitate the attendance of members attending the annual meeting of the membership.

A. Time, Date and Place.

The specific time, date and location of the annual meeting of the Board shall be as designated by the Board in a resolution.

B. Notice to Directors and Members.

1. Notice to Directors. The Recording Secretary shall notify the directors of the time, date and place of the annual meeting of the Board by mailing to each director, first class postage prepaid, written notice stating such information, and including the agenda for the meeting. Such a notice shall be mailed no later than ten (10) days before the annual meeting of the Board.

2. Notice to Members. Members shall be notified of the time, date and place of the annual meeting of the Board by including such information in the notice of the Annual Meeting of the members. Copies of the agenda for the annual meeting of the Board shall be made freely available to the members during the annual meeting of the members.

C. Agenda.

The agenda for the annual meeting of the Board of Directors may be amended by an affirmative vote of a majority of the directors, and must be amended if fifteen percent (15%) of the members of the NMAPA entitled to vote on any issue so request.

Section 9. Special Meetings of the Board.

In addition to the annual meeting of the Board, the Board shall hold such special meetings as, in its judgment, are useful. It is anticipated, but not required, that the Board shall meet approximately quarterly.

A. Calling of Special Meetings.

Special meetings of the Board may be called by the President or by any two Board members, and must be called by the President

or Recording Secretary of the Board upon receipt of a petition signed by twenty-five percent (25%) of the members of the NMAPA entitled to vote on any issue.

B. Notice.

Notice of the time, date and location of the special meeting of the Board shall be mailed to each director by the Recording Secretary at his or her last known address, first class postage prepaid, no later than seven (7) days before the meeting. The notice shall include a brief description of the matters to be discussed at the meeting.

C. Agenda.

The agenda for a special meeting may be amended by an affirmative vote of the majority of the Directors present at the meeting.

Section 10. Action by Board of Directors without a Meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the directors shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the Board, and the action taken shall have the same force and effect as an unanimous vote of the directors.

Section 11. Compensation.

The directors shall serve without compensation; however, the Board may authorize reimbursement of reasonable expenses incurred by directors, officers or members of the NMAPA on NMAPA business.

ARTICLE VI -- COMMITTEES

Section 1. General Provisions.

The Board of Directors, by resolution, may create such committees as it deems necessary or proper to carry out the business of the Board.

Section 2. Powers of Committees.

The Board shall specify the powers and authority of the committee in the resolution creating the committee; provided, however, that no committee may be granted the power to:

- A. alter, amend or repeal the bylaws;
- B. elect, appoint or remove any member of a committee or any officer or director of the NMAPA;
- C. amend or restate the Articles of Incorporation or adopt a plan of merger or consolidation;
- D. authorize the sale, lease, exchange, pledge, mortgage or other disposition of all or substantially all the assets or property of the NMAPA;
- E. authorize the institution or revocation of proceedings for voluntary dissolution of the NMAPA;
- F. adopt a plan for the distribution of assets;
- G. amend, alter or repeal any resolution of the Board.

Section 3. Membership on Committees.

Each committee must include among its members, at least two members of the Board of Directors, and may include such other persons as the Board deems necessary or proper. The resolution creating the committee must specify the total number of persons to

serve on the committee, the names of the two directors who shall serve on the committee, and the manner in which other members of the committee shall be determined, and may include any other matters that the Board deems necessary or proper, including but not limited to the name of the chairperson of the committee and the number of members required to constitute a quorum.

Section 4. Durations of Committees; Terms of Office of Members.

Committees shall remain in existence for such time as the Board shall specify in the resolution, or until dissolved by resolution of the Board. The members of the committee shall serve such terms of office as are specified in the resolution or until they are removed by a resolution of the Board.

Section 5. Notice.

Each committee shall determine the manner in which it shall give notice of its meeting.

Section 6. Quorum.

The Board or each committee shall determine the number of members which shall constitute a quorum for the committee; provided, however, that a quorum must be at least two (2) persons or one-third of the members of the committee, whichever is greater. No business may be transacted unless a quorum is established.

Section 7. Records.

Each committee must keep written records of its proceedings, and must report to the Board at each meeting of the Board.

Section 8. Resignations.

Any member of any committee may resign at any time by delivering a written resignation to the Chairperson of the committee, and to the President or the Recording Secretary of the Academy. The resignation shall be effective without acceptance unless it provides that it is effective only on its acceptance. If it is agreeable to the Board and the resigning member, the resigning member may continue to serve until a successor is duly chosen and qualified.

Section 9. Vacancies.

Vacancies on committees must be filled by the Board of Directors. It shall be the responsibility of the Chairperson of the committee to recommend to the Board the names of one or more persons willing to serve on the committee.

Section 10. Removal of Committee Members.

The Board of Directors may by resolution, remove a member of a committee when, in their judgment, the best interests of the NMAPA will be served by such removal.

ARTICLE VII -- MISCELLANEOUS

Section 1. Records.

The NMAPA shall maintain accurate records of all meetings of the Board of Directors, committees, and the members; an up to date list of the names and addresses of those persons who are members; and books and records of the receipts and disbursements of the organization. Unless otherwise authorized by a resolution of the Board, all records shall be in the custody of the Recording Secretary or Treasurer of the organization. Any member of the

organization or his or her duly authorized agent or representative shall be entitled to inspect any records pertaining to the organization at any reasonable time upon giving appropriate notice to the custodian of records. A time shall not be considered reasonable if it is during normal or emergency business hours of the custodian of the record unless the custodian agrees to make him or herself available at that time.

Section 2. Deposit of Funds.

All funds of the organization not otherwise employed shall be deposited in such banks, trust companies, or other reliable depositories as the Board of Directors may from time to time authorize by resolution.

Section 3. Checks, etc.

All checks, drafts, endorsements, notes and evidence of indebtedness of the organization shall be signed by such officers or agents of the Corporation and in such manner as the Board of Directors from time to time may determine. Endorsements for deposits to the credit of the Corporation shall be made in such manner as the Board of Directors may from time to time determine.

Section 4. Loans.

No loans or advances shall be contracted on behalf of the Corporation, and no note or other evidence of indebtedness shall be issued in its name unless and except as authorized by the Board of Directors. Any such authorization shall relate to specific transactions, and may include authorization to pledge, as security for loans or advances so authorizing, any and all securities and

other personal property at any time held by the organization.

No loan shall be made to any officer or director of the organization. Any director voting for such a loan shall be liable to the organization for the full amount of the loan until such loan is repaid.

Section 5. Contracts.

The President or Recording Secretary or any other officer specifically authorized by the Board of Directors, may, in the name of and on behalf of the organization, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board of Directors. No officer or other agent of the NMAPA may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation without the express and specific authorization of the Board of Directors.

Section 6. Contracts with Directors or Officers.

No Director or Officer of the Corporation shall be interested, directly or indirectly in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless:

A. such contract shall be authorized by an absolute majority of Directors present and voting at a meeting at which the presence of such Director is not necessary to constitute a quorum and the vote of such Director is not necessary for such authorization; and

B. the facts and nature of such interest shall have been fully disclosed or shown to the members of the Board of Directors

present at the meeting at which such contract is authorized.

Section 7. Indemnification.

The Board of Directors may, by resolution, provide for indemnification of directors and officers of the Corporation, including but not limited to the purchase of director's liability insurance to the extent that such indemnification is lawful in the State of New Mexico.

Section 8. Fiscal Year.

The fiscal year of the NMAPA shall begin on January 1st and end on December 31st of each calendar year.

Section 9. Amendments of Governing Documents.

A. Amendments to Bylaws. Unless otherwise specified by these bylaws or by the law of the State of New Mexico, the bylaws may be amended by the Board of Directors or the members of the organization entitled to vote on any issue at any regular or special meeting of the Board or of the members. Notice of the proposed amendment shall be given in the same manner as notice of the meeting, and shall include the text of the proposed amendment or amendments. The amendment shall be adopted by a simple majority vote of the Board or the members and shall become effective when filed with the State Corporation Commission.

B. Amendments to Articles of Incorporation. The Board of Directors may by resolution, propose amendments to the Articles of Incorporation. Written notice of the resolution, which must contain the text of the proposed amendment, shall be given in the same manner as notice of the meeting of the members at which the

amendment will be considered. A two-thirds vote of the members present and entitled to vote at a meeting at which a quorum is present is required to adopt any amendment to the Articles of Incorporation. The amendment shall become effective when filed with the State Corporation Commission.

These Bylaws were amended by a unanimous vote of the members of the New Mexico Academy of Physician Assistants present at the annual meeting of the organization on September 24, 1988, January 31, 1991, and November 21, 1992.

PRESIDENT

Kim Berge, PA-C

Date