

BYLAWS OF
THE ASSOCIATION OF
PHYSICIAN ASSOCIATES & NURSE PRACTITIONERS

Revision 9/2025

Table of Contents:

Article I	Organization Name	2
Article II	Purpose and Mission	2
Article III	Membership	3
Article IV	Constituent Organizations	5
Article V	Student Alliance of APANP	5
Article VI	Trustee Advisory Board	6
Article VI	Meetings of Members	6
Article VIII	House of Delegates	7
Article IX	Board of Directors	9
Article X	Election of Board of Directors	11
Article XI	Duties of Officers	13
Article XII	Committees	14
Article XIII	Duties of Standing Committees	15
Article XIV	Finance	16
Article XV	Parliamentary Authority	17
Article XVI	Ethics and Judicial Affairs	17
Article XVII	Amendment of Bylaws	18
Revision / Director Signatures		18

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

**Article I
Organization 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 Physician Associates (PA) and Nurse Practitioners (NP) 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. Function as 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. Create and maintain 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 evidence-based research 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 collective 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 listed with description as follows:

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

1.1: A Fellow member is one 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.

1.2: Retired PA/NP is a 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.

1.3: 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.

1.4: 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 Board of Directors 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 Board of Directors.

1.5: A Pre PA/NP Student is a person who is engaged in or applying for a PA or NP Program that wants 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 Board of Directors. Pre PA/NP members may not vote on APANP matters nor hold office.

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

1.7: 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.

1.8: 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.

1.9: 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 or the APANP House of Delegates. 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 2: Applications for Membership. All applications for membership shall be in a formatted application form approved by the Membership Department of the National Office. Upon review and approval of the membership application they shall be issued 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 3: Suspension or Revocation of Membership. Membership in APANP may be suspended or revoked as provided in Article XVI. 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 4: Non-Discriminatory Policy. APANP will remain non-discriminatory in granting membership.

Section 5: 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 Board of Directors at least 30 days before the meeting date. Notice may be delivered by any written or digital medium.

Section 6: Membership dues. Annual 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 for 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 IV Constituent Organizations

Constituent organizations consist of State, the District of Columbia, U.S. territories and Federal Services; Specialty Organizations; Caucuses; International PA/NP Associations, and Special Interest Groups as defined in APANP policy as chapter or constituent organizations.

Article V Student Alliance of APANP

Section 1: Purpose. The APANP Student Alliance is the national representative Board of Directors of PA/NP student members. The Student Alliance embraces the APANP 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 1, 1.4.

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 the APANP Bylaws and policies.
- 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. To fulfill its fiduciary responsibility, the APANP Board of Directors will be apprised of Student Academy activities to ensure the Student Alliances' compliance with APANP Bylaws, policies, and procedures.

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) serve on the APANP 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 Board of Directors (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 Board of Directors by a simple majority. The terms of office shall be 2 years (Elect Co-Chair and Co-Chair) with all other Board of Directors positions at a 1-year term. All regional and functional directors will be appointed by the Student Alliance Board of Directors and approved by APANP Board of Directors. Student Alliance advisors (PA/NP) will be appointed by the APANP President (non-voting).

Article VI Trustee Advisory Board

Section 1: APANP Trustees shall be an advisory board to the Board of Directors, and will consist of past presidents or leaders of APANP, who have remained active in APANP affairs after their completed service on the Board of Directors and have remained in good standing.

Section 2: The purpose of the Trustee Advisory Board is to maintain historical continuity, provide experience, and leadership to the organization as necessary to meet the needs of APANP as required.

Section 3: Trustee Advisory Board membership will be through petition to the APANP Board of Directors and will require APANP Board of Directors approval. The APANP Trustee Advisory Board will elect one trustee to serve as the Chief Trustee to the APANP Board of Directors as a member of the Board of Directors, with one vote.

Section 4: The Trustee Advisory Board may be appointed to serve in vacated positions on the board, committees, or House of Delegates as necessary, appointed by the President and approved by the Board of Directors.

Article VII 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. Board of Directors meetings are open to all members, except when there is business of a private nature or matter that requires an “Executive Session” for action, and 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, and 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 Board of Directors.

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 VIII House of Delegates

Section 1: Duties and Responsibilities. The Academy shall have a House of Delegates, which shall represent the interests of the membership. The House of Delegates shall exercise the sole authority on behalf of the Association to enact policies establishing the collective values, philosophies, and principles of the PA and NP professions. The House of Delegates may make recommendations to the Board of Directors for granting charters to Constituent Chapters, PA/NP specialty organizations and affiliating caucuses, special interest groups, and International PA/NP Organizations. The House of Delegates may make recommendations to the Board of Directors for establishing Association commissions and work groups and shall establish such committees of the House of Delegates as necessary to fulfill its duties. The House of Delegates shall be entitled to vote on amendments to these Bylaws on behalf of the members in accordance with Article XVII Section 3 of these Bylaws. The House of Delegates shall be solely responsible for establishing such rules of procedure, which are not inconsistent with these Bylaws, the Articles of Incorporation, or existing law, as may be necessary for carrying out the activities of the House (i.e., House of Delegates Standing Rules).

Section 2: Composition. The voting membership of the House of Delegates shall consist of the immediate past and current House Officers, one delegate elected by each officially recognized specialty organization, one delegate elected from each caucus, apportioned delegates elected from Chapters, and apportioned delegates elected from the Student Alliance of APANP. All delegates, other than those of the Student Alliance, must be fellow members of the Association. Student delegates must be student or fellow members of the Association. All delegates and extra delegates from Chapters, specialty organizations, caucuses and others must be elected by the fellow members of those organizations. The delegates and extra delegates from the Student Alliance must be elected in accordance with these Bylaws and Student Alliance policies. Chapter and Student Alliance delegate seats shall be allocated as follows:

- a. Chapter Delegates. Each Chapter shall be entitled to two (2) delegates. Additional delegates will be apportioned among the Chapters according to the number of Academy fellow members within the jurisdiction of each as of January 31 of the

- preceding year. When the number of fellow members within a Chapter's jurisdiction exceeds 220, it will be apportioned a third delegate. An additional delegate will be apportioned for each 300 additional members within the Chapter's jurisdiction thereafter. The Academy's Constituent Relations Work Group will develop and recommend to the Board the definition of the Chapters' jurisdiction.
- b. Student Alliance Delegates. The Student Alliance shall be entitled to one delegate for each 850 Student Alliance members as of January 31 of the preceding year.
 - c. Extra Delegates. The maximum number of extra delegates for each delegation will be determined as 50% of the apportioned seats of the delegation or five (5) extra delegates, whichever is greater. Elected extra delegates may temporarily or permanently replace a voting delegate during a meeting in accordance with the House of Delegates Standing Rules.

Section 3: House Officers. The House of Delegates shall elect from among its members the following House Officers: a Speaker (who shall also serve as Vice President of the Association), a First Vice Speaker, and a Second Vice Speaker (the First Vice Speaker and the Second Vice Speaker are not Officers of the Corporation).

- a. Election and Term of Service. Each House Officer shall be elected by a majority of votes cast. No absentee or proxy vote shall be cast. The Governance Committee shall determine the general procedures for House Officers elections. The terms of office shall be as specified in Article X, Section 3.
- b. Delegate-at-Large Designation. Each House Officer elected shall become a Delegate-at-Large during the term(s) as a House Officer, plus one additional year as an immediate past House Officer. The Delegates-at-Large shall be accorded with all the rights and privileges of elected delegates.
- c. Duties of House Officers.
 - i. The Speaker shall preside at all meetings of the House of Delegates.
 - ii. The First Vice Speaker shall assume the duties of the Speaker in the event of the absence of the Speaker, or in the event of vacancy in the position of Speaker.
 - iii. The Second Vice Speaker will assume the duties of the First Vice Speaker in the absence of the First Vice Speaker, or in the event of vacancy in the position of First Vice Speaker.
 - iv. The First Vice Speaker shall be responsible for verification of the credentials of the delegates. The Second Vice Speaker shall be responsible for compiling the records of all general meetings of the House of Delegates, submitting such records to the Secretary-Treasurer of the Association for filing with the Association's books and records, and for providing oversight for the Standing Rules Committee.
- d. Resignation or Removal of House Officers. Any House Officer may resign at any time by giving written notice to the Speaker, the President of the Association, or the Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered. Any House Officer may be removed from office at any time, with or without cause, by an affirmative two-thirds (2/3) majority vote of the House of Delegates. Removal may only occur at a meeting called for that purpose, and the meeting notice shall state that

the purpose, or one of the purposes, of the meeting is removal of the House Officer. Vacancies in these positions shall be filled in accordance with Article X Section 7 of these Bylaws.

Section 4: Meetings of the House of Delegates.

- a. Annual and Special Meetings. The House of Delegates shall hold an annual meeting. Special meetings of the House of Delegates shall be called by the Speaker upon written request of 25 percent or more of the currently credentialed delegates. Special meetings of the House shall also be called by a two-thirds (2/3) affirmative vote of the Board of Directors or by a majority affirmative vote of the House Officers. The object of such special meetings shall be stated in the meeting notice, and no other business other than that specified in the notice shall be transacted at the meeting.
- b. Notice. Notice of the place, date, and time of the annual meeting of the House of Delegates shall be given to each member of the House of Delegates at least 30 days before the meeting date. If proposed Bylaws amendments are to be presented to the House of Delegates for approval at the annual House meeting, the notice of the meeting shall include a description of the proposed amendments to be approved and must be accompanied by a copy or summary of the proposed amendments. Notice of the place, date, and time of a special meeting of the House of Delegates shall be given to each member of the House of Delegates at least five (5) days before the meeting date. Notice of a special meeting shall include a description of the matter or matters for which the meeting is called. Notice of the annual meeting or a special meeting may be delivered by electronic means.
- c. Quorum. A majority of the total number of delegates who are currently credentialed and eligible to vote shall constitute a quorum at any meeting of the House of Delegates. Unless otherwise stated in the Bylaws, an affirmative vote by a majority of the delegates present and voting shall constitute action of the House.
- d. Mail and Electronic Voting. Mail and electronic voting of the House of Delegates will be permitted for any House business. Mail and electronic votes will be called for by the Speaker of the House when directed by:
 - i. a simple majority of the House Officers;
 - ii. a two-thirds affirmative vote of the Board of Directors; or
 - iii. a call from 25 percent of delegates currently credentialed.

Additionally, mail and electronic votes will be called for by the Speaker when there is a vacancy in an elected office of the House during the time period between regularly scheduled House elections. The House Officers and Association staff shall determine the procedures for voting on issues requiring a mail or electronic ballot, subject to the requirements of the Texas Nonprofit Corporation Act.

Article IX
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 Board of 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 their duties.
- f. To establish, regularly review, and update the Association management plan to attain the goals of the Association.
- g. To report on 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 Board of Directors 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, Vice President, Immediate Past President, Secretary, Treasurer, PA Director at Large, NP Director at Large, and one PA and one NP Student Representative.

Section 3: The Executive Board shall consist of the President, President Elect, Vice President, 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 Board of Directors 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 Board of Directors 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 Board of Directors 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

President's vote will serve as the tie breaker.

Section 7: The Board of Directors 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 Board of Directors, at any meeting thereof, may appoint chairs, commissions, committees, and committee members. The Board of Directors 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 Board of Directors will have the right to remove or replace any appointees at their mutual 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 Board of Directors. The affected officer shall be provided with 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 Board of Directors 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 Board of Directors has taken action to remove the officer. The Board of Directors shall designate a time and place for the hearing of the appeal. After giving the officer and representatives reasonable opportunity to be heard, the Board of Directors shall vote by closed ballot. A majority vote will either sustain or reverse the removal of the officer. The decision of the Board of Directors shall be final.

Article X

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 Board of Directors.

Section 3: Term of Office.

- a. The term of office for the Association Officer positions of President, President-elect, and Immediate Past President shall be one year. The term of office for the Student Academy President shall be one year. The terms of office for Directors-at-Large and for the Association Officer position of Secretary and Treasurer shall be two years. The term of office for House Officer positions shall be one year.
- b. The Officer and Director positions will automatically be resigned effectively at the end of the leadership year if the individual runs for an alternate office.

Section 4: Eligibility and Qualifications of Candidates for Elected Positions Other Than Student

Alliance President or Nominating Committee Member.

- a. A candidate must be a fellow member of APANP.
- b. A candidate must be a member of an APANP constituent organization.
- c. A candidate must have been an APANP fellow member and/or student alliance member for the last three years.
- d. A candidate must have served in at least two leadership roles in the Association, Student Alliance, a constituent organization or related PA/NP organization (as defined in section below) in the past five years. This experience requirement will be waived for currently sitting APANP Board of Directors members who choose to run for a subsequent term of office.
 - Related PA/NP organizations can include: AAPA, AANP, PA or NP Foundation, AAPA Political Action Committee, AANP Political Action Committee, PA Education Association, National Organization of NP Faculties, ARC-PA, Advanced Practice Education Association, National Commission on Certification of Physician Assistants, American Academy of Nurse Practitioners Certification, CCNE or ACEN, or other similar professional organizations.
 - Up to one leadership role by serving in an executive or equivalent role in a healthcare professional organization or a healthcare regulatory agency.
- e. A candidate for House Officer must have been a seated delegate for a minimum of two years in the past five years.

Section 5: 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 Board of Directors 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 6: Eligible voters to elect the Board of Directors include fellow members and the Student Alliance Co-Chair PA and NP Representatives.

Section 7: 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 8: The elected officers shall assume office on July 1. Their office terms run for 2 years from July 1 to June 30 following their election of the following year.

Section 9: For optimal organization performance, all elected Board of Directors 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 from the Trustee Advisory Board, in the event there is not a person available from the Trustee Advisory Board then the vacancy can be filled at the discretion of the President or Immediate Past President as applicable and approved by a simple majority of the Board of Directors. For a seamless transition, Board of Directors officers with terms that are coming to an end are strongly encouraged to facilitate communications with newly elected officers regarding the most recent up-to-date matters and expectations for the elected position.

Section 10: The following is the rotational election schedule for Board of Director positions:

- President, President-elect - Annually
- Treasurer, PA-at-Large - Biennial on even years (2024, 2026, 2028, etc.).
- Secretary, NP-at-Large - Biennial on the odd years (2025, 2027, 2029, etc.).
- Student Alliance (PA/NP) - Annually

Article XI Duties of Officers

Section 1: The President shall preside at all business meetings of the organization and of the Board of Directors. They 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 Board of Directors. 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 Vice President, elected by the House of Delegates, will represent directly the views and needs of the Constituent Organizations to the Board of Directors, and will serve as an advisor to the President.

Section 4: 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 Board of Directors meetings, if there is no Immediate Past President the parliamentarian will be the chair of the Trustee Advisory Board.

Section 5: 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 ensure 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 Board of Directors. Ensure that data is collected, and membership information is secure. Ensure that members receive membership information, certificates and other. Ensure that membership data is current and updated regularly.

Section 6: The Treasurer shall ensure the maintenance of accurate records of the financial status of the organization. Shall submit annual budget for approval by the Board of Directors and

report to the Board of Directors regularly the financial status by filing a quarterly report. Shall ensure the collection of membership dues and other receivables. Shall be responsible for ensuring the receivables are deposited and the liabilities for the organization are paid. Shall ensure the organization follows standard bookkeeping procedures and conducts annual audits. The method of audit will be determined by the Board of Directors. Ensure the timely filing of all required tax returns (Federal / State). Will chair the Finance Committee that is responsible for financial planning and budgeting for the Association subject to approval by the Board of Directors annually.

Section 7: The PA and NP Members at Large shall act as a liaison between the Board of Directors 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 Board of Directors 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 Board of Directors 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 XII Committees

There shall be such committees as may be specified by the Board of Directors with such authority and responsibility as may be delegated by the Board of Directors or specified in the Bylaws. There shall be the following Standing Committees:

- Awards / Scholarship
- Continuing Education (CE)
- Diversity, Equity, and Inclusion (DEI)
- Elections
- Finance
- Historian
- Judicial
- Legislative
- Membership
- Nominating
- Public Relations

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

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, with the exception of the Nominations Committee - see section 5 of this Article.

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 Board of Directors 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 Board of Directors for such special tasks as circumstances warrant.

Section 5: Nominating Committee is composed of the Immediate Past President as the Chair, Vice President, and a Director-at-Large appointed by the Board of Directors. The Nominating Committee reports directly to the Board of Directors.

Article XIII

Duties of the Standing Committees

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

Section 2: The Continuing Education (CE) Committee shall coordinate the planning of continuing education 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 Diversity, Equity, and Inclusion (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 Board of Directors. 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: The Finance Committee shall plan and submit the annual budget and submit it to the Board of Directors for approval. They shall create, review and update the financial plan and budget

regularly and submit quarterly reports to the Board of Directors. The finance committee shall establish policies and procedures regarding the budgetary process, financial planning, collections of dues and other as appropriate.

Section 6: The Historian Committee shall collect and collate materials for documenting the historical legacy of the organization, and coordinate with other support groups for displaying and publishing the information.

Section 7: The Judicial Committee serves as the Board of Directors responsible for interpreting Bylaws, resolving disputes, and ensuring that APANP members adhere to ethical conduct and professional standards per Article XVI.

Section 8: 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 practicing PAs and NPs and encourage the membership to take a role in the legislative process.

Section 9: 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 10: The Nominating Committee shall carry out such duties and responsibilities for ensuring a slate of candidates for elections.

- a. Annually evaluate the environment and identify any skills, capabilities, or other characteristics that will support a diverse and high-performing Board of Directors.
- b. Support communication and education efforts to inform all members of elected leadership opportunities and how to qualify for those positions.
- c. Identify and recruit qualified members to run for elected positions within APANP.
- d. Evaluate all candidates seeking nomination according to the qualification criteria set forth in these Bylaws and according to other selection guidelines such as may be established by the committee.
- e. Inform candidates and voting members of criteria being considered by the Nominations Committee.
- f. Create a single or multiple slate of candidates for each nominated position.

Section 11: The Public Relations Committee will be responsible for increasing the visibility of the Association using various mediums, such as print, digital, social media, or other forms of communication.

Article XIV

Finance

Section 1: The fiscal year shall be determined by a resolution of the Board of Directors.

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 Board of Directors. These fees will be proposed by

the Finance Committee for the approval by the Board of Directors.

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.

Section 5: In the case of the disavowment of APANP, all funds shall be donated to the American Academy of Physician Associates (AAPA) and the American Association of Nurse Practitioners (AANP), divided equally at 50% each.

Article XV 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 Immediate Past President shall serve as parliamentarian at the Board of Directors meetings. If there is no Immediate Past President, the parliamentarian will be the chair of the Trustee Advisory Board.

Article XVI Ethics and Judicial Affairs

Section 1: The Board of Directors shall be responsible for the internal judicial affairs of the Association.

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

Section 3: Any member 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 the APANP 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 the APANP mission. The notice and hearing procedures for such disciplinary actions may be determined by the Board of Directors 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, 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 Board of Directors 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 XVII Amendment of Bylaws

Section 1: Minor edits to these Bylaws may be made by the majority vote of the APANP Board of Directors.

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, and/or as approved and voted by the APANP House of Delegates at annual APANP Conference as they represent the membership by voting in favor by a majority vote of all eligible voting members or delegates 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).

09/2025: Bylaws reviewed and revised



**Robert S. Smith, DHSc, MS, PA-C, CPAHA, FACHE, DFAAPA
Judicial Committee, Chair**



**Donna R. White, DNP, CRNP, FNP-BC
NP Director at Large, Judicial Committee Member**

