BYLAWS
OF
THE ASSOCIATION OF PHYSICIAN ASSISTANTS
IN CARDIOVASCULAR SURGERY

PREAMBLE
The Association is organized and shall be operated for educational, scientific, and political purposes. In furtherance of these purposes, the Association shall, through appropriate mechanisms, strive to encourage specialization in this field; to raise the standards of the specialty by providing or encouraging continuing medical education; and to represent Cardiovascular and Thoracic Physician Assistants and Physician Assistant students so as to maximize the benefit of their services to the public.

ARTICLE I: Membership

Section 1.1 The categories of membership shall be Active, Fellow, Resident, Student, Associate, Honorary, and Retired.

Section 1.2 Active membership is open to any graduate of a physician assistant training program approved by the Accreditation Review Committee for PA Programs (ARC-PA) or its successor, Committee on Allied Health Education and Accreditation (CAHEA), the Commission on Accreditation for Allied Health Education Programs (CAAHEP), who has passed the Certifying Examination of the National Commission on Certification of Physician Assistants (NCCPA) or its successor. An applicant for Active membership shall be actively participating in the treatment, research, education, or support of cardiovascular or thoracic disease.

Active members shall have all of the rights and privileges of membership, including the right to vote and the right to hold office. Active members shall be required to pay dues.

Section 1.3 Fellow membership (FAPACVS) is open to an individual who meets the requirements for Active membership in addition to the following initial requirements:

Active members with five or more years of clinical experience in cardiovascular/thoracic surgery:
1. A letter of recommendation from the current supervising physician, attesting to the member’s competence and proficiency, the number of years of clinical cardiovascular/thoracic surgical practice, and the approximate number of patient encounters* for the given PA.

Active members with less than five years of clinical experience in cardiovascular/thoracic surgery:
1. A letter of recommendation from the current supervising physician attesting to the applicant’s competence and proficiency

2. Verification of successful completion of a post-graduate training program in cardiovascular and thoracic surgery that meets the guidelines as set forth by the APACVS and the Society of Thoracic Surgeons.
Verification of two years’ full-time experience in the management and treatment of cardiovascular/thoracic patients.

3. Documentation of a minimum of 200-cardiovascular/thoracic surgery patient encounters.*

* A patient encounter is defined as “acting as a first or second assistant in the operating room (including harvesting conduit), acting as the primary operator in performing any invasive diagnostic or therapeutic procedure, or active participation in the bedside management of a patient.”

A Fellow member who leaves the specialty of Cardiovascular or Thoracic disease and who thereby no longer meets the requirements for Active membership will no longer be allowed to use the FAPACVS designation; however, he/she may be reinstated as a Fellow member within a period of five years, if he/she once again meets the requirements for Active membership.

Fellow members shall have all of the rights and privileges of membership, including the right to vote and the right to hold office. Fellow members shall be required to pay dues.

Section 1.4 Resident membership is open to individuals actively enrolled in a post graduate training program for Physician Assistants, which is recognized by the Association for Post Graduate Physician Assistant Programs (APPAP), who are interested in pursuing a career in the treatment, research, education, or support of cardiovascular or thoracic disease. Resident members are not permitted to vote, hold office, or chair committees. Resident members shall be required to pay dues.

Section 1.5 Student membership is open to individuals enrolled in an ARC-PA accredited or provisionally approved Physician Assistant training program, who are interested in pursuing a career in the treatment, research, education, or support of cardiovascular or thoracic disease. Student members are not permitted to vote, hold office, or chair committees. Student members shall be required to pay dues.

Section 1.6 Associate membership is open to health care providers who do not meet the requirements for Active, Fellow, Resident or Student Membership and who are actively participating in the treatment, research, education, or support of cardiovascular or thoracic disease. Associate members are not permitted to vote, hold office, or chair committees. Associate members shall be required to pay dues.

Section 1.7 Honorary membership may be conferred by a majority vote of the Board of Directors upon a person who has rendered distinguished service in or to the Physician Assistant profession. Physician Assistant Honorary members are not permitted to vote, hold office, or chair committees. Honorary members shall be exempt from the payment of dues.

Section 1.8 Retired membership is open upon request to any Active member who has served for twenty years as a Physician Assistant, or to any individual with at least five years of Fellow membership. Retired members must no longer be actively participating in the treatment, research, education, or support of cardiovascular or thoracic disease. Retired Fellow members will retain the right to use the FAPACVS designation. Retired members shall have all the
rights and privileges of membership, with the exception of holding office as a voting member of the Board of Directors. Any current member of the Board of Directors who requests Retired membership shall be allowed to complete his/her term. Retired members shall pay dues but at a rate equivalent to the Student membership rate.

Section 1.9 Membership shall become effective immediately upon approval of application and payment of dues.

ARTICLE II: Dues & Fees

Section 2.1 All members (except Honorary) shall be required to pay dues as set by the Board of Directors. Failure to do so may result in loss of membership.

Section 2.2 Membership dues are annual and effective for 12 months.

Section 2.3 Other fees may be assessed as determined by the Board of Directors.

ARTICLE III: Loss of Membership & Reinstatement

Section 3.1 Any member who fails to meet the conditions of membership as set forth by the Constitution and Bylaws of the Association is subject to review by the membership committee and maybe dropped from membership in the Association.

Section 3.2 Any member, who loses state licensure or NCCPA certification due to disciplinary action wherein a governing body revokes the member’s ability to practice, will lose the rights and privileges of membership in the Association.

Section 3.3 Any member of the Association who loses the rights and privileges of membership shall have the right of appeal in accordance with the policy manual.

Section 3.4 Any former member who once again meets the criteria for membership as set forth in the Constitution and Bylaws may again apply for membership.

Section 3.5 Any former member with a successful appeal of loss of membership or who is found to have been dropped from membership incorrectly or inadvertently shall once again be immediately and automatically considered a member of the Association.

ARTICLE IV: Membership Meetings & Voting

Section 4.1 The Association shall hold an annual scientific and business meeting, the time and place to be determined by the Board of Directors. Only members of the Association may attend the business meeting.

Section 4.2 In the absence of any provisions to the contrary in the Constitution and Bylaws, all meetings of the Association shall be governed by the Parliamentary rules and usages contained in the current edition of Robert’s Rules of Order.
Section 4.3 Special meetings of the members may be called, with not less than thirty (30) days notice, by the Board of Directors at any time and place, upon receipt of a written request by twenty percent (20%) of the voting members. Such request and the notice of meeting issued pursuant thereto shall state the purpose or purposes of the proposed meeting. Business transacted at a special meeting shall be confined to the purpose(s) stated in the notice.

Section 4.3.1 Written notice shall be delivered electronically or by standard mail to each member entitled to vote. The notice of each meeting shall state the place, date, and hour of the meeting, as well as the purpose or purposes for which the meeting is called. The notice shall indicate that it is being issued by or at the direction of the officer or persons calling the meeting.

Section 4.3.2 Whenever in the judgment of the Board of Directors any question shall arise that the Board of Directors believes should be put to a vote of the membership, and when the Board of Directors deem it inexpedient to call a special meeting for such a purpose, the Board may, unless required by the Constitution or Bylaws otherwise, submit such a vote to the membership electronically or by standard mail, and the question thus presented shall be determined according to a majority of the votes returned by legal ballot within thirty (30) days after such submission to the membership. Any and all actions taken in pursuance of a majority balloted vote in each case shall be binding upon the Association in the same manner as would be action taken at a duly called meeting.

Section 4.4 For the purpose of conducting the Association’s business at any annual business meeting or special meeting, the number of voting members present at such meeting shall constitute a quorum. Once a quorum is present, it is not broken by the subsequent withdrawal of any voting member.

Section 4.5 If an election or other matter is submitted to a vote of the membership either electronically or by standard mail, and such election is not conducted at a regular or special meeting of the voting membership, then a quorum shall be defined by the number of valid votes cast, and the issue shall be determined by a simple majority.

ARTICLE V: Board of Directors

Section 5.1 The Board of Directors of the Association of Physician Assistants in Cardiovascular Surgery shall consist of the following: President, Vice President, Secretary, Treasurer, six (6) Members-at-Large, Immediate Past President, and Executive Director.

Section 5.1.1 The following positions shall be elected by a vote of the membership, as set forth in Section 4.5. of these Bylaws: President, Vice President, Secretary, Treasurer and Members-at-Large.

Section 5.1.2 Those elected to a position on the Board of Directors are eligible to vote on the Board during their terms of office.

Section 5.1.3 The Executive Director is a non-voting member of the Board.
Section 5.1.4  The Immediate Past President is a voting member of the Board.

Section 5.2  The Board of Directors shall have supervision, control and direction of the affairs of the Association, and shall determine its policies or changes therein within the limits of the Constitution and Bylaws.

Section 5.3  The Board of Directors shall actively prosecute its purposes and shall have discretion in the disbursement of its funds.

Section 5.4  The Board of Directors may adopt such rules and regulations deemed necessary for the conduction of its business and execution of the powers granted within the limits of the Bylaws.

Section 5.5  The Board of Directors shall appoint by two-thirds (2/3) majority vote such employees as may be necessary to carry on the work of the Association.

Section 5.5.1  The salaries of such employees will be fixed by the Board of Directors.

Section 5.5.2  The duties, welfare, and security of said employees will be outlined by the Board of Directors.

Section 5.6  Approved minutes of the meetings of the Board of Directors will be made available to any member of the Association upon request of the member.

Section 5.7  The Board of Directors shall decide questions of cooperation with other organizations.

Section 5.8  The Board of Directors shall receive and pass upon the plans of each committee chair and shall authorize and direct the work of each.

Section 5.9  The Board, whose duties are executive and judicial, shall have charge of all property and financial affairs of the Association, and shall perform other such duties as are prescribed by law governing the directors of the corporation, or as may be prescribed in the Bylaws.

Section 5.10  Any board member, who loses state licensure or NCCPA certification due to disciplinary action wherein a governing body revokes the board member’s ability to practice, will lose the rights and privileges of membership in the Association.

Section 5.11  Any board member who has failed to actively and appropriately carry out the responsibilities of his/her office may be removed by a two-thirds (2/3) majority vote of the Board of Directors.

Section 5.12  Any board member who loses the rights and privileges of membership shall have the right of appeal in accordance with the policy manual.

Section 5.13  Vacancies shall be filled in accordance with Article VII of the Bylaws.
ARTICLE VI:  Election of Officers

Section 6.1 The officers shall be elected biannually (in November) with the exception of three of the six Members-at-Large, who will be elected in alternate years.

Section 6.2 Only Active and non-retired Fellow members in good standing are eligible to run for office. Such candidates may run for no more than one (1) office in any election.

Section 6.3 The elected officers shall serve for a term of two (2) years beginning on January 1st of the year following the election. An officer may be elected to more than one (1) term, but not to exceed three (3) consecutive terms, in any one office.

ARTICLE VII:  Vacancies

Section 7.1 Vacancies occurring in any office (except the presidency) shall be filled for the balance of the term by a person elected by the Board of Directors. The interim officer shall be elected by a two-thirds (2/3) majority vote of the voting Board of Directors.

Section 7.2 In the event of a vacancy of the President, the Vice President will serve out the term of the President. The Immediate Past President will, at the discretion of the Board of Directors, be extended the opportunity to continue as Immediate Past President until the next election.

Section 7.3 The membership will be notified of vacancies and replacements by the Board of Directors.

ARTICLE VIII:  Duties of Office

Section 8.1 President: The President shall preside at the annual meeting and at meetings of the Board. He/she shall appoint members to the standing committees and to other such committees as he/she deems necessary. The President shall be an ex-officio member of all committees, with the right to vote on all committees except the Nominating committee. He/she shall also, at the Annual Meeting of the Association and at other such times as he/she shall deem appropriate, communicate to the Association or to the Board of Directors such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the Association. He/she shall perform such other duties as are necessary incident to the office of president, or as may be prescribed by the Board.

Section 8.2 Vice President: The Vice President may be delegated by the President to perform the President’s duties in the event of temporary disability or absence from meetings, and shall have other such duties as the President or the Board of Directors may assign. If the President is unable to preside, then the Vice President will preside at the meeting.

Section 8.3 Secretary: The Secretary shall give notice of and attend all meetings of the Association. The Secretary shall keep a record of all proceedings, attest to the documentation, and perform other such duties as are usual for such an official, or may be duly assigned by the President or Board.

Section 8.4 Treasurer: The Treasurer shall keep an account of all monies received and expended by the Board, and shall make a report at the annual meeting when called upon by the President.
Funds may be drawn upon the signature of the President, Secretary, Treasurer, or Executive Director. The Board has the authority to examine and verify all records and books of the Treasurer.

Section 8.4.1 The Association’s books shall be open for audit upon request of the Executive Committee or upon written application of five (5) members of the Association.

Section 8.5 Members-at-Large: There shall be six (6) Members-at-Large. They represent the general membership to the Board of Directors. Members-at-Large shall perform such duties as assigned by the President or Board.

ARTICLE IX: Committees

Section 9.1 The standing committees of the Association are as follows: Continuing Medical Education, Executive, Finance, Membership, and Nominating.

Section 9.1.1 Additional standing committees may be added as needed by a two-thirds (2/3) majority vote of the Board of Directors.

Section 9.2 The President, subject to the approval of the Board of Directors, shall appoint such special committees or sub-committees as may be required by the Bylaws or as he/she may find necessary to carry on the work of the Association.

Section 9.2.1 Such committees and sub-committees shall be ad hoc.

Section 9.2.2 Ad hoc committees may not be given assignments which conflict with or duplicate the function of any standing committee.

Section 9.2.3 The term of service for the Chair and members of all ad hoc committees shall be for the term of office of the appointing President, unless otherwise provided by these Bylaws.

Section 9.3 All committees shall operate under the authority and supervision of the Board of Directors and shall report to the Board of Directors. No committee may exercise any power or authority reserved to the Board of Directors by the Articles of Incorporation or these Bylaws. No committee may exercise any power that may not be exercised by the Board of Directors under these Bylaws.

Section 9.4 Every committee shall submit a report of its activities, at least annually, and on an interim basis as requested or needed, to the Board of Directors.

ARTICLE X: Amendments

Section 10.1 The Constitution and Bylaws may be amended by a vote of the Association in which two-thirds (2/3) of those members who participate in the vote support the amendment.

Section 10.1.1 Notices will be sent to eligible members by electronic means or standard mail at least thirty (30) days prior to the call of the vote.
Section 10.1.2 Voting may be done by electronic or mail ballot.

Section 10.1.3 Voting by proxy will not be allowed.

Section 10.2 The Bylaws, upon the discretion of the Board of Directors, may be suspended as described by Robert’s Rules of Order.

Section 10.3 Amendments shall become active immediately upon approval of the membership.

ARTICLE XI: Fiscal Year

Section 11.1 The fiscal year shall commence on the first (1) day of September and shall end on the thirty-first (31) day of August the following year.

ARTICLE XII: Seal

Section 12.1 The Association shall have a seal of such design as the Board of Directors may adopt, with approval of two-thirds (2/3) of the membership at an annual meeting.

Section 12.2 The seal may not be used by any other organization, or by any member, without the written permission of the Board of Directors.

ARTICLE XIII: Articles of Incorporation

Section 13.1 In case of a conflict between the Articles of Incorporation and the Bylaws, the Bylaws shall prevail.

ARTICLE XIV: Dissolution of the Association

Section 14.1 Any funds remaining upon dissolution of the Association shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization(s) to be selected by the Board of Directors.

ARTICLE XV: Effective Date

Section 15.1 These Bylaws shall take effect immediately, by direction of the Board of Directors, with ratification by the general membership at the annual membership meeting. The effective date is November 19, 1981.