

The Georgia Dermatology Professional Association

BYLAWS

ARTICLE I Name

Section 1: The name and title of this organization shall be known as the Georgia Dermatology Professional Association Incorporated, herein referred to as the GDPA.

ARTICLE II Mission and Objectives

Section 1: Mission

The GDPA is organized to promote the professional and personal development of physician assistants/associates (PAs) in the practice of quality, cost effective and accessible health care in the medical specialty of dermatology in the state of Georgia. The GPDA will also promote the physician/PA relationship of the health care team in the practice of patient centered medical care.

Section 2: Objectives

1. Establish and maintain a representative organization and forum for PAs who practice or have an interest in the medical specialty of dermatology.
2. Act as a liaison other regional, state, and national medical societies and patient advocacy organizations.
3. Develop, sponsor and evaluate continuing medical or medically related education programs for the PAs.
4. Serve as a public information center and educate the medical community, health professionals and the public regarding PAs in dermatology in the state of Georgia.
5. Promote the academic and clinical training of PAs in dermatology in the state of Georgia.

ARTICLE III Classes of Membership

Section I: Membership in the GDPA is an honor that confers upon the individual certain rights and responsibilities. Members shall consist of those individuals who are cognizant of their obligation to the public, healthcare associates and the patient to adhere to standards of ethical and professional behavior. The GDPA Code of Ethics shall be the accepted ethical principles governing the professional behavior of its members.

Section 2: The membership shall consist of (a) fellow, (b) associate, (c) physician, (d) affiliate,

and (e) student members.

Section 3: Fellow members shall be PAs who are licensed as a PA by the state of Georgia and practice dermatology full or part time in collaboration with a physician, board certified/board eligible in dermatology. Fellow members may vote for GDPA officers and directors, introduce and vote on GDPA business and shall be eligible to hold office in the GDPA.

Section 4: Associate members shall be a PA who practices dermatology, but whose collaborating physician is not a board certified/board eligible dermatologist. Nurse Practitioners, licensed by the state of Georgia, and who work with board certified/board eligible dermatologists in the state of Georgia are also eligible to become Associate members. Associate member status may also be conferred for former Fellow members who are now retired from clinical practice of any kind so long as they continue to hold an active license as a Physician Assistant. Associate members shall have the privilege of the floor to address the GDPA Board of Directors, but shall not be entitled to vote or hold office.

Section 5: Physician members shall consist of licensed physicians who desire to associate with the GDPA in a professional or social capacity. Physician members shall be entitled to the privileges of the floor to address the GDPA Board of Directors, but shall not be entitled to vote or hold office.

Section 6: Affiliate members shall consist of PAs, other health professionals, and individuals employed by government agencies or industry who do not qualify for any other membership category, who have an interest in dermatology and desire to be affiliated with the GDPA. Affiliate members shall not be eligible to vote or hold office in the GDPA.

Section 7: Student members are individuals who are enrolled in an accredited PA program. Student members shall not be eligible to vote or hold office in the GDPA.

Section 8: Application for Membership -- All applications for memberships shall be in form approved by the GDPA Board of Directors. Review and approval of applications shall be the responsibility of the Secretary. The GDPA will grant membership to any individual who meets the criteria for membership defined in Article III, Section 3-8. The Board, with a majority vote, reserves the authority to grant or deny membership status to any applicant.

Section 9: Determination of Dues -- The amount of the dues for membership shall be determined by the Board of Directors, by majority vote.

ARTICLE IV Meeting of Membership

Section 1: Meetings of the GDPA shall be held at least annually. Other meetings shall be called as deemed necessary by a majority vote of the Board of Directors. A quorum of any general membership meeting of the GDPA shall consist of a majority of the members of the Board of Directors, along with any number of fellow members. Notice of meetings shall appear not less than 30 days prior to the meeting, via both email and the GDPA website, www.gadermpa.org, or by other such appropriate means determined by the Board of Directors. Reports of the meetings and

affairs of the GDPA shall be delivered by the officers and committee chairs to the membership, at the annual meeting.

ARTICLE V Elections

Section 1: Offices to be Filled -- Elected offices of the GDPA include the President, President-Elect, Immediate Past President, Secretary, Treasurer and Director at Large.

Section 2: Term of Office -- The term of office for President, President-Elect, Immediate Past President, Secretary, Treasurer, and Director at Large shall be for two years. At the conclusion of the initial two years, the President-Elect will automatically become President and a new President Elect shall be elected along with Secretary, Treasurer, and Director at Large positions. In addition, the prior President will automatically fill the office of Immediate Past President.

Section 3: Eligibility and Qualifications -- A candidate for office must be a fellow member in good standing of the GDPA.

Section 4: Self-Declaration of Candidacy -- Self-declaration as a candidate for the Board of Directors shall be permitted. Declaration for candidacy must occur by a date determined by the GDPA Board of Directors, and publicized to the general membership.

Section 5: Election Procedures -- The Immediate Past President shall distribute a ballot by electronic means at a prior announced date, to the voting membership on a date to be publicized by the GDPA Board of Directors.

Section 6: Votes Necessary to Elect -- A plurality of votes cast shall elect the Board of Directors. In case of a tie vote, the GDPA Immediate Past President will draw a lot.

Section 7: Term of Assumption of Office -- The term of office for all elected officers of the GDPA shall begin on July 1 and conclude on June 30 on even numbered years.

Section 8: Vacancies in Office

a) In the event of a vacancy in the office of President, the President Elect shall become the President to serve the unexpired term and shall be allowed to complete the remainder of their term as President Elect as well.

b) In the event of a vacancy in the office of President Elect, the Immediate Past President shall assume these duties, but not the office, until such time as the Board of Directors shall fill this vacancy as outlined in paragraph "d" of this Section.

c) All other vacancies occurring in the Board of Directors, shall be filled by a vote of the majority of the remaining members of the Board, from a slate of candidates prepared by the Board. All terms of office for the appointed officers of a vacated position shall expire at the time of the next regularly scheduled GDPA election.

d) In the event the office of President Elect were to become vacant prior to the end of their elected term, the Board of Directors shall call for a Special Election to be overseen by the Immediate Past President at the earliest possible date to fill the office of President Elect.

ARTICLE VI Board of Directors

Section 1: Officers -- There shall be six directors of the GDPA: President, President Elect, Secretary, Treasurer, Immediate Past President, and Director at Large. All officers must be fellow members of the GDPA, and the American Academy of Physician Assistants (AAPA.)

Section 2: Duties of Officers -- The Board of Directors shall have the following duties:

- a) Perform all the duties necessary to achieve and maintain the GDPA's mission and objectives
- b) Appoint new Board members when vacancies occur.
- c) Determine dues amount for membership.
- d) Appoint, evaluate and direct the duties of an Executive Director.
- e) Shall have charge of all properties and financial affairs of the GDPA.
- f) Meet at such time and places as necessary to conduct the business of the GDPA.
- g) Shall serve as the judicial body of the GDPA
- h) Establish committees, liaisons, coordinators and other internal structure to assist the Board in providing service to the membership and the accomplishment of the agenda, goals and objectives of the Board.

The President, as chief executive officer, shall organize and conduct meetings and oversee the organizational activities including recruitment of new members, coordination of Board activities and publicity. The President shall serve as the official spokesperson for the GDPA. (S)He shall appoint ad hoc committees to the Board of Directors and shall designate a chairman thereof, subject to the approval of the Board. The President shall report to the assembled general membership at the annual meeting with an account of the activities of the Board of Directors for the past year. At the conclusion of the two year term, the President, shall assume the office of Immediate Past President.

The President Elect shall preside at meetings of the GDPA in the absence of the President and succeed to the office of President if that office should become vacant for any reason prior to the completion of the term. The President Elect shall have oversight of the standing committees of the GDPA, assist the President with the appointment of committee chairs and orient the committee chairs to the GDPA. The President Elect will also perform such duties as may be assigned by the President or the Board of Directors. At the conclusion of the two year term, the President Elect, shall assume the office of President.

The Immediate Past President shall call for nominees for election to the Board of Directors at a time determined by the Board of Directors and oversee the Elections preparation and the distribution of ballots to the voting membership, and tallying the returned mail ballots. (S)He shall also perform such duties as may be assigned by the President or the Board of Directors.

The Secretary shall keep the minutes of the Board of Directors meetings, execute general correspondence, attest the signatures of the other GDPA officers, and also will collect and keep membership and other records for the GDPA.

The Treasurer shall be responsible for the proper accounts, property and funds of the GDPA; shall give a full report to the membership at the annual meeting; shall deposit or direct the deposited monies and other valuables in the name and to the credit of the GDPA with such depositories as may be directed by the Board of Directors. Additionally, the Treasurer shall disperse the funds of the GDPA as may be ordered by the Board of Directors; shall render an account of all transactions upon the request of the Board of Directors, and perform such other duties as may be prescribed by the Board of Directors. The Treasurer shall oversee any finance committee created for the purposes of managing the assets of the GDPA.

The Director at Large shall be responsible for acting as a liaison between the GDPA and Society of Dermatology Physician Assistants, Georgia Association of Physician Assistants, and AAPA (American Academy of Physician Assistants.) They will be responsible for helping to coordinate and communicate with these and other outside organizations as directed by the Board of Directors.

Section 3: Removal From Office -- Any member of the Board of Directors found delinquent in the performance of duties, or whose conduct is unprofessional or unethical may be impeached from office by a 2/3 majority vote of the Board of Directors.

Section 4: The Board of Directors -- Shall hold meetings at such times and in such places as may be designated by the President, or by a majority of vote by the Board, with notification of all Board members. There shall be a minimum of two meetings each year, one of these being conducted at the time of the annual general membership meeting of the GDPA. A majority of the Board shall constitute a quorum for the purposes of transacting business. Unless otherwise stated in these Bylaws, a majority vote by the Board members present and voting shall constitute a decision of action by the Board of Directors.

ARTICLE VII Executive Committee

Section 1: The Executive Committee of the Board of Directors shall consist of the President, President Elect and Immediate Past President of the GDPA.

Section 2: The Executive Committee shall be empowered to act for the Board on emergency matters only.

Section 3: All actions of the Executive Committee shall be reported within ten (10) day of the conclusion of their meeting, to the Board of Directors. All committee actions must be received and approved by the Board of Directors and shall be included in the official Board minutes.

ARTICLE VIII Committees

Section 1: Structure -- The Board of Directors shall establish the Committees of the GDPA as the need may arise.

Section 2: Composition -- Each committee shall be composed of members of the GDPA. The President shall appoint each chairperson. The chairperson of each committee shall hold office until

the appointment of their successor.

Section 3: Functions of the Committees -- The function of the committees shall be determined by the GDPA Board of Directors and set forth in the GDPA Policy and Procedure Manual.

Section 4: Committee Chair Removal -- The chairperson may have their appointment terminated by the President for being deficient in the performance of their duties. A majority of the Board may also remove the committee chair from their appointment if found to be deficient in the performance of their duties.

Section 5: Liaisons-- The Board of Directors shall establish liaison positions with appropriate affiliate organizations that have common goals, like interests or the need for ongoing communication with the GDPA. The selection, training, funding, monitoring and reporting process shall be defined in the GDPA Policy and Procedures Manual.

Section 6: Coordinators -- The Board of Directors may establish coordinator positions to assist with specific designated tasks. The process for selection, monitoring and reporting shall be the same as for committee members.

ARTICLE IX Judicial Affairs

Section 1: The Board of Directors shall review annually the Bylaws of the GDPA to assure the consistency, appropriateness and applicability of policy therein.

Section 2: The Board of Directors shall investigate any challenged election and make the final decision as to the action taken on the election challenge. This process must be completed and the members notified, if appropriate, within eight weeks following the challenge.

Section 3: The Board of Directors shall have the right to remove membership from any person deemed to have violated GDPA Bylaws or policy, or who have acted in a manner that is in violation of accepted professional and ethical standards.

Section 4: The Board of Directors shall be responsible for the impeachment process of any GDPA Officer or Director.

Section 5: If a healthcare provider currently has their healthcare professional license, certificate of registration or temporary permit revoked as a result of a final adjudicated disciplinary action for violation of their respective professional practice statute or regulations, then their GDPA membership shall be automatically revoked during the period of that sanction.

Section 6: Any individual who currently has their healthcare professional license, certificate, registration, or temporary permit revoked as a result of a final adjudicated disciplinary action for violation of their respective professional practice statutes or regulations shall be ineligible to apply for GDPA membership during the period of that sanction.

ARTICLE X Dissolution of the GDPA

Section 1: Procedure --The GDPA shall be dissolved at any time by vote of 2/3 majority of all eligible voting members.

Section 2: Disposition of Assets -- Upon the dissolution of the GDPA, all corporate assets shall be donated to non-profit organizations whose purpose is in accord with the purpose of the GDPA. These organizations shall be designated by a majority vote of the Board of Directors.

ARTICLE XI Parliamentary Procedure

Section 1: Procedure – In the absence of any provision to the contrary in the Bylaws, all meetings of the GDPA shall be governed by the parliamentary rules and usage's contained in the current edition of Sturgis: Standard Code of Parliamentary Procedure.

ARTICLE XII Liabilities

Section 1: No member of this organization is personally liable for the debts, liabilities or obligations of the organization.

ARTICLE XIII Amendments

Section 1: These bylaws may be amended by a 2/3 majority of votes cast by fellow members via electronic or other BOD approved voting method with a 30-day advance notice.

Section 2: Proposed amendments of Bylaws or adoption of new Bylaws may be submitted to the Board of Directors by GDPA officers, committee members or fellow members, for presentation to the voting membership.

ARTICLE XIV Policy and Procedures

Section 1: Additional policy may be developed, apart from the Bylaws, that define the beliefs, philosophy, organization, external health care delivery, or that recognizes pertinent social issues. The review, adoption or amendment of these policies shall be consistent with those established for the Bylaws of the GDPA.

ARTICLE XV Conflicts of Interest

Section 1: Any member of the Board of Directors who receives compensation, directly or indirectly, from a vendor or hired contractor whose services are being retained or discussed by the GDPA is precluded from voting on matters pertaining to hiring or payment to said vendor or hired contractor. The GDPA Board member or committee member should abstain from voting and declare a conflict of interest.

Section 2: Should a member of the Board of Directors be found to have voted upon hiring, retaining, or making payment to a vendor or hired contractor from whom that member of the Board of Directors receives compensation directly or indirectly, they will be asked to resign. Should a said member refuse to resign the remaining Board of Directors are to move to have that Board Member dismissed, (see ARTICLE VI, Section 3 of Bylaws.)

Approved and enacted: August 19, 2009 by Majority Vote.

Amended: July 14, 2010 by 2/3 Majority Vote.

Amended: August 1, 2013 by 2/3 Majority Vote.

Amended: September 6, 2019 by 2/3 Majority Vote.

Amended: September 11, 2020 by 2/3 Majority Vote.

Amended: September 6, 2025 by 2/3 Majority Vote.