

**Texas Dermatology Professionals Association  
BYLAWS**

ARTICLE I Name

Section 1: The name and title of this organization shall be known as the Texas Dermatology Professionals Association, herein referred to as the TXDPA.

ARTICLE II Mission and Objectives

Section 1: Mission.

The TXDPA is organized to promote the professional and personal development of physician assistants/associates, hereinafter referred to as PAs, and nurse practitioners, hereinafter referred to as NPs, in the practice of quality, cost effective and accessible health care in the medical specialty of dermatology in the state of Texas. The TXDPA will also promote the practice of patient centered medical care via a collaborative relationship between the physician, PA, & NP members of the health care team.

Section 2: Objectives

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

ARTICLE III Classes of Membership

Section 1: Membership in the TXDPA 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 TXDPA 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 graduates of an accredited PA program and who practice dermatology full or part time in collaboration with a physician, board certified/board eligible in dermatology and be licensed as a PA by the state of Texas.

For purposes of Fellow member qualification, the member's status will be determined by where they spend the majority of their working hours.

Fellow members may vote for TXDPA officers and directors, introduce and vote on TXDPA business and shall be eligible to hold office in the TXDPA.

Section 4: Associate members shall be PAs who are a graduate of an accredited PA program. Associate members status is conferred to those PAs who practice in dermatology, but whose collaborating physician is not a board certified/board eligible dermatologist. NPs, licensed by the state of Texas, and who work with board certified/board eligible dermatologists in the state of Texas 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 PA. Associate members shall have the privilege of the floor to address the TXDPA 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 TXDPA in a professional or social capacity. Physician members shall be entitled to the privileges of the floor to address the TXDPA Board of Directors but shall not be entitled to vote or hold office.

Section 6: Affiliate members shall consist of PAs, NPs, 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 TXDPA. Affiliate members shall not be eligible to vote or hold office in the TXDPA.

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

Section 8: Application for Membership - All applications for memberships shall be in form approved by the TXDPA Board of Directors. Review and approval of applications shall be the responsibility of the Secretary. The TXDPA 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 TXDPA 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 TXDPA 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 TXDPA website, [www.TXDPA.org](http://www.TXDPA.org), or by other such appropriate means determined by the Board of Directors. Reports of the meetings and affairs of the TXDPA 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 TXDPA include the President, President Elect, Immediate Past President, Vice President, Secretary/Treasurer and (4) Director at Large.

Section 2: Term of Office - The term of office for President, President-Elect, Immediate Past President, Vice 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 Vice President, 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 TXDPA.

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 TXDPA Board of Directors and publicized to the general membership.

Section 5: Election Procedures - The Immediate Past President shall distribute a ballot via electronic means at a prior announced date to the voting membership on a date to be publicized by the TXDPA 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 TXDPA Immediate Past President will draw a lot.

Section 7: Term of Assumption of Office - The term of office for all elected officers of the TXDPA 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 TXDPA 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 nine directors of the TXDPA: President, President Elect, Immediate Past President, Vice President, Secretary/Treasurer and 4 Directors at Large. All officers must be fellow members of the TXDPA.

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 TXDPA'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 TXDPA.
- f) Meet at such times and places as necessary to conduct the business of the TXDPA.
- g) Shall serve as the judicial body of the TXDPA.
- 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 TXDPA. (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 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 TXDPA, assist the President with the appointment of committee chairs and orient the committee chairs to the TXDPA. 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 Vice President shall assume the duties of the President during meetings in his or her absence. The Vice President shall oversee all standing committees and assist the President and President Elect with the appointment of committee chairs. He or she will organize and conduct, with the assistance of the Immediate Past President, all elections and serve as chair of the Elections Committee. He or she will be responsible for keeping the Regional Chairs informed and engaged. He or she shall also perform such duties as may be assigned by the President or the Board of Directors.

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

The Secretary/Treasurer shall be responsible for the proper accounts, property and funds of the TXDPA; 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 TXDPA with such depositories as may be directed by the Board of Directors. Additionally, the Secretary/Treasurer shall disperse the funds of the TXDPA 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 Secretary/Treasurer shall oversee any finance committee created for the purposes of managing the assets of the TXDPA.

The Director at Large shall be responsible for acting as a liaison between the TXDPA and other professional organizations. They will be responsible for helping to coordinate and communicate with these and other outside organizations as directed by the Board of Directors. The Directors at Large will be responsible for various tasks as deemed necessary to accomplish the mission of the TXDPA as designated 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 TXDPA. 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 TXDPA.

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) days 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 I: Structure - The Board of Directors shall establish the Committees of the TXSDPA as the need may arise.

Section 2: Composition - Each committee shall be composed of not less than three (3) eligible voting members of the TXDPA. The President shall appoint each chairperson, and in conjunction with the President Elect, select the remaining committee members. The members of such a committee shall hold office until the appointment of their successors.

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

Section 4: Committee Vacancies - The committee chairperson shall have the responsibility of appointing replacements for vacancies in their committees.

Section 5: Committee Member Removal - A committee appointment may be terminated by the chair of that committee, for being deficient in the performance of duties.

Section 6: 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 7: Liaisons - The Board of Directors shall establish liaison positions with appropriate affiliate organizations or TXDPA member subgroups that have common goals, like interests or the need for ongoing communication with the TXDPA. The selection, training, funding, monitoring and reporting process shall be defined in the TXDPA Policy and Procedures Manual.

Section 8: 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 TXDPA 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 complete, 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 TXDPA 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 TXDPA Officer or Director.

Section 5: Any member who currently has their healthcare professional license, certificate, registration, or temporary permit revoked because of a final adjudicated disciplinary action for violation of their respective professional practice statutes or regulations shall be ineligible to apply for TXDPA membership during the period of that sanction.

#### ARTICLE X Dissolution of the TXDPA

Section 1: Procedure -The TXDPA 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 TXDPA, all corporate assets shall be donated to non-profit organizations whose purpose is in accord with the purpose of the TXDPA. 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 TXDPA shall be governed by the parliamentary rules and usage 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 vote of Fellow members present and voting at a regularly called meeting or a 2/3 majority vote of those Fellow members casting an electronically distributed ballot with 30 days advance notice.

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

## ARTICLE XIV Policy and Procedures

Section I: 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 TXDPA.

## 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 TXDPA is precluded from voting on matters pertaining to hiring or payment to said vendor or hired contractor. The TXDPA 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: October 9, 2023

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