

**PAEA Business Meeting
October 28, 2017
Denver, Colorado**

Proposed Minutes

Voting Members Present: M. Payne, Adventist University of Health Sciences – Orlando; M. Bondy, Anne Arundel Community College; D. Kempton, Arizona School of Health Sciences; J. Pennington, Baldwin Wallace University; W. Langen, Bay Path University; C. Hanson, Bethel University; M. Warner, Boston University School of Medicine PA Program; A. Brenneman, Butler University; C. Lord, Case Western Reserve University; G. Poole, Charleston Southern University; R. Brugna, CUNY York College; W. Stuart, DeSales University; A. Maldonado, Dominican University of California; P. Auth, Drexel University; P. Dieter, Duke University Medical Center; M. McQuillan, Duquesne University; M. Lund, Emory University; K. Mullins, Florida Gulf Coast University; J. Zedaker, Florida State University; P. Marsicovetere, Franklin Pierce University; K. Cavanagh, Gannon University; K. Wright, George Washington University; J. Eames, Hardin-Simmons University; M. Murphy, Harding University; J. Peterson, High Point University; C. Hall, Idaho State University; E. Villarreal, Interservice; G. Weniger, James Madison University; V. Miller, Johnson & Wales University; D. Easton, King's College; M. Stephens, Lincoln Memorial University; S. Lewis, Lock Haven University; T. Bigler, Louisiana State University Health Sciences Center Shreveport; K. Lill, Marist College; M. Holt, Marshall B. Ketchum University; H. Felton, Mary Baldwin University (Murphy Deming College of Health Sciences); N. Dettman, MCPHS University (Manchester/Worcester); J. Mattingly, Mercer University; J. Merson, MGH Institute of Health Professions; J. Churchill, Miami-Dade College; S. Noronha, Midwestern University (Downers Grove); K. Bonnin, Midwestern University (Glendale); A. Hull, Milligan College; C. Biscard, Monmouth University; P. Cafferty, Mount St. Joseph University; Z. Ahmed, New York Institute of Technology; T. Honda, Northeastern University; M. MacLean, Northwestern University; C. Finley, Nova Southeastern University, Fort Lauderdale; S. Bareja, Nova Southeastern University, Fort Myers; H. Rappa, Nova Southeastern University, Jacksonville; M. Bowlby, Ohio University; J. Forister, Oregon Health & Science University; J. Grullon, Pace University- Pleasantville; J. Covino, Pace University-Lenox Hill Hospital, NYC; M. Von, Pacific University; C. Bruce, Penn State University; J. Coale, Philadelphia University; D. Brown, Quinnipiac University; C. Dobbs, Red Rocks Community College; H. Miller, Rochester Institute of Technology; M. Abbot, Rosalind Franklin Univ of Medicine; R. Chen, Rush University; M. McQuillan, Rutgers University; T. Thetford, Sacred Heart University; D. Yeisley, Saint Francis University; A. Garanzini, Saint Louis University; D. Agnew, Salus University; M. DeRosa, Samuel Merritt University; C. Hanafin, Seton Hall University; A. Miller, Shenandoah University; J. Burns, South University in Savannah; C. Milch, Springfield College; S. Fernandes, Stanford University; P. Kuemmel, Stony Brook University; S. Gaskins, Sullivan University; C. Robohm-Leavitt, Texas Tech University Health Sciences Center; T. Jackson, The CUNY School of Medicine; A. Garofalo, Touro College (Manhattan);

G. Landel, Touro University California; A. Duford, Touro University Nevada; B. Reeves, Trevecca Nazarene University; R. Murphy, Tufts University; K. Swatzell, University of Alabama at Birmingham; E. Williams, University of Arkansas; T. Horvath, University of Bridgeport; G. Kayingo, University of California-Davis; J. Pack, University of Charleston; J. Bowser, University of Colorado; R. Dewitt, University of Detroit Mercy; M. Roscoe, University of Evansville; S. Gentry, University of Findlay; R. Rice, University of Florida; A. Brenneman, University of Iowa; D. Collett, University of Kentucky; K. Ervie, University of Missouri – Kansas City; B. Ekey, University of Mount Union; A. Wildermuth, University of Nebraska; J. McHugo, University of North Dakota; M. Yozzo, University of Oklahoma, Oklahoma City; S. Ijams, University of Oklahoma, Tulsa; C. Walker, University of Saint Joseph; A. Allen, University of South Carolina, SOM; W. Nilson, University of South Dakota; K. Lohenry, University of Southern California (LA); B. Hall, University of the Cumberland; J. Grant, University of the Pacific; J. Ward, University of the Sciences of Philadelphia; C. Wishner, University of Toledo; K. Mulitalo, University of Utah; T. Scott, University of Washington; P. Campbell, University of Wisconsin – La Crosse; V. Snyder, University of Wisconsin – Madison; T. Howell-Stampley, UT Southwestern – School of Health Professions; N. Lowy, Wagner College; G. Curtis, Wake Forest University (Bowman Gray); G. Marciano, Weill Cornell Medicine Graduate School of Medical Sciences; J. Childers, West Liberty University; K. Darden, Wichita State University; R. Gonzales-Colaso, Yale University School of Medicine; J. Van Rhee, Yale University School of Medicine (Online)

Voting Members Not Present: Albany Medical College, Alderson-Broaddus University, Arcadia University, Augsburg University, Augusta University, Barry University, Baylor College of Medicine, Bethel University, Bryant University, California Baptist University, Campbell University, Carroll University, Central Michigan University, Chapman University, Charles R. Drew University, Chatham University, Christian Brothers University, Clarkson University, College of Saint Mary, College of St. Scholastica, Concordia University, Cuyahoga Community College / Cleveland State University, D'Youville College, Daemen College, Des Moines University, Dominican University, East Carolina University, Eastern Michigan University, Eastern Virginia Medical School, Elon University, Emory & Henry College, Florida International University Herbert Wertheim College of Medicine, Francis Marion University, Franciscan Missionaries of Our Lady University, Gardner Webb University, Grand Valley State University, Heritage University, Hofstra University, Indiana State University, Indiana University School of Health and Rehabilitation Sciences, Jefferson College of Health Sciences, Keiser University, Kettering College, Lake Erie College, Le Moyne College, Lenoir-Rhyne University, Loma Linda University, Long Island University, Louisiana State University – New Orleans, Lynchburg College, Marietta College, Marquette University, Marywood University, MCPHS University (Boston), Medical University of South Carolina, Mercy College, Mercyhurst University, Methodist University, Mississippi College, Missouri State University, North Greenville University, Northern Arizona University, Nova Southeastern University, Orlando, Ohio Dominican University, Oklahoma City University, Pennsylvania College of Technology, Philadelphia College of Osteopathic Medicine, Rocky Mountain College, Rocky Mountain University of Health Professions, Saint Catherine University, Salus University, Slippery Rock

University, South College, South University, Richmond, South University, Tampa, Southern California University of Health Sciences, Southern Illinois University, St. Ambrose University, St. John's University, Stephens College, SUNY Downstate Medical Center, SUNY Upstate Medical Center, Temple University Lewis Katz School of Medicine, Thomas Jefferson University, Touro College (Bay Shore), Towson University CCBC – Essex, Union College, University of Dayton, University of Dubuque, University of New England, University of New Mexico, University of North Carolina - Chapel Hill, University of North Texas HS Center Ft Worth, University of Pittsburgh, University of Saint Francis (Fort Wayne), University of South Alabama, University of South Florida, University of St. Francis, University of Tennessee Health Science Center (Memphis), University of Texas - HS Center at San Antonio, University of Texas - Medical Branch at Galveston, University of Texas Rio Grande Valley, Wayne State University, Western Michigan University, Western University of Health Sciences, Wingate University

Board Members Present: William Kohlhepp, president; Lisa Mustone Alexander, president elect; Jennifer Snyder, immediate past president; Carl Garrubba, treasurer; Howard Straker, secretary; Dipu Patel-Junankar, director at large; Kara Caruthers, director at large; Janie McDaniel, director at large; Constance Goldgar, director at large; Kevin Schuer, director at large; Michel Statler, director at large; John Ramos, student member at large.

Senior Staff present: Timi Agar Barwick, chief executive officer; Sara Fletcher, vice president & chief learning officer; Sean Stickle, vice president & chief strategy officer; Olivia Ziegler, chief assessment officer; Dave Keahey, chief policy & research Officer; Karen Hills, chief, educational development.

1. **Election of Officers.** Dr. Kohlhepp reported that the voting for the 2018 Board of Directors had concluded. Jonathan Bowser was elected president elect; Kara Caruthers was elected director at large; Kevin Schuer was elected director at large; Michel Statler was elected director at large; and Gerald Kayingo was elected director at large.

2. **Approval of the Agenda.** Dr. Kohlhepp proposed moving all the informational reports, except those for which authors had requested time to speak, to the consent agenda. Dr. Kevin Lohenry proposed a motion for PAEA to create a special task force to further investigate the implications of OTP for PA education and new graduates. The motion was co-sponsored by Mr. Tony Brenneman, Ms. Karen Mulitalo, and Ms. Grace Landel. The task force would have representation from a variety of stakeholders, including the 4 Orgs, physicians, and other groups, to be determined by the Board of Directors. A motion was made and seconded to add this new motion to the agenda. This motion required 80% in the affirmative to be added. ***A motion to approve the new agenda item carried. The amended agenda was adopted without objection.***

3. **Approval of the Minutes of the November 2016 Business Meeting.** ***A motion to approve the minutes was seconded and carried.***

4. **PAEA President/CEO Report.** Dr. Kohlhepp and Ms. Barwick had no additional information to add to their written report. ***The report was accepted as written.***

5. **Financial Report and Treasurer's FY17 4th Quarter Report.** Mr. Garrubba reported that PAEA is in a strong financial position. At the end of FY17, PAEA's net assets increased by approximately \$1.4 million. The increase can be attributed to growth in revenue streams and in PAEA's investments, along with management of expenses. This will allow the Association to continue to support existing operations, new products, programs, and services for members – as well as pursue strategic initiatives – while maintaining a healthy reserve in case of any unanticipated major expenses or downturn in revenue. Mr. Garrubba also reported that in July 2017, the PAEA Board of Directors approved socially responsible investment policy so PAEA's values and mission will be reflected in its portfolio.

Mr. Garrubba closed his comments with appreciation for the expertise and diligent work of the members of the Finance Steering Committee and PAEA's staff.

The report was accepted as written and presented.

6. External Organization Reports

The AAPA, PA Foundation, NCCPA, nccPA Health Foundation, and PA History Society reports were removed from the consent agenda.

- A) AAPA — Ms. Curtis shared information about modernizing PA practice, regulations, and laws. AAPA is working to make sure that the work of PAs is captured, and PAs are recognized for their hard work. AAPA plans to continue to advocate for evidence-based research and will continue to work hard to improve employee policies in PA workplaces. The profession has grown from one program in 1967 to more than 220 programs today, graduating over 10,000 PAs each year. Ms. Curtis is confident that as leaders and educators working together, the next 50 years will bring positivity for students, faculty, leaders, and patients.
- B) PA Foundation — Mr. Cawley shared a few activities in which the PA Foundation is involved and encouraged support for the Foundation's activities. The scholarship program has led to the support of PA education and has been very effective. A total of 18 scholarships were awarded, bringing to \$2.3 million the total provided to students over time. Mr. Cawley also spoke of a cohort of PAs who are working to promote mental health training and delivery.
- C) NCCPA — Dr. Morton-Rias shared that NCCPA's Board and staff have worked for three years to launch the PANRE pilot alternative to PANRE, which is an exciting program for recertification. NCCPA launched a survey to help further refine core medical knowledge for PANRE. Starting in 2019, there will be two blueprints, one for

PANRE and the other for PANCE. PAEA will continue to partner with NCCPA on its exam products. NCCPA has statistical reports on PAs available and are looking to partner with those interested in studying and helping shape the profession.

- D) nccPA Health Foundation — Ms. Lord reported that the Foundation is the supporting organization of the NCCPA and their mission is to advance the role of certified PAs. In June, 33 healthcare leaders, including PAs, educators, interprofessional champions, and representatives from the National Alliance on Mental Illness and the Substance Abuse and Mental Health Services Administration, attended the Partners in Mental Health Summit. The Foundation awarded more than 50 grants this year. Two of Foundation's programs focus on oral health integration and outreach, while the Be the CHANGE (Create Health Access Now for Greater Equity) grant provides up to \$1,000 in funding to address a public health need in one's community, leadership, and partnership. Marquette University was awarded the Kathy Pederson grant for their project to foster health literacy. In the spring, a video series was launched making a clarion call for PAs and other providers to integrate oral health in education and practice. Lastly, Ms. Lord encouraged the attendees to visit their new website featuring their grantees' work and the other Foundation causes.
- E) PA History Society — Ms. Mulitalo recognized the Four Org donation for a bench in the PA Veterans Memorial Garden, a garden commemorating PAs who have served the country. The PA History Society has produced a special edition comic book featuring Chipper Wallet of Gasoline Alley, following its main character through his career as a PA. The PA History Society and the National Library of Medicine (NLM) collaborated to create a six-banner traveling exhibit, titled Physician Assistants: Collaboration and Care. The exhibit was on display at this year's Education Forum and will travel around the country for the next five years. The exhibit describes the development of the PA profession as a solution to meet the social and health care needs of the mid-20th century and how it has evolved into what it is today.

Ms. Mulitalo concluded by praising the dedicated staff at the PA History Society that collaboratively works hard to find scholars that are interested in the history of the profession.

All reports were accepted as written and presented.

7. Continuing Business

- A) Journal of Physician Assistant Education – Dr. Asprey commemorated the 50th anniversary edition of the *Journal of Physician Assistant Education (JPAE)*. He thanked the PAEA Board of Directors, staff and all those that contributed, giving special thanks to Elizabeth Alesbury, the journal's managing editor. In December, Wolters Kluwer will have all JPAE and JAAPA articles collated in one location, available for all those

interested. Dr. Asprey concluded by highlighting the open Editorial Board and Feature Editor positions, encouraging those interested to apply.

- B) Volunteer Realignment – Ms. Di Silvestro reported that she was happy to celebrate the 50th anniversary of the PA profession, and is excited about its bright future. The theme of the volunteer realignment was “what got us here won’t get us there” and that the partnership between the PAEA Board, volunteers and staff will continue to build a bigger and better Association. Ms. Di Silvestro recognized the work of all the Association’s volunteers, who will continue to grow, reinvent, and influence the health care education community.

All reports were accepted as written and presented.

8. New Business/Other Items

Motions received by the deadline and added to the agenda.

2017-BOD 1. Bylaws Amendment Article 2.01

Motion: *Be it resolved that the following amendment be made to the PAEA Bylaws.*

ARTICLE 2.01 MISSION

The Physician Assistant Education Association is an organization in the United States representing physician assistant (“PA”) educational programs.

PAEA’s mission is **leadership, innovation, and excellence in PA education.**

~~to pursue excellence, foster faculty development, advance the body of knowledge that defines quality education and patient centered care, and promote diversity in all aspects of PA education.~~

~~To accomplish its mission, PAEA seeks to:~~

- ~~• Encourage and assist programs to educate competent and compassionate PAs.~~
- ~~• Enhance programs’ capability to recruit, select, and retain well qualified PA students.~~
- ~~• Support programs in the recruitment, selection, development, and retention of well qualified faculty.~~
- ~~• Facilitate the pursuit and dissemination of research and scholarly work.~~
- ~~• Educate PAs to practice evidence based, patient centered medicine.~~
- ~~• Serve as the definitive voice on matters related to entry level PA education, nationally and internationally.~~
- ~~• Foster professionalism and innovation in health professions education.~~
- ~~• Promote interprofessional education and practice.~~

- ~~Forge linkages with other organizations to advance its mission.~~

There was no discussion of this motion. A two-thirds majority was necessary to pass the motion because the motion was a bylaws amendment.

The motion carried.

2017-BOD 2. Bylaws Amendment Article 3.03

Motion: *Be it resolved that the following amendment be made to the PAEA Bylaws.*

ARTICLE 3.03 NONVOTING MEMBER CATEGORIES

The Board may establish additional categories of non-voting membership at its discretion. Such additional categories may include (by way of example, not limitation) Institutional Colleague, Individual Colleague, or such other categories as approved by the Board and set forth in these Bylaws or in the Policies and Procedures Manual. Such additional members are nonvoting unless voting rights are specifically approved by a two-thirds majority vote of the PAEA Member Programs.

There was no discussion of this motion. A two-thirds majority was necessary to pass the motion because the motion was a bylaws amendment.

The motion carried.

2017-BOD 3. Bylaws Amendment Article 3.07

Motion: *Be it resolved that the following amendment be made to the PAEA Bylaws.*

ARTICLE 3.07 CRITERIA

The Corporation's purposes are limited to those set forth in Section 501(c)(3) of the Internal **Membership is open to individuals and entities interested in and supportive of the Association and its purposes, that timely remit applicable dues within classes of membership as established by the Board.**

All categories of membership must satisfy the following criteria:

- Provide PAEA information and data on program operations and characteristics as specified in the PAEA Policies and Procedures Manual.

- Comply with the PAEA Policies and Procedures Manual.

All Member Programs must satisfy the following criteria:

- Be accredited through the Accreditation Review Commission on Education for the Physician Assistant ("ARC-PA").
- Provide annual data for the **program survey and curriculum survey upon PAEA request** ~~Annual Report on Physician Assistant Education Programs.~~

There was no discussion of this motion. A two-thirds majority was necessary to pass the motion because the motion was a bylaws amendment.

The motion carried.

2017-BOD 4. Bylaws Amendment Article 4.02

Motion: *Be it resolved that the following amendment be made to the PAEA Bylaws.*

ARTICLE 4.02 BOARD COMMITTEES

The Board, by resolution adopted by a **simple** majority (**at least 50% plus one**) of the directors then in office, may designate and appoint one or more committees, each of which consists of two or more Board members and of only Board members, which committees, to the extent provided in said resolution, in the articles of incorporation, or in these Bylaws, has and may exercise the authority of the Board in the management of the Corporation.

There was no discussion of this motion. A two-thirds majority was necessary to pass the motion because the motion was a bylaws amendment.

The motion carried.

2017-BOD 5. Bylaws Amendment Article 4.04

Motion: *Be it resolved that the following amendment be made to the PAEA Bylaws.*

ARTICLE 4.04 ELECTION

The President Elect, the Secretary, the Treasurer, and the Directors at Large are elected by the affirmative vote of a simple majority of valid ballots cast by the voting

representatives (including by proxy). Board candidates must meet eligibility criteria published by the Leadership Development and Recruitment Council. The candidate list and the Board position for which such candidate is nominated, if applicable, is distributed to Member Programs at least 20 calendar days before the election date. Candidates for the office of the Student Director are sought by open call to the PAEA membership and approved by the PAEA Board.

In an election in which no candidate for an office (including the Director at Large positions) receives the required **simple** majority vote, or there is a tie vote, another membership election is held.

For officer positions, the runoff election will consist of the two candidates who received the greatest number of votes.

For the Director at Large positions, the following will apply: ~~the number of candidates in the runoff election will equal the number of positions remaining to be elected, plus one. This number of candidates shall be placed on the runoff ballot from the candidates having the highest number of votes, but who did not attain a majority.~~

- **In the event that two or more candidates tie, receive a simple majority of votes and there is one less seat to be elected than the candidates remaining, there will be a runoff between the candidates**
- **In the event that no candidate receives a simple majority of votes, there will be a runoff for the candidates receiving the highest number of votes equal to the number of positions remaining to be elected, plus one (to be modified if there is a tie).**
- **In the event that fewer candidates than open positions receive a simple majority, those with a simple majority will be elected and a runoff will be held for remaining open position, between candidates receiving the highest number of votes equal to the number of positions remaining to be elected, plus one (to be modified if there is a tie).**
- **When all remaining candidates in a runoff election tie, a random method will be advised by our registered Parliamentarian.**

If for any reason any election cannot be held or is not held at a membership meeting the Board may arrange for the election to occur by ballot submitted by postal mail and/or by electronic transmission.

There was no discussion of this motion. A two-thirds majority was necessary to pass the motion because the motion was a bylaws amendment.

The motion carried.

2017-BOD 6. Bylaws Amendment Article 4.09

Motion: *Be it resolved that the following amendment be made to the PAEA Bylaws.*

Article 4.09 DUTIES OF THE TREASURER

The Treasurer supervises a process for the true, accurate, and complete accounts of all PAEA financial transactions and oversee the custodian of PAEA funds. The Treasurer presents annual financial statements, which are audited by a reputable independent auditing firm (appointed by a vote of the **simple** majority of the Board) and presented annually to the Board and membership. The Treasurer may be required to give bond in such sum and with such surety determined and approved by the Board. The other duties of the Treasurer are assigned by the President or the Board.

There was no discussion of this motion. A two-thirds majority was necessary to pass the motion because the motion was a bylaws amendment.

The motion carried.

2017-BOD 7. Bylaws Amendment Article 4.11

Motion: *Be it resolved that the following amendment be made to the PAEA Bylaws.*

Article 4.11 DUTIES OF THE CHIEF EXECUTIVE OFFICER

The Board may upon **simple** majority vote appoint and employ a Chief Executive Officer, who:

- Is an *ex officio* nonvoting member of the Board
- Directs and executes all decisions of the Board,
- Handles all day-to-day matters and duties for the operation of the Corporation.

The foregoing duties include, but are not limited to the:

- Hiring and discharge of employees to fill such positions as authorized by the Board
- Execution of contracts or other instruments on behalf of the Corporation as authorized by the Board

Signing of checks, drafts, or other orders for payment of money provided that the Board may, by resolution, provide that such checks, drafts or other orders for payment above

such amount as may be specified in the resolution will required the countersignature of one or more specified officers of the Corporation.

There was no discussion of this motion. A two-thirds majority was necessary to pass the motion because the motion was a bylaws amendment.

The motion carried.

2017-BOD 8. Bylaws Amendment Article 4.16

Motion: *Be it resolved that the following amendment be made to the PAEA Bylaws.*

Article 4.16 REMOVAL

An elected Board member may be removed with cause by a **simple** majority vote of either:

- The membership or,
- The Board, whenever in the Board's judgment the best interests of the Corporation would be served. All Board members must have at least 21 days notice of the proposed removal. The member at issue has an opportunity to address the Board. The Board specifies the format of the meeting to be in-person, via video conference, or by telephone.

There was no discussion of this motion. A two-thirds majority was necessary to pass the motion because the motion was a bylaws amendment.

The motion carried.

2017-BOD 9. Bylaws Amendment Article 4.17

Motion: *Be it resolved that the following amendment be made to the PAEA Bylaws.*

Article 4.17 VACANCY

In the event of a vacancy in the office of the:

- President Elect, the office is filled by vote of the membership.
- President, the office is filled by the President Elect, whereupon the office of the President Elect is deemed vacant.

- Immediate Past President, the duties of the office are filled by an individual selected by a vote of a **simple** majority of the Board members then in office.

If a vacancy exists in any other Board position, such vacancy may be filled by an individual appointed for a maximum of 12 months by a **simple** majority of the Board members in office, which does not count toward that person's two consecutive term limit, and the vacancy is thereafter filled by a vote of the membership.

There was no discussion of this motion. A two-thirds majority was necessary to pass the motion because the motion was a bylaws amendment.

The motion carried.

2017-BOD 10. Bylaws Amendment Article 4.18

Motion: *Be it resolved that the following amendment be made to the PAEA Bylaws.*

Article 4.18 MEETINGS AND ACTIONS OF THE BOARD

Any meeting of the Board, regular or special, may be held within or without the District of Columbia upon not fewer than 14 days notice to each director, subject to waiver of notice as provided in the District of Columbia Nonprofit Corporation Act.

A **simple** majority of Board members in office constitutes a quorum for the transaction of business. An action of the **simple** majority of the Board members present at a meeting at which a quorum is present is an action of the Board. Any one or more members of the Board may participate in a meeting of the Board by teleconference or electronic media allowing all persons participating in the meeting to hear each other simultaneously. Participation by such means constitutes presence in person at a meeting. *Attendance is defined in the Policies & Procedure Manual. ~~section 3.06.01.~~*

Any action required or permitted at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action taken, is signed by all Board members in writing or electronically.

In the event that a quorum of the Board cannot readily be assembled due to an emergency, the Board may modify the lines of succession to accommodate the incapacity of any Board member, employee, or agent. The Board may authorize relocation of the principal office, designate alternative principal or regional offices, give notice only to

those directors it is practicable to reach, and take corporate action in good faith to further the affairs of the Corporation.

There was no discussion of this motion. A two-thirds majority was necessary to pass the motion because the motion was a bylaws amendment.

The motion carried.

2017-BOD 11. Bylaws Amendment Article 5.02

Motion: *Be it resolved that the following amendment be made to the PAEA Bylaws.*

Article 5.02. NOTICE OF MEETINGS

The program director of each Member Program will be notified of the date, time, and location of the annual business meeting at least 90 days in advance. Notice of special membership meetings will be provided to ~~members~~ **program directors** no less than 10 and no more than 50 calendar days before the meeting date, to include the purpose for which the meeting is called. At each meeting, each Member Program is represented by its voting representative specified in accordance with Article 3.02.

There was no discussion of this motion. A two-thirds majority was necessary to pass the motion because the motion was a bylaws amendment.

The motion carried.

2017-BOD 12. Bylaws Amendment Article 5.03

Motion: *Be it resolved that the following amendment be made to the PAEA Bylaws.*

Article 5.03. QUORUM AND ADJOURNMENTS

The presence of one-third of Member Programs in person or by written proxy constitutes a quorum. A quorum is necessary to conduct business and elect officers.

If less than one-third of the Member Programs are present at any meeting, ~~although they number less than a quorum,~~ they may adjourn the meeting **until a later specified time to try to obtain a quorum** ~~without notice.~~

There was no discussion of this motion. A two-thirds majority was necessary to pass the motion because the motion was a bylaws amendment.

The motion carried.

2017-BOD 13. Bylaws Amendment Article 5.04

Motion: *Be it resolved that the following amendment be made to the PAEA Bylaws.*

Article 5.04. MANNER OF ACTING

Actions taken by a **simple** majority of Member Programs present in person or by written proxy at any meeting at which a quorum is present constitutes an action of the membership. At the discretion of the Board, any action required or permitted at a membership meeting may be considered without a meeting. The action may be submitted to vote by electronic transmission or regular mail ballot. ~~The action is contingent upon the establishment of a quorum and approval by at least one third of the members voting.~~

There was no discussion of this motion. A two-thirds majority was necessary to pass the motion because the motion was a bylaws amendment.

The motion carried.

2017-BOD 14. Bylaws Amendment Article 5.06

Motion: *Be it resolved that the following amendment be made to the PAEA Bylaws.*

Article 5.06 TREASURER'S REPORT

The Treasurer must present the Board's annual financial report to the membership, verified by the Treasurer and President, or a **simple** majority of the Board members then in office, setting forth:

- The assets and liabilities of the Corporation as of the end of its fiscal year,
- The principal changes in assets and liabilities during its fiscal year,
- The revenue or receipts of the Corporation during the fiscal year, and
- The expenses or disbursements of the Corporation during the fiscal year.

There was no discussion of this motion. A two-thirds majority was necessary to pass the motion because the motion was a bylaws amendment.

The motion carried.

2017-BOD 15. Bylaws Amendment Article 6.01

Motion: *Be it resolved that the following amendment be made to the PAEA Bylaws.*

Article 6.01. CREATION AND APPOINTMENT

The Board may create and dissolve such advisory bodies as it deems appropriate, whether standing or ad hoc. Standing advisory bodies are created to fulfill certain key functions of the Corporation, including governance, budget development, audit review, and nomination of Board members. ~~Advisory bodies may include, but are not limited to, divisions, councils, committees, and subcommittees.~~ Chairpersons and members are appointed in a manner determined by the Board as delineated in Section IV of the PAEA Policies and Procedures Manual.

There was no discussion of this motion. A two-thirds majority was necessary to pass the motion because the motion was a bylaws amendment.

The motion carried.

2017-BOD 16. Bylaws Amendment Article 8.01

Motion: *Be it resolved that the following amendment be made to the PAEA Bylaws.*

Article 8.01 DISCRETIONARY INDEMNIFICATION

Every person who is or was a Board member, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Board member, employee, or agent of any other corporation, partnership, joint venture, trust, or other enterprise, or any other person connected with the mission of PAEA who the Board may designate, may, in the discretion of the Board, be indemnified by the Corporation against all liability and expenses actually and reasonably incurred by such person in connection with or resulting from any action, suit, or proceeding in which such person may become involved, as a party or otherwise, by reason of such person's being or having been a Board member, employee, or agent of the Corporation or a Board member, employee, or agent of such other corporation, partnership, joint venture, trust, or other enterprise, or by reason of such person's connection with the mission of the Corporation (including, without limitation, any suit brought by or in the name of the Corporation to recover an advancement of expenses made by the Corporation pursuant to an undertaking or otherwise), provided (a) that said action, suit, or proceeding is prosecuted to a final determination and such person defends successfully on the merits or otherwise or (b) in

the absence of such a final determination in such person's favor, that the Board determines that such person acted in good faith and in a manner the individual reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, that such person had no reasonable cause to believe the conduct was unlawful. The determinations contemplated by subclause (b) of the proviso clause of the foregoing sentence must be made (a) by the Board by a **simple** majority vote of the members of the Board not parties to such action, suit, or proceeding, even though less than a quorum, or (b) by a committee of such members of the Board designated by a **simple** majority vote of such members of the Board, even though less than a quorum, or (c) if such quorum is not obtainable, or, even if obtainable and a quorum of disinterested members of the Board so directs, by independent legal counsel in a written opinion. If a person meets the requirements set forth in the proviso clause of the first sentence of this Article 8.01 with respect to some matters in an action, suit, or proceeding, but not with respect to others, such person may be indemnified as to the former. The provisions of this Article 8.01 are in addition to, and not by way of limitation of, the provisions of Articles 8.02 and 8.03.

There was no discussion of this motion. A two-thirds majority was necessary to pass the motion because the motion was a bylaws amendment.

The motion carried.

2017-BOD 17. Bylaws Amendment Article 8.03

Motion: *Be it resolved that the following amendment be made to the PAEA Bylaws.*

Article 8.03 MANDATORY INDEMNIFICATION OF QUALIFYING PERSONS

Every person who is or was a Qualifying Person of the Corporation must be indemnified by the Corporation against all liability and expenses actually and reasonably incurred by such person in connection with or resulting from any action, suit, or proceeding in which such person may become involved, as a party or otherwise, by reason of such person's being or having been a Qualifying Person, or by reason of such person's connection with the mission of the Corporation, provided that the Board determines that such person acted in good faith and in a manner the individual reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, that such person had no reasonable cause to believe the conduct was unlawful. Notwithstanding the provisions of the foregoing sentence, except as provided in Article 8.02 with respect to actions, suits, and proceedings to enforce rights to indemnification or advancement of expenses, the Corporation is required to indemnify a Qualifying Person in connection with an action, suit, or proceeding (or part thereof)

initiated by such Qualifying Person only if such action, suit, or proceeding (or part thereof) was authorized by the Board. The determinations contemplated by the proviso clause of the first sentence of this Article 8.03 are made (a) by the Board by a **simple** majority vote of the members of the Board who are not parties to such action, suit, or proceedings, even though less than a quorum, or (b) by a committee of such members of the Board designated by **simple** majority vote of such members of the Board, even though less than a quorum, or (c) if such quorum is not obtainable, or, even if obtainable and a quorum of disinterested members of the Board so directs, by independent legal counsel in a written opinion. If a Qualifying Person meets the requirements set forth in the proviso clause of the first sentence of this Article 8.03 with respect to some matters in an action, suit, or proceeding, but not with respect to others, such person is entitled to indemnification as to the former. The provisions of this Article 8.03 are in addition to, and not by way of limitation of, the provisions of Articles 8.01 and 8.02.

There was no discussion of this motion. A two-thirds majority was necessary to pass the motion because the motion was a bylaws amendment.

The motion carried.

2017-BOD 18. Bylaws Amendment Article 9.01

Motion: *Be it resolved that the following amendment be made to the PAEA Bylaws.*

Article 9.01 BYLAW AMENDMENTS

Amendments to these Bylaws may be initiated by the Board, advisory body, or a Member Program. Proposed amendments to be brought forth at the annual membership meeting must be submitted in writing to the PAEA national office a minimum of 75 days before the annual membership meeting.

All motions submitted by the deadline, including financial implications and a statement from the **Governance & Ethics Board ("GEB")** ~~Governance Council~~ on the motion's implications, must be published in the *PAEA Networker* and/or other appropriate communications vehicles at least 20 days prior to the Business Meeting.

Late motions are defined as those motions submitted after the deadline but prior to the 20-day notice of publication. The **GEB** ~~Governance Council~~ will review each late motion and report to the Board. A two-thirds (2/3) vote of the Member Programs present and voting is necessary to accept the late motions for consideration.

Emergency motions shall be defined as those motions submitted after the 20-day notice. Emergency motions are to be submitted under "additional new business" and distributed

to the Member Programs for review. Emergency motions require an 80 percent vote of Member Programs present and voting for consideration.

The Bylaws may be amended by Member Programs at a meeting at which a quorum of Member Programs is present by a two-thirds vote of Member Programs present and voting, if the advance notice required above is provided.

The **GEB Governance Council** has the authority to correct typographical, formatting, and/or grammatical errors provided they do not alter the intent of the PAEA Bylaws. The **GEB Governance Council** gives an accounting of these changes in the ~~Planning & Governance Division's annual report~~ to the Board and the membership.

These Bylaws may also be altered, amended, or repealed and new Bylaws may be adopted with review and recommendation by the **GEB Governance Council**, and by the affirmative vote of two-thirds (2/3) of the Board and subsequent approval by the membership, provided that any such alteration, amendment, repeal or adoption is consistent with requirements of section 501(c)(3) of the Internal Revenue Service Code.

There was no discussion of this motion. A two-thirds majority was necessary to pass the motion because the motion was a bylaws amendment.

The motion carried.

2017-BOD 19. Position Policy #3

Motion: *Be it resolved that the following amendment be made to the PAEA Position Policy.*

Position Policy 3 COMPETENCIES OF THE PA PROFESSION

The association endorses the Competencies for the Physician Assistant Profession (revised January 2012), and PAEA Board of Directors should continue to work with the NCCPA, AAPA and ARC-PA to maintain a process for regular review and revision of the physician assistant competencies. **The PAEA Board of Directors must create a task force to review competencies for the PA profession and will submit a report at the 2018 business meeting.**

There was no discussion of this motion. A simple majority was necessary to pass the motion because the motion was a change to Position Policies in the PAEA Policies and Procedures Manual.

The motion carried.

2017-BOD 20. Position Policy #4

Motion: *Be it resolved that the following amendment be made to the PAEA Position Policy.*

Position Policy 4 CULTURAL COMPETENCIES OF PA STUDENTS

PAEA adopts the Committee on Diversity and Inclusion's "Cultural Competencies for Physician Assistant Students" as the Association's model for domains for PA cultural competency education. ~~The PAEA Inclusion & Diversity Council should create a subcommittee to review these competencies.~~ **The PAEA BOD must create a task force to review cultural competencies for PA students and establish general PA student competencies and will submit a report at the 2018 business meeting.**

There was no discussion of this motion. A simple majority was necessary to pass the motion because the motion was a change to Position Policies in the PAEA Policies and Procedures Manual.

The motion carried.

OTP Task Force

Motion: *We move that PAEA, in collaboration with appropriate stakeholders, develop a task force to address the implications of OTP for PA education and for new graduates as raised in the 2017 PAEA OTP Task Force Report and report back to this body by next year with the findings.*

There was minimal discussion of this motion, centering around the importance of the timeliness of this task force and the importance of participation of external stakeholders.

The motion carried.

Other Items: Dr. Kohlhepp recognized Past President Dr. Snyder for her service to the Association. Dr. Mustone Alexander presented a plaque of recognition to Dr. Kohlhepp for his year of service as President. Dr. Kohlhepp ceremonially passed the gavel to Dr. Mustone Alexander.

The meeting was adjourned at 9:07 a.m. Mountain Time.