

## 2017 PAEA Business Meeting Motions

### 2017-BOD 1. Bylaws Amendment Article 2.01

**Background/Rationale:** The new PAEA mission is proposed by the Board of Directors. The mission is the culmination of two years of work on PAEA's strategy by the Board, council chairs, and other leaders. Deliberations at the Leadership Summit in April and input from the summit facilitator resulted in the recommendation to shorten the mission and to place only the core mission in the Bylaws. The mission is designed to be one piece of a more comprehensive and dynamic strategic plan, which will include objectives for the four mission pillars of diversity and inclusion, faculty development, leadership, and research.

**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.~~
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### **2017-BOD 2. Bylaws Amendment Article 3.03**

**Background/Rationale: This is a housekeeping change to remove unnecessary descriptive words. This change was recommended by PAEA's attorney for clarity in the article.**

**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.

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### **2017-BOD 3. Bylaws Amendment Article 3.07**

**Background/Rationale: This is a housekeeping change to update the references to required survey data, no longer referred to as the annual report and the required data is divided into two surveys, the program and curriculum surveys. By removing references to specific reports to only referencing the surveys, we will not need to update this article each time the report titles change.**

**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.~~

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#### **2017-BOD 4. Bylaws Amendment Article 4.02**

**Background/Rationale:** This amendment is to make all references to majority consistent in our bylaws. This is the first mention of a majority in the bylaws and in practice, we follow a simple majority, defined as at least 50% plus one. This is the first of several housekeeping changes throughout the bylaws for consistency in referring to a simple majority.

**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.

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#### **2017-BOD 5. Bylaws Amendment Article 4.04**

**Background/Rationale:** The proposed changes in this article further articulate how runoff elections and tie votes will be handled for Director at Large positions. The procedures for runoffs have been followed in past elections but specific procedures were not included in the bylaws. The Governance & Ethics Board recommends adding these. The procedures for random selection in case of a tie vote is new to PAEA and recommended by both the Parliamentarian and Governance & Ethics Board. This is common practice among Associations. The remaining changes are housekeeping to consistently reference simple majority.

**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.

## **2017-BOD 6. Bylaws Amendment Article 4.09**

**Background/Rationale: Housekeeping changes for consistent reference of simple majority.**

**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.

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## **2017-BOD 7. Bylaws Amendment Article 4.11**

**Background/Rationale: Housekeeping changes for consistent reference of simple majority.**

**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 require the countersignature of one or more specified officers of the Corporation.

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## **2017-BOD 8. Bylaws Amendment Article 4.16**

**Background/Rationale: Housekeeping changes for consistent reference of simple majority.**

**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.
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## **2017-BOD 9. Bylaws Amendment Article 4.17**

**Background/Rationale: Housekeeping changes for consistent reference of simple majority.**

**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.

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## **2017-BOD 10. Bylaws Amendment Article 4.18**

**Background/Rationale: Housekeeping changes for consistent reference of simple majority and to remove specific reference to the Policies and Procedures Manual, eliminating the need for future housekeeping changes should be the policy number reference change.**

**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.

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## **2017-BOD 11. Bylaws Amendment Article 5.02**

**Background/Rationale: This is a housekeeping change to reference the individual at the member program to be notified of membership meetings.**

**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.

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### **2017-BOD 12. Bylaws Amendment Article 5.03**

**Background/Rationale: This is a housekeeping change to remove redundant language and to allow for the meeting to be adjourned for a brief time to obtain a quorum. This addition was recommended by PAEA's attorney.**

**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.~~

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### **2017-BOD 13. Bylaws Amendment Article 5.04**

**Background/Rationale: This change removes unnecessary language as the guidelines for action and needing a quorum is referenced in a previous bylaws article. The remaining change is housekeeping to consistently reference simple majority.**

**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.~~

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## **2017-BOD 14. Bylaws Amendment Article 5.06**

**Background/Rationale: Housekeeping changes for consistent reference of simple majority.**

**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.

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## **2017-BOD 15. Bylaws Amendment Article 6.01**

**Background/Rationale: Given the recent volunteer realignment, it is unnecessary for us to include examples of advisory bodies, particularly those that do not currently exist.**

**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.

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## **2017-BOD 16. Bylaws Amendment Article 8.01**

**Background/Rationale: Housekeeping changes for consistent reference of simple majority.**

**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.

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#### **2017-BOD 17. Bylaws Amendment Article 8.03**

**Background/Rationale: Housekeeping changes for consistent reference of simple majority.**

**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.

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### **2017-BOD 18. Bylaws Amendment Article 9.01**

**Background/Rationale: This is a housekeeping change to update the reference of the Governance Council to the Governance & Ethics Board (GEB).**

**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.

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### **2017-BOD 19. Position Policy #3**

**Background/Rationale: This policy is updated to include appointing a task force to review the competencies for the PA profession, to include collaboration with the four PA organizations and other appropriate partners, with the intent of a revised version to come forward at next year's business meeting.**

**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.**

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### **2017-BOD 20. Position Policy #4**

**Background/Rationale: This policy is updated to include appointing a task force to review the competencies for PA students, to include collaboration with the four PA organizations and other appropriate partners, with the intent of a revised version to come forward at next year's business meeting.**

**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.**

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