

BYLAWS

OF THE

Physician Assistant Education Association

ARTICLE I

Name and Offices

As set forth in the Articles of Incorporation filed with the District of Columbia, the name of the corporation shall be the Physician Assistant Education Association (hereinafter “PAEA” “Corporation” or “Association”). The Corporation shall maintain a registered office, and shall retain a registered agent, in the District of Columbia. The Corporation may have such other offices either within or without the District of Columbia as the Board of Directors of the Corporation (the “Board”) may determine or as the business of the Corporation may require.

ARTICLE II

Purposes

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 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 who will 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.

Article 2.02. PURPOSE

The Corporation's purposes are limited to those set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended and it will not engage in any activity that would not be in furtherance of this purpose. PAEA shall exist for the purpose of mutual support among academic institutions sponsoring PA educational programs. PAEA promotes and assists PA educational programs in the dissemination of information to applicants and students. PAEA is also committed to faculty development and the promotion of scholarship and research within the PA profession. PAEA is the representative organization of PA educators and may establish policy or make recommendations for Member Programs. PAEA facilitates communication among PA educational programs, and supports PA programs in the ongoing evaluation of and improvements in educational curricula and instructional methods.

ARTICLE III

Membership

Article 3.01. VOTING MEMBERS

The Corporation shall have a single category of voting members (each such member, a "Member Program"). Only accredited entry-level PA programs that meet the membership criteria set forth in these Bylaws shall be eligible to become Member Programs.

Article 3.02. VOTES

Each member program will have one vote. Member Programs will designate in writing one voting representative. Member Programs are entitled to designate a proxy at membership meetings of the organization. The proxy must be a Member Program representative as defined in article 3.08. No voting representative may represent more than two programs.

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 shall be nonvoting unless voting rights are specifically approved by a two-thirds majority vote of the PAEA Member Programs.

Article 3.04. RESIGNATION

Any Member Program may resign from PAEA after fulfilling all financial obligations to PAEA by giving written notice of such intention to the Secretary. Said notice will be presented to the Board by the Secretary at the first meeting after its receipt.

Article 3.05. TERMINATION

If the Board determines that a Member Program is in violation of the membership criteria stated in these Bylaws, that Member Program will be notified of its noncompliance in writing. Such notice of noncompliance shall be addressed to the Member Program Director and shall set forth with specificity the alleged areas of noncompliance with PAEA membership requirements. If, within 30 calendar days of receipt of formal notification of noncompliance with PAEA membership criteria, the noncompliant Member Program fails to satisfy the specified membership criteria, and/or fails to present a formal proposal to remedy the identified deficiency to be reviewed for approval by the Board, the Member Program's membership in PAEA shall be terminated. The reasonable time period to remedy noncompliance shall be determined by the sole discretion of the Board.

Article 3.06. DUES AND FEES

Member Programs shall be assessed an annual membership fee. There shall be a separate fee for application for membership. All dues and fees shall be in an amount set by the Board and approved by the membership.

Failure of a Member Program to pay application and/or membership dues will constitute a failure to meet membership criteria, and procedures for such failure contained in these Bylaws and the Policies and Procedures Manual will apply.

Article 3.07. CRITERIA

Member Programs, and any applicant for membership as a Member Program in PAEA, must satisfy the following criteria:

The Member Program or applicant must be accredited through the Accreditation Review Commission on Education for the Physician Assistant ("ARC-PA").

The Member Program or applicant must provide to PAEA such information and data on program operations and characteristics as specified in the PAEA Policies and Procedures Manual.

The applicant must agree to provide, and Member Programs must provide, annual data for the Annual Report on Physician Assistant Educational Programs upon PAEA request.

The applicant must agree to comply, and Member Programs must comply, with the PAEA Policies and Procedures Manual.

Membership shall be open to individuals and entities interested in and supportive of the Association and its purposes, and that timely remit applicable dues within classes of membership as established by the Board.

Article 3.08. PROGRAM REPRESENTATIVES

A program director of a Member Program or designee may name an unlimited number of Program Representatives. A Program Representative is an individual integral to the teaching or administration of the Member Program.

Article 3.09. ELIGIBILITY FOR SERVICE

A Program Representative may serve on and chair PAEA advisory bodies, hold a Board position, or otherwise participate in PAEA activities. Individuals in nonvoting member categories are not eligible to serve on the Board but may be appointed to chair advisory bodies or serve on advisory bodies and participate in PAEA activities. An advisory body is defined as a volunteer group at least one non-Board member.

ARTICLE IV

Board of Directors

Article 4.01. BOARD AUTHORITY

Authority for all PAEA affairs shall rest with the Board. The Board implements policy and conducts the business of PAEA. The Board has the authority to:

- Conduct all PAEA business between membership meetings;
- Appoint a Chief Executive Officer (“CEO”), who shall be an *ex officio* member of the Board, and one or more other officers who shall be responsible for conducting the day-to-day operations of PAEA under the supervision of the President and the Board;
- Submit reports of its activities at membership meetings;
- Remove from office any Board member who fails to perform required duties or for other good cause;
- Fill a vacancy in any PAEA office;
- Sign contracts on behalf of the organization;
- Designate performance of annual financial statement and audit;
- Promulgate educational policy and recommendations for members; and
- Organize Member Programs by region.

Except as otherwise provided by law or these Bylaws, the Board shall have exclusive control over the property, funds, and affairs of the Corporation.

Article 4.02. BOARD COMMITTEES

The Board, by resolution adopted by a majority of the directors then in office, may designate and appoint one or more committees, each of which shall consist 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, shall have and may exercise the authority of the Board in the management of the Corporation.

Article 4.03. BOARD COMPOSITION

The Officers of the Corporation shall be: the President, the President Elect, the Immediate Past President, the Secretary, the Treasurer, an appointed Chief Executive Officer, and such other subordinate officers as the Board may appoint or authorize the President to appoint. The Board shall consist of the Officers, including the CEO in a non-voting ex officio capacity, the Student Director, and six (6) Directors at Large.

Article 4.04. ELECTION

The President Elect, the Secretary, the Treasurer, and the Directors at Large shall be 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, will be distributed to Member Programs at least 20 calendar days before the election date. Any Program Representative may nominate additional candidates from the floor at a membership meeting. Candidates for the office of the Student Director will be sought by open call to the PAEA membership and approved by the PAEA Board.

In an election in which no candidate for a particular office or a Director at Large position receives the required majority vote, another membership election will be held between the two nominees for such office or Director at Large position, as applicable, who had received the greatest number of votes. If a tie vote occurs between two or more candidates receiving the greatest number of votes, another membership election will be held between those candidates who are tied.

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 written ballot submitted by postal mail and/or by electronic transmission.

Article 4.05. TERMS

The Treasurer serves for 3 years. The Secretary serves for 2 years. The Directors at Large serve for 2 years. The President Elect serves for 1 year. At the end of such term, the President Elect shall become President. The President serves for 1 year beginning immediately at the conclusion of the term as President Elect. At the end of such term, the President shall become the Immediate Past President. The Immediate Past President serves for 1 year beginning immediately at the conclusion of the term as President. No person may serve in the position of President (including President Elect and Immediate Past President) for more than one consecutive term. No person may simultaneously serve in two Board positions. No person may serve in the position of Secretary, Treasurer, or Director at Large for more than two consecutive terms. The Student Director is appointed by the Board and may serve one 2-year term, unless extended by the Board. Dates of terms will be determined by the board and published in the Policies and Procedures Manual. Terms of office shall not terminate until: (a) the installation of a successor; (b) the effective date of one's resignation submitted in writing; (c) upon one's death; or, (d) upon removal from office or position in accordance with the provisions of these Bylaws.

A Board member who is no longer a faculty member at a Member Program or whose program loses its PAEA membership for any reason will remain eligible to serve in the Board position for up to one year, provided the Board member joins the Association as an Individual Colleague or a faculty member at an Institutional Colleague program. Failure to attain status as a representative of a Member Program after one year will result in loss of eligibility to serve on the Board.

Article 4.06. DUTIES OF THE BOARD

A Board member is expected to discharge the duties of care, loyalty and obedience in good faith; with the care an ordinarily prudent person in a like position would exercise under similar circumstances in a manner reasonably believed to be in the best interests of the Corporation; and by disclosing relevant known information to the Board.

Article 4.07. DUTIES OF THE OFFICERS

An officer of the Board is expected to discharge the duties with the same care as a Director and in addition is expected to disclose to the other Directors any actual or probable material violation of law involving the corporation or material breach of duty to the corporation by an officer, employee, or agent of the corporation, that the officer believes has occurred or is likely to occur. The CEO is expected to disclose this information to the President.

Article 4.08. DUTIES OF THE PRESIDENT

The President shall oversee implementation of all decisions of the Board; chair the Board; act as the Board's representative in overseeing the CEO; and shall have other duties and powers as the Board may prescribe, authorize, or set forth in the Policies and Procedures Manual.

Article 4.09. DUTIES OF THE TREASURER

The Treasurer will supervise a process for the true, accurate, and complete accounts of all PAEA financial transactions and oversee the custodian of PAEA funds. The Treasurer will prepare annual financial statements, which are audited by a reputable independent auditing firm (appointed by a vote of the 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 to be assigned by the President or the Board.

Article 4.10. DUTIES OF THE SECRETARY

The Secretary will supervise a process to ensure that accurate and sufficient documentation exists to meet legal requirements and oversee the process by which meeting minutes are recorded, ensuring accuracy and availability. The other duties of the Secretary are to be assigned by the President or the Board.

Article 4.11. DUTIES OF THE CHIEF EXECUTIVE OFFICER

The Board may upon majority vote appoint and employ a Chief Executive Officer, who shall direct and execute all decisions of the Board, shall handle all day-to-day matters and duties for the operation of the Corporation, and shall be an *ex officio* nonvoting member of the Board. The foregoing duties shall include, but not be limited to, the hiring and discharge of employees to fill such positions as the Board may authorize; the execution of contracts or other instruments on behalf of the Corporation as the Board may authorize; and the 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 shall require the countersignature of one or more specified officers of the Corporation.

Article 4.12. DUTIES OF THE PRESIDENT ELECT

The President Elect will preside at membership meetings in the absence of the President. The President Elect will act in place of the President in the event of the President's absence or disability, except that the Immediate Past President will preside over Board meetings as provided in Article 4.11. The other duties of the President Elect are to be assigned by the President or the Board.

Article 4.13. DUTIES OF THE IMMEDIATE PAST PRESIDENT

The Immediate Past President will preside at Board meetings in the absence of the President. The other duties of the Immediate Past President are to be assigned by the President or the Board.

Article 4.14. DUTIES OF DIRECTORS AT LARGE

Directors at Large are assigned duties by the President or Board.

Article 4.15. RESIGNATION

Any Officer, Director at Large, or Student Director may resign by giving written notice to the Board, President, or Treasurer. Unless otherwise specified in such written notice, resignation will take effect upon receipt.

Article 4.16. REMOVAL

An elected Board member may be removed with cause: (a) by a majority vote of the membership; or, (b) by a majority vote of the whole Board, whenever in the Board's judgment the best interest of the Corporation would be served thereby, provided that all Board members have at least 21 days notice of the proposed removal and the member at issue has an opportunity personally to address the Board, which may, in the Board's discretion, be at an in-person meeting, via video connection, or a telephonic meeting.

Article 4.17. VACANCY

If a vacancy occurs in the office of President Elect, the office shall be filled by vote of the membership. If a vacancy occurs in the office of President, the office shall be filled by the

President Elect, whereupon the office of the President Elect shall be deemed vacant. If a vacancy occurs in the office of Immediate Past President, the duties of the office shall be filled by an individual selected by a vote of a 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 twelve (12) months by a majority of the Board members in office, and shall not count toward that person's two consecutive term limit, and shall thereafter be filled by a vote of the membership.

Article 4.18. MEETINGS AND ACTIONS OF THE BOARD

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

A majority of the number of Board members then in office shall constitute a quorum for the transaction of business. The act of the majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board.

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all Board members. Any requirement in these Bylaws that something be in writing is satisfied by an electronic transmission or any form of information inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form, such that an email shall be considered a Director's consent in writing.

Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other simultaneously. Participation by such means shall constitute presence in person at a meeting.

In an emergency such that a quorum of the Board cannot readily be assembled because of some catastrophic event, the Board may modify the lines of succession to accommodate the incapacity of any officer, director at large, employee, or agent and may relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so, may give notice only to those directors it is practicable to reach, and may take corporate action in good faith to further the affairs of the corporation.

Article 4.19. FISCAL YEAR

The Board shall determine the fiscal year of the Corporation.

ARTICLE V

Membership Meetings

Article 5.01. MEMBERSHIP MEETINGS

There will be at least one annual membership meeting, plus additional regular meetings at the Board's discretion, at such times and places as determined by the Board. Special membership meetings may be called by the Board, and will be called by the Board upon written request filed with the Secretary by 10 percent of members.

Article 5.02. NOTICE OF MEETINGS

The Corporation's annual business meeting will take place at the PAEA Education Forum. Member Programs will be notified of the date, time, and location of the business meeting at least 90 days in advance. Written notice of special membership meetings will be provided to members in writing no less than 10 and no more than 50 calendar days before the meeting date. Such notices shall be delivered to the program director of each Member Program entitled to vote at such meeting and shall include the day, time, and place of the meeting and, with respect to special meetings, the purpose or purposes for which the meeting is called. At each meeting, each Member Program will be represented by its voting representative specified in accordance with Article 3.02.

Article 5.03. QUORUM AND ADJOURNMENTS

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

A majority of Member Programs present at any meeting, although less than a quorum, may adjourn the meeting without notice.

Article 5.04. MANNER OF ACTING

Actions taken by a majority of Member Programs present in person or by written proxy at any meeting at which a quorum is present will constitute 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.

Article 5.05. PARLIAMENTARY PROCEDURE

The current edition of the American Institute of Parliamentarians *Standard Code of Parliamentary Procedure* will govern PAEA in parliamentary situations not provided for by law, PAEA Articles or Bylaws, or other PAEA-adopted procedures.

Article 5.06. TREASURER’S REPORT

Annually, the Treasurer shall present the Board’s annual financial report to the membership, verified by the Treasurer and President, or a 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.

ARTICLE VI

Advisory Bodies

Article 6.01. CREATION AND APPOINTMENT

The Board may, by resolution adopted by a majority of the Board members then in office, create and dissolve such advisory bodies as it deems appropriate, whether standing or ad hoc. Standing advisory bodies will be 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 will be appointed in a manner determined by the Board as delineated in Section IV of the PAEA Policies and Procedures Manual.

Article 6.02. DUTIES AND CHARGES

Each advisory body will be responsible for fulfilling duties established by the Board and set forth in the PAEA Policies and Procedures Manual. The Board may change or modify such duties at any time.

Article 6.03. PROCEDURES

The provision in these Bylaws pertaining to meetings, action without meetings, notice, waiver of notice, quorum, and voting requirements of the Board apply to advisory bodies and their members as well.

ARTICLE VII

NOTICES

All notices required under these Bylaws shall be sent via United States mail, by facsimile, or by other electronic transmission.

ARTICLE VIII

INDEMNIFICATION AND LIABILITY

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 shall be made (a) by the Board by a 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 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.

Article 8.02. MANDATORY INDEMNIFICATION IN GENERAL

To the extent that a present or former Qualifying Person or any other present or former Board member, employee, or agent of the Corporation or person who is or was serving at the request of the Corporation as a Board member, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or any person otherwise connected with the mission of the Corporation, in each case whom the Board has designated as entitled to be indemnified pursuant to the provisions of this Article 8.02, has been successful on the merits or otherwise in defense of any action, suit, or proceeding of a type referred to in Article 8.01, or in defense of any claim, issue, or matter therein, or in any action, suit, or proceeding brought by such person to enforce a right to indemnification or to advancement of expenses hereunder, such person shall be indemnified against expenses actually and reasonably incurred by such person in connection

therewith. The provisions of this Article 8.02 are in addition to, and not by way of limitation of, the provisions of Articles 8.01 and 8.03.

Article 8.03. MANDATORY INDEMNIFICATION OF QUALIFYING PERSONS

Every person who is or was a Qualifying Person of the Corporation shall 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 shall be 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 shall be made (a) by the Board by a 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 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 shall be 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.

Article 8.04. ACTIONS BY OR IN THE RIGHT OF THE CORPORATION

In the case of any action, suit, or proceeding by or in the right of the Corporation: (a) no indemnification shall be made with respect to any claim, issue, or matter as to which the person seeking indemnification shall have been adjudged to be liable to the Corporation unless, and only to the extent that, the court in which such action or suit was brought or the Superior Court of the District of Columbia shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for reasonable expenses as such court shall deem proper; and (b) indemnification shall extend only to expenses and specifically shall not extend to any liability.

Article 8.05. ADVANCES OF EXPENSES

The Corporation may allow advances against expenses on terms fixed by the Board subject to an obligation to repay if indemnification proves unwarranted. Expenses actually and reasonably incurred by a person in defending any action, suit, or proceeding in which such person is involved as a party or otherwise by reason of such person's being or having been a Qualifying

Person shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amounts if it is ultimately determined that such person is not entitled to be indemnified by the Corporation.

Article 8.06. APPLICABILITY

The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested members of the Board, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to hold the office entitling such person to indemnification hereunder and shall inure to the benefit of the heirs, executors, and administrators of such a person. This Article VIII shall not be construed to authorize indemnification in any case or for any liability or expense where such indemnification would not be lawful. This Article VIII shall be applicable to actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after the adoption hereof.

Article 8.07. INSURANCE

The Corporation may purchase and maintain insurance on behalf of any person who is or was a member of the Board, employee, or agent of the Corporation or of any other corporation, partnership, joint venture, trust, or other enterprise which such person served at the request of the Corporation against all liability and expenses incurred by such person in any such capacity, or arising out of such person's status as such, whether or not such person may have a right to be indemnified by the Corporation against such liability and expenses under this Article VIII. The Corporation shall maintain at least the liability insurance required by the District of Columbia Nonprofit Corporation Act as a condition of limited liability therein provided.

Article 8.08. CERTAIN DEFINITIONS

For the purposes of this Article VIII: (a) "expenses" includes, but is not limited to, fees and disbursements of legal counsel; (b) "liability" includes amounts of any judgment, fine, or penalty, and reasonable amounts paid in settlement; (c) "action, suit, or proceeding" (unless otherwise limited) includes every claim, action, suit, or proceeding, whether civil or criminal, derivative or otherwise, administrative or investigative, and any appeal relating thereto, and any reasonable apprehension or threat of any such action, suit, or proceeding; (d) references to "other enterprises" includes employee benefit plans, references to "fines" includes any excise taxes assessed on a person with respect to any employee benefit plan, references to "serving at the request of the Corporation" includes any service as a member of the Board, employee or agent of the Corporation which imposes duties on, or involves services by, such member of the Board, employee, or agent with respect to an employee benefit plan, its participants or beneficiaries, and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation;" (e) "Qualifying Person" means the President, President Elect, Immediate Past President, Secretary, Treasurer, CEO, Directors at Large, the Student Director, any other officers of the Corporation elected or

appointed by the Board or the membership, and members of advisory bodies created pursuant to Article VI who have been approved by the Board; and (f) the termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the conduct of the person seeking indemnification did not meet the standard of conduct set forth the proviso clauses of the first sentences of Articles 8.01 and 8.03.

Article 8.09. SEVERABILITY

If any clause, provision or application of this Article shall be determined to be invalid, the other clauses, provisions or applications shall not be affected but shall remain in full force and effect.

ARTICLE IX

Miscellaneous Provisions

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 including financial implications, together with a statement from the Governance Council on the motion's implications, will be published in the *PAEA Networker* and/or other appropriate communications vehicles at least 20 days prior to the Business Meeting.

The Bylaws may be amended by Member Programs at a meeting at which a quorum of Member Programs is present: (a) by a two-thirds vote of Member Programs present and voting, if the advance notice required above is provided; or, (b) by an 80% vote of Member Programs present and voting if less-than-required notice, or no notice, is provided.

The Governance Council will have the authority to correct typographical, formatting, and/or grammatical errors provided they do not alter the intent of the PAEA Bylaws. The Governance Council will give 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 Governance Council 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.

Article 9.02. CONFLICTING INTERESTS/CONFLICT OF INTEREST POLICY

The Corporation shall maintain a Conflict of Interest Policy.

Article 9.03. CORPORATE SEAL

The official seal of the Corporation shall have inscribed thereon the name of the Corporation and shall be in such form and contain such other words and/or figures as the Board shall determine. The official seal may be used by printing, engraving, lithographing, stamping or otherwise making, placing, or affixing or causing to be printed, engraved, stamped, or otherwise made, placed or affixed upon any paper or document, by any process whatsoever, an impression, facsimile, or other reproduction of said official seal.

Article 9.04. PAEA POLICIES AND PROCEDURES MANUAL

The provisions of the PAEA Policies and Procedures Manual may refine and augment, but not supersede or contradict provisions contained in either the PAEA Articles of Incorporation or these Bylaws, which take priority in such order.