

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 is the Physician Assistant Education Association (hereinafter "PAEA," "Corporation," or "Association"). The Corporation shall maintain a registered office and 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 the national organization in the United States representing physician assistant ("PA") educational programs. PAEA's mission is leadership, innovation, and excellence in PA education.

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. PAEA exists 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 has 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 are eligible to become Member Programs.

Article 3.02 VOTES

Each Member Program has one vote. Member Programs must 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 nonvoting membership at its discretion. Such additional categories may include (by way of example, not limitation) Institutional Colleague, Individual Colleague, International Colleague, Affiliate Organization Colleague, or such other categories as approved by the Board and set forth in the PAEA Policies and Procedures Manual. The criteria and benefits of each category of nonvoting membership shall be established by the Board and set forth in the PAEA Policies and Procedures Manual, as amended from time to time. Such additional members are nonvoting unless voting rights are specifically approved by two-thirds 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, who will present it to the Board no later than the first Board 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, PAEA will notify the Member Program Director in writing, setting forth the specific areas of alleged 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 will be terminated. The Board in its sole discretion determines what is a reasonable time period to remedy noncompliance.

Article 3.06 DUES AND FEES

Member Programs are assessed annual membership dues and a separate fee for the initial application for membership. Member programs may also be required to pay additional fees for some PAEA services. Nonvoting members must pay annual membership dues and may be required to pay additional fees related to membership and/or PAEA services. All dues and fees are set by the Board for approval by the membership.

Failure of any Member to timely pay applicable dues and/or fees constitutes a failure to meet membership criteria, subjecting the Member to procedures for such failure contained in these Bylaws and the PAEA Policies and Procedures Manual.

Article 3.07 MEMBERSHIP CRITERIA

Membership is open to individuals and entities that meet the Association's criteria for membership established in these Bylaws and articulated in greater detail in the PAEA Policies and Procedures Manual and supportive of the Association and its purposes, that timely remit applicable dues within classes of membership as established by the Board.

All voting and nonvoting members of the Association must:

- Meet all membership criteria set forth in these Bylaws and the PAEA Policies and Procedures manual.
- Comply with these bylaws, the PAEA Policies and Procedures Manual, and all terms and conditions for access to and use of PAEA services.
- Timely remit payment of membership fees and dues for the applicable membership category in accordance with the amounts established by the Board.

In addition, to become and remain voting members of the Association as defined in article 3.01, all member programs must:

- Be accredited through the Accreditation Review Commission on Education for the Physician Assistant ("ARC-PA").
- Timely provide annual data for the program survey and curriculum survey upon PAEA request.

Article 3.08. PROGRAM REPRESENTATIVES

A Program Representative is an individual integral to the teaching or administration of the Member Program. Program Representatives must be approved by the program director or designee.

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 run for election to the Board but may continue to serve up to one year following a change in membership category as specified in Article 4.05. Individuals

in nonvoting membership categories may be appointed to chair 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 rests 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 is an *ex officio* nonvoting member of the Board and other officers 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
- Organize Member Programs by region.

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

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.

Article 4.03 BOARD COMPOSITION

The Officers of the Corporation are 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 consists of the Officers, including the CEO in a nonvoting *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 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 Association. 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:

- 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 among 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, among 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.

Article 4.05 TERMS

The Treasurer serves for 3 years. The Secretary serves for 3 years. The Directors at Large serve for 3 years. The President Elect serves for 1 year. At the end of such term, the President Elect becomes 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 becomes 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 are determined by the Board and published in the Policies and Procedures Manual. Terms of office do 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 remains 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 within 90 days of change in status. Failure to attain status as a representative of a Member Program after one year results 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 oversees implementation of all decisions of the Board; chairs the Board; acts as the Board's representative in overseeing the CEO; and has 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 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.

Article 4.10 DUTIES OF THE SECRETARY

The Secretary supervises 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 assigned by the President or the Board.

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.

Article 4.12 DUTIES OF THE PRESIDENT ELECT

The President Elect acts in place of the President in the event of the President's absence or disability, except as provided in Article 4.13. The other duties of the President Elect are assigned by the President or the Board.

Article 4.13 DUTIES OF THE IMMEDIATE PAST PRESIDENT

The Immediate Past President presides over Board meetings in the absence of the President. The other duties of the Immediate Past President are 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 or electronic notice, resignations take effect upon receipt.

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.

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.

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 Policy & 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.

Article 4.19 FISCAL YEAR

The Board determines the fiscal year of the Corporation.

ARTICLE V

Membership Meetings

Article 5.01 MEMBERSHIP MEETINGS

The Corporation's annual business meeting will take place at the PAEA Education Forum ("Forum"), or via an electronic platform if external circumstances limit the ability of members to assemble for an on-site meeting plus additional meetings at the Board's discretion. Additional membership meetings may be called at the Board's discretion or upon written request filed with the Secretary by ten percent of Member Programs.

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, including for an online meeting, at least 90 days in advance. Notice of special membership meetings will be provided to 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.

Article 5.03 QUORUM AND ADJOURNMENTS

The presence of one-third of Member Programs in person, by written proxy, or through attendance at an online meeting, 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, they may adjourn the meeting until a later specified time to try to obtain a quorum.

Article 5.04 MANNER OF ACTING

Actions taken by a simple majority of Member Programs present in person, by written proxy, or through an online platform, 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.

Article 5.05 PARLIAMENTARY PROCEDURE

The current edition of the American Institute of Parliamentarians *Standard Code of Parliamentary Procedure* is used to 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

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.

ARTICLE VI

Advisory Bodies

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. Chairpersons and members are 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 is 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 are sent via United States mail 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 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.

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 must 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 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.

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 is made with respect to any claim, issue, or matter as to which the person seeking indemnification has 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 has determined 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 deems proper; and (b) indemnification extends only to expenses and specifically 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 must 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 is not 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; it continues after such a person has ceased to hold the office and it inures to the benefit of the heirs, executors, and administrators of such a person. This Article VIII must 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 applies 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 must 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 is deemed to have acted in a manner "not opposed to the best interests of the Corporation;" (e) "Qualifying Person" is defined as 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, does 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 is determined to be invalid, the other clauses, provisions or applications are not affected but remain in full force and effect.

ARTICLE IX

Miscellaneous Provisions

Article 9.01 BYLAWS AMENDMENTS

Amendments to these Bylaws may be initiated by the Board, an advisory body, or a Member Program. Proposed amendments from an advisory body or a Member Program 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. Proposed amendments from the Board must be submitted to the Governance & Ethics Board ("GEB") a minimum of 30 days before the annual membership meeting.

All motions submitted by the deadline, including financial implications and a statement from the GEB 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 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, as defined in Article 5.01, by a two-thirds vote of Member Programs present and voting, if the advance notice required above is provided.

The GEB has the authority to correct typographical, formatting, and grammatical errors provided they do not alter the intent of the PAEA Bylaws. The GEB gives an accounting of these changes 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, 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.

Article 9.02 CONFLICTING INTERESTS/CONFLICT OF INTEREST POLICY

The Corporation maintains 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 be in such form and contain such other words and/or figures as the Board determines. 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. The Board has the exclusive authority to amend the PAEA Policies and Procedures Manual in accordance with the procedures set forth therein.