

# **MISSION STATEMENT**

The PA Education Association is the national organization in the United States representing physician assistant/physician associate (“PA”) educational programs. PAEA’s mission is advancing excellence in PA education through leadership, scholarship, equity, and inclusion.

# **BYLAWS OF THE PA EDUCATION ASSOCIATION**

## **ARTICLE I**

### **Article 1.01 CORPORATE NAME AND OFFICE**

As set forth in the Articles of Incorporation filed with the District of Columbia, the name of the Corporation is the PA 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 1.02 PURPOSE**

The Corporation’s purposes are 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 II: MEMBERSHIP**

### **Article 2.01 GENERAL MEMBER QUALIFICATIONS**

Membership is only open to individuals and entities that the Board, in its discretion, determines are interested in and supportive of the Association and its purposes, that timely remit applicable dues within classes of membership as established by the Board, and that

comply with the Member Code of Conduct and the PAEA Policies and Procedures Manual.

## **Article 2.02 VOTING MEMBERS**

The Corporation has a single category of voting members, referred to as “Members” and “Member Programs.” To be eligible to be a Member Program, a program must be an entry level PA program that is accredited.

## **Article 2.03 PROGRAM REPRESENTATIVES**

In accordance with PAEA policy, the Program Director identifies to PAEA the individuals integral to the teaching or administration of their Member Program who are to be considered Program Representatives.

## **Article 2.04 ELIGIBILITY FOR SERVICE**

Program Representatives may serve on and chair PAEA advisory bodies, hold a Board position, or otherwise participate in PAEA activities.

## **Article 2.05 VOTING; PROXIES**

Each Member Program has one vote. The Member Program Director designates in writing a Program Representative to serve as their Voting Representative, which may be changed from time to time. When no one is available from a Member Program to serve as its Voting Representative, the Member Program may designate a Voting Representative from another Member Program to serve and vote as its proxy at the Association’s membership meetings. No Voting Representative may hold more than two proxies, nor represent or hold proxies for more than two Member Programs.

## **Article 2.06 NON-VOTING MEMBER CATEGORIES**

There are three classes of Non-Voting Members. Individuals in non-voting member categories may be appointed as members, but not as chairs, of advisory bodies and standing bodies and may otherwise participate in PAEA activities. The Board will determine a dues structure for these membership categories. All such member categories remain non-voting unless voting rights are specifically approved by two-thirds (2/3) of the Board and the PAEA Member Programs by way of a Bylaw amendment.

**2.06.1** An “Institutional Colleague” is a program that does not qualify as a Voting Member Program and that meets further criteria as set forth in the PAEA Policies and Procedures Manual.

**2.06.2** An “International Colleague” is a program that is ineligible for U.S. accreditation, does not qualify as a Voting Member Program, and that meets further criteria as set forth in the PAEA Policies and Procedures Manual.

**2.06.3** An “Individual Colleague” is a person unaffiliated with a member program who is

qualified through educational experience, as a PA practitioner, educator, or program administrator who is not currently listed on a program's roster.

**2.06.4** The Board may by Resolution establish additional categories of non-voting membership at its discretion as set forth in the Policies and Procedures Manual.

#### **Article 2.07 MEMBERSHIP MEETINGS**

There are membership meetings that are regularly scheduled ("Regular Meetings") and meetings that are not regularly scheduled ("Special Meetings"). The Corporation's annual business meeting and all other member meetings will take place at the Board's discretion, either:

- (a) in person;
- (b) via an electronic platform; or,
- (c) by a combination of the two.

Special 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 2.08 NOTICE OF MEETINGS**

All notices required under these Bylaws are sent via United States mail or by electronic transmission. Meeting notices shall include the date, time, and location. Notice of the annual business meeting and all other Regular Meetings, including such online meetings, is provided at least 90 days in advance. Notice of Special Meetings is provided at least 10 but no more than 50 calendar days in advance and must include the purpose for which the meeting is called.

#### **Article 2.09 QUORUM AND MANNER OF ACTING FOR IN-PERSON/SYNCHRONOUS MEETINGS**

For synchronous/in-person meetings, the presence of one-third (1/3) of Member Programs represented by a Voting Representative in person, by written proxy, virtually, or through a combination thereof, constitutes a quorum. A quorum is necessary to conduct business. Actions taken by a majority of Member Programs of that quorum constitute an action of the membership. If less than one-third (1/3) of the Member Programs are present at the meeting, they may adjourn the meeting until a later specified time to try to obtain a quorum.

#### **Article 2.10 QUORUM AND MANNER OF ACTING WITHOUT A MEETING**

At the discretion of the Board, any action required or permitted at a membership meeting may be considered without a meeting by holding a vote by electronic transmission or by mail ballot if the Corporation makes a ballot available to every Member entitled to vote on the matter. The participation of at least one-third (1/3) of the Members shall be regarded as the quorum. The ballot shall set forth each proposed action, provide an opportunity to vote for each Director or Officer candidate, and

provide an opportunity to vote for or against each other proposed action. Where a quorum of the members is participating, the actions taken by a simple majority of those Member Programs constitute an action of the membership.

### **Article 2.11 PARLIAMENTARY PROCEDURE**

When invoked, the current edition of the American Institute of Parliamentarians *Standard Code of Parliamentary Procedure* is the parliamentary authority used to govern PAEA except where the governing statutory law, PAEA Articles or Bylaws, or other PAEA-adopted procedures provides otherwise.

### **Article 2.12 FINANCIAL REPORT FOR THE MEMBERS**

The Treasurer will present the Board's financial report to the membership at the annual member meeting, 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 2.13 RESIGNATION**

Any Member 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.

### **Article 2.14 GOOD STANDING; TERMINATION; REMOVAL**

**2.14.1** If a Member Program fails to pay application and/or membership dues, it is subject to removal as a member. This determination is made by the PAEA staff with notice to the Board of Directors, prior to notice of removal to the member program.

**2.14.2** Whether a Member is in violation of membership criteria by failing to comply with these Bylaws, the PAEA Policies and Procedures Manual, or other published PAEA requirements is determined in the discretion of the Board. In such cases, if, within 30 calendar days of receipt of written notification of the specific areas of alleged noncompliance, the Member fails to satisfy the specified membership criteria, and/or fails to present a formal proposal to remedy the identified deficiency, the Board may terminate the Member's membership in PAEA. The Board determines what is a reasonable time period to remedy noncompliance.

### **Article 2.15 DUES AND FEES**

Member Programs are assessed annual membership dues as well as a separate fee for the initial application for membership as determined by the Board. Upon at least twelve months' advance notice, the Board may impose up to a 4% increase in member dues in any year without approval by

the membership.

### **Article 2.16 RECONSIDERATION OF A BOARD DECISION**

Voting Members concerned with an action or decision by the Board may petition the Board to reconsider that action or decision by submitting to the Secretary a request that details the issues of importance to the Voting Member. If the Board response to the petition does not provide resolution for the Member, the Member's recourse is then to obtain the signatures of at least twenty other Member Programs in good standing to require the Board to reconsider its action or decision.

## **ARTICLE III: BOARD OF DIRECTORS**

### **Article 3.01 BOARD AUTHORITY**

The property, business, and affairs of the Corporation shall be managed by its Board of Directors in accordance with these Bylaws and the purposes of the Corporation. Authority for all PAEA affairs rests with the Board. The Board implements policy and oversees the business of PAEA. The Board has the authority to:

- (a) Appoint a Chief Executive Officer ("CEO"), who shall be an ex officio non-voting member of the Board;
- (b) As desired, appoint assistant Officers of the Board;
- (c) Submit reports of its activities at membership meetings;
- (d) Authorize individuals to sign contracts on behalf of the organization;
- (e) Require annual financial statements and arrange for audits;
- (f) Promulgate educational policy and recommendations for members;
- (g) Undertake other actions as authorized under DC law and these Bylaws.

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

### **Article 3.02 BOARD COMPOSITION**

The Board consists of the Elected Officers of the Corporation, six (6) Directors at Large, the appointed Student Member at Large, and the CEO in a non-voting, ex officio capacity.

### **Article 3.03 ELECTION**

Board candidates and Elected Members of the Board must meet eligibility criteria published by the Association. Candidates for the office of the Student Member at Large are sought by open call to the PAEA membership and approved by the PAEA Board. 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. Provided that a quorum of Members is participating, Directors at Large candidates are elected by receiving the vote of a majority (50% plus one) of valid ballots cast by the Voting Representatives (including by proxy).

### **Article 3.04 ELIGIBILITY; QUALIFICATION AND DISQUALIFICATION**

**3.04.1** Board candidates and Elected Members of the Board must be Program Representatives at a Member Program.

**3.04.2** If a Board member is no longer a Program Representative at a Member Program or if their program loses its Good Standing or PAEA membership for any reason, they can continue to serve on the Board if within 90 days of the change in status, they become, and for the duration of their intended term, but for no longer than a maximum of 18 months, they remain:

- (a) an Individual Colleague of the Association; or,
- (b) a faculty or staff member at an Institutional or International Colleague; or,
- (c) a faculty or staff member in a developing program; but they become ineligible and shall be removed from the Board if, during the Director's term or within the 18-month maximum period, the developing program fails to attain accreditation and become a Member Program.

### **Article 3.05 TERMS**

The Directors at Large serve a limit of up to two consecutive 3-year terms. No person may simultaneously serve in two Board positions. 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.

### **Article 3.06 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, including disclosure of relevant known information to the Board.

### **Article 3.07 BOARD COMMITTEES IN GENERAL**

The Board, by resolution adopted by a 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 3.08 EXECUTIVE COMMITTEE**

There shall be an Executive Committee composed of the elected Officers and such other additional Directors as determined by majority vote of the Directors in office. The Executive Committee shall have such powers and shall perform such duties regarding the operational affairs of the Corporation as a majority of the Directors in office may delegate to it in writing from time to time.

### **Article 3.09 MEETING NOTICE, LOCATION, QUORUM, AND ACTIONS OF THE BOARD**

**3.09.1 Notice and Location.** Any meeting of the Board, may be held at any time or place within or without the District of Columbia, as determined by decision of the Board, provided that notice is served on, sent by mail, e-mailed, or otherwise transmitted electronically to each Director not less than 10 days prior to the meeting. Situations deemed urgent by a majority of the Officers allow an Emergency Meeting to be called on four (4) days' notice. Any Board meeting may be held at any time without notice if all the Directors are present, or if at any time before or after the meeting, all of those not present waive notice of the meeting in writing.

**3.09.2 Quorum; Valid Actions.** A majority of Board members in office constitutes a quorum for the transaction of business. An action of the majority of the Board members present at a meeting at which a quorum is present is an action of the Board.

**3.09.3 Meetings Held in Whole or Part Through the Use of Telecommunications.** Meetings may be held in whole or part through the use of telecommunications or any electronic medium provided that the participating Directors can hear and be heard and a quorum is present. Such Directors are considered present at the meeting and are counted as part of the quorum.

**3.09.4 Action Without a Meeting.** Any action required or permitted at a meeting of the Board may be taken without a meeting, such as by written or electronic ballot or vote, provided that all the Directors vote the same way on the matter (i.e., the decision must be unanimous).

### **Article 3.10 ACTIONS IN THE EVENT OF AN EMERGENCY**

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 3.11 REMOVAL OF DIRECTORS**

Provided that the Director at issue has an opportunity in the discretion of the Board to provide either a written statement or spoken statement, at either an in-person, video conference, telephone, or hybrid meeting:

**3.11.1** A Board member elected by the Members may be removed with or without cause by a majority vote of the Voting Members voting on the matter; and,

**3.11.2** A Board member appointed by or elected to fill a vacancy by the Board may be removed with or without cause by a majority vote of the Directors in office whenever in the Board's judgment the best interests of the Corporation would be served.

**3.11.3** An elected Board member who fails to satisfy the eligibility requirements stated in these Bylaws becomes disqualified and is automatically removed from the Board.

### **Article 3.12 BOARD VACANCIES**

If a vacancy exists in any non-Officer Board position, such vacancy may be filled by an individual appointed for a maximum of 12 months by a majority of the Board members in office. Said office will be filled by the membership for the remainder of the term, if any, at the next membership meeting. Service under this vacancy provision is not counted in a person's term limit.

## **ARTICLE IV: OFFICERS**

### **Article 4.01 OFFICER POSITIONS**

The Officers of the Corporation are the Elected Officers, including the President, the President Elect, the Immediate Past President, the Secretary, the Treasurer, and, in non-voting capacities, an appointed Chief Executive Officer and such other subordinate Officers as the Board may appoint or authorize the President to appoint.

### **Article 4.02 OFFICER ELECTION**

The President Elect, the Secretary, and the Treasurer are elected by the affirmative vote of a majority (50% plus one) of valid ballots cast by the Voting Representatives (including by proxy). The candidate list is distributed to Member Programs at least 20 calendar days before the election date.

### **Article 4.03 TERMS**

The Treasurer serves for 3 years. The Secretary serves 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 serve in the position of Secretary, Treasurer, or Director at Large for more than two consecutive terms. 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.

#### **Article 4.04 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 any such information to the President.

#### **Article 4.05 DUTIES OF THE PRESIDENT**

The President is expected to monitor the implementation of all decisions of the Board; chairs the Board; acts as the Board's representative in providing oversight of the CEO; and has other duties and powers as the Board may prescribe, authorize, or set forth in the Policies and Procedures Manual.

#### **Article 4.06 DUTIES OF THE TREASURER**

The Treasurer supervises a process for the true, accurate, and complete accounts of all PAEA financial transactions and provides oversight of 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 cost of the bond will be reimbursed by the Corporation. The other duties of the Treasurer are assigned by the President or the Board.

#### **Article 4.07 DUTIES OF THE SECRETARY**

The Secretary supervises a process to ensure that accurate and sufficient documentation is filed to meet legal requirements to maintain the corporate existence and the favorable tax status from the IRS and oversees 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 4.08 DUTIES OF THE CHIEF EXECUTIVE OFFICER**

The Board may upon majority vote appoint and employ a Chief Executive Officer, who: is an ex officio non-voting Officer and 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, including hiring and discharge of employees to fill such positions as authorized by the Board or the budget; executes contracts or other instruments on behalf of the Corporation as authorized by the Board; and signs 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. The CEO assists in the execution of the duties of the Treasurer and the Secretary in so far as these are related to the corporate filings and the favorable tax status of the Corporation.

#### **Article 4.09 DUTIES OF THE PRESIDENT ELECT**

The President Elect undertakes or assigns the duties of the President in the event of the President's absence or disability, as well as assuming other duties as assigned by the President or the Board.

#### **Article 4.10 DUTIES OF THE IMMEDIATE PAST PRESIDENT**

The Immediate Past President is available to assist the President Elect in the absence of the President and assumes other duties as assigned by the President or the Board.

#### **Article 4.11 RESIGNATION**

Any Officer may resign by giving written notice to the Board, President, or Secretary which takes effect upon receipt.

#### **Article 4.12 VACANCY**

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

- (a) President Elect, the office is filled by vote of the membership.
- (b) President, the office is filled by the President Elect, whereupon the office of the President Elect is deemed vacant.
- (c) Immediate Past President, the duties of the office are 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 Officer position, such vacancy may be filled by an individual appointed for a maximum of 12 months by a majority of the Board members in office. Said office will be filled by the membership for the remainder of the term, if any, at the next membership meeting. Service under this vacancy provision is not counted in a person's term limit.

### **ARTICLE V: ADVISORY BODIES**

#### **Article 5.01 CREATION AND APPOINTMENT**

The Board may create and dissolve such advisory bodies as it deems appropriate. Ongoing advisory

bodies are referred to as “standing.” Those created for a stated limited period are “ad hoc.” An advisory body is defined as a volunteer group without governing power or authority to serve as a resource at the direction and pleasure of the Board of Directors by providing advice and guidance on such issues as governance, revenue generation, budget development, audit review, and nomination of Board members. Chairpersons and members are appointed by the Board as delineated in the PAEA Policies and Procedures Manual.

## **Article 5.02 PROCEDURES**

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

## **ARTICLE VI: INDEMNIFICATION, LIABILITY, AND INSURANCE**

### **Article 6.01 INDEMNIFICATION**

The liabilities and expenses reasonably incurred due to a claim against any persons who served or is serving the Corporation as a Director, Officer, committee member, volunteer, or employee, because of that person’s position with or service to the Corporation:

- (a) shall be indemnified to the extent they are successful on the merits or otherwise;
- (b) may be indemnified if they acted in good faith and reasonably believed in the case of conduct in an official capacity, that their conduct was in the best interests of the Corporation; and in all other cases, that their conduct was at least not opposed to the best interests of the Corporation; and in the case of any criminal proceeding, had no reasonable cause to believe their conduct was unlawful;
- (c) but no such persons shall be indemnified:
  - (1) in connection with the proceeding by or in the right of the Corporation (unless it is determined that the person met the relevant standard of conduct under subsection (b) herein; or,
  - (2) in connection with any proceeding with respect to conduct for which the person was adjudged liable on the basis that the person received a financial benefit to which she or he was not entitled, whether or not involving action in an official capacity.

Decisions concerning indemnification or advance of expenses shall be done in accordance with the then current procedures in the DC Nonprofit Corporation Act of 2010 and any accompanying DC Regulations.

### **Article 6.02 INSURANCE**

The Corporation shall secure insurance to fund its indemnification obligations and to qualify its

volunteers and employees for protection under the DC Volunteer Protection Act.

## **ARTICLE VII: MISCELLANEOUS PROVISIONS**

### **Article 7.01 NOTICES**

All notices required under these Bylaws are sent via United States mail or by other electronic transmission.

### **Article 7.02 CONFLICTING INTERESTS/CONFLICT OF INTEREST POLICY**

The Corporation maintains a Conflict of Interest Policy.

### **Article 7.03 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 7.04 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.

### **Article 7.05 FISCAL YEAR**

The Board determines the fiscal year of the Corporation.

## **ARTICLE VIII: BYLAW AMENDMENTS**

### **Article 8.01 BYLAW AMENDMENT PROCESS**

**8.01.1** These Bylaws may be altered, amended, or repealed only upon review and a recommendation for approval issued by the affirmative vote of two-thirds (2/3) of the Directors in office and subsequent approval by two-thirds (2/3) vote of the Member Programs present and voting at a meeting, or approval by two-thirds (2/3) of Member Programs voting by electronic means.

**8.01.2** Amendments may be proposed by the Board, an advisory body, or a Member Program. Proposed revisions are submitted to the PAEA National Office and then forwarded to the

Board for its review. Proposals receiving the Board’s approval must be published in the *PAEA Networker* or otherwise communicated to the Voting Members by staff at least 20 days prior to the membership vote.

**8.01.3** Bylaw amendments proposed and considered by the Board that would be presented with less than 20 days’ notice to the membership are treated as Emergency Motions, submitted under “additional new business,” and can only be adopted if they receive the affirmative vote of two-thirds (2/3) of the Directors in office and after distribution to the Member Programs are approved by 80 percent vote of Member Programs present and voting.

**Article 8.02 ADMINISTRATIVE CORRECTIONS TO THE BYLAWS**

PAEA has the authority to make correct typographical, formatting, and grammatical corrections that do not alter the intent of the PAEA Bylaws.

