

2015 PAEA Business Meeting - Summary of Actions

2015-BOD 1. Bylaws Amendment Article (various)

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

ARTICLES in which Board of Directors appears:

Throughout the Bylaws, after the primary reference in Article I, "Board" will replace "Board of Directors" aside from instances where it is necessary for clarity.

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

The motion carried.

2015-BOD 2. Bylaws Amendment Article I

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

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" ~~or the "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 ~~from time to time~~ determine or as the business of the Corporation may require.

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

The motion carried.

2015-BOD 3. Bylaws Amendment Article 3.03

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

Article 3.03. NONVOTING MEMBER CATEGORIES

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

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

The motion carried.

2015-BOD 4. Bylaws Amendment Article 3.05

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

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 within a reasonable time,~~ **to remedy the identified deficiency to be reviewed for approval by the Board,** the Member Program's membership in PAEA, including its right to vote and participate in Association activities, shall be terminated. ~~The reasonableness of the time period to remedy noncompliance shall be determined by the Board~~ **The reasonable** ~~sole~~ **of the Board** in its sole discretion **of the Board**.

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

The motion carried.

2015-BOD 5. Bylaws Amendment Article 3.09

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

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 or to** appointed to chair advisory bodies, ~~but may or~~ serve on advisory bodies and participate in PAEA activities. **An advisory body is defined as all A** volunteer groups with **at least one** non-Board member. ~~s, as members shall be considered advisory bodies.~~

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

The motion carried.

2015-BOD 6. Bylaws Amendment Article 4.01

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

Article 4.01. BOARD AUTHORITY

Authority for all PAEA affairs shall rest with the Board ~~of Directors~~. 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 ~~into regional consortia by region.~~

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

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

The motion carried.

2015-BOD 7. Bylaws Amendment Article 4.02

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

Article 4.02 BOARD COMMITTEES

The Board ~~of Directors~~, 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 ~~of Directors~~ in the management of the Corporation. ~~All committees with non-Board members as members shall be considered Advisory Committees.~~

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

The motion carried.

2015-BOD 8. Bylaws Amendment Article 4.03

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

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 (in a non-voting ex officio capacity), and such other subordinate officers as the Board ~~of Directors~~ may ~~from time to time~~ appoint or authorize the President to appoint. The Board ~~of Directors~~ shall consist of the Officers, ~~including the CEO in a non-voting ex officio capacity,~~ the Student Director, and six (6) Directors at Large.

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

The motion carried.

2015-BOD 9. Bylaws Amendment Article 4.05

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

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 ~~with his or her term~~ beginning immediately ~~after the end of his or her term~~ 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 ~~with his or her term~~ beginning immediately ~~after the end of his or her~~ **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 the position of President and Treasurer.~~ **President and Treasurer.** No person may serve in the position of Secretary, Treasurer, or Director at Large ~~or Student Director~~ 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 ~~his or her~~ **one's** resignation submitted in writing; (c) upon ~~his or her one's~~ death; or, (d) upon removal from office or position in accordance with the provisions of these Bylaws.

A Board member who ~~leaves his or her~~ **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 ~~he or she 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.

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

The motion carried.

2015-BOD 10. Bylaws Amendment Article 4.06

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

Article 4.06. DUTIES OF THE BOARD ~~OF DIRECTORS~~

A Board members ~~s is are~~ expected to discharge ~~the their~~ 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.

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

The motion carried.

2015-BOD 11. Bylaws Amendment Article 4.07

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

Article 4.07. DUTIES OF THE OFFICERS

An officers **of the Board is are** expected to discharge thei~~r~~ duties with the same care as **a** Directors ~~s~~ and in addition **is are** expected to disclose to the other Directors ~~or, if the officers are employees, disclose to their supervisor,~~ 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.**

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

The motion carried.

2015-BOD 12. Bylaws Amendment Article 4.08

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

Article 4.08. DUTIES OF THE PRESIDENT

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

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

The motion carried.

2015-BOD 13. Bylaws Amendment Article 4.11

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

Article 4.11. **DUTIES OF THE CHIEF EXECUTIVE OFFICER**

The Board may upon majority vote appoint and employ a Chief Executive Officer, who shall direct and execute all decisions of the Board ~~of Directors~~, 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 ~~of Directors~~. 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.

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

The motion carried.

2015-BOD 14. Bylaws Amendment Article 4.12

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

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 **his or her the event**

of the President's absence or disability, except that the Immediate Past President will preside over Board meetings as provided in Article 4.13. The other duties of the President Elect are to be assigned by the President or the Board.

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

The motion carried.

2015-BOD 15. Bylaws Amendment Article 4.18

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

Article 4.18. MEETINGS AND ACTIONS OF THE BOARD

Meeting of the Board ~~of Directors~~, 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 ~~of Directors~~.

Any action required or permitted to be taken at a meeting of the Board ~~of Directors~~ 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 ~~D~~director's consent in writing.

Any one or more members of the Board ~~of Directors~~ 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 ~~at the same time~~ **simultaneously**. Participation by such means shall constitute presence in person at a meeting.

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

The motion carried.

2015-BOD 16. Bylaws Amendment Article 4.19

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

Article 4.19. FISCAL YEAR

The **Board shall determine the** fiscal year of the Corporation. ~~shall be as determined by the Board.~~

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

The motion carried.

2015-BOD 17. Bylaws Amendment Article 5.02

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

Article 5.02. NOTICE OF MEETINGS

The Corporation's annual business meeting will take place at the PAEA **Annual** 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.

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

The motion carried.

2015-BOD 18. Bylaws Amendment Article 5.03

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

Article 5.03. QUORUM AND ADJOURNMENTS

The presence of one-third of Member Programs ~~At membership meetings, the presence~~ in person or by written proxy ~~of one third of Member Programs~~ 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.

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

The motion carried.

2015-BOD 19. Bylaws Amendment Article 5.04

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

Article 5.04. MANNER OF ACTING

Actions taken by a 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, a** ~~Any action required or permitted to be taken~~ at a ~~membership~~ meeting ~~of the membership~~ may be ~~taken~~ **considered** without a meeting. ~~The action may be if, at the discretion of the Board, the matter is~~ submitted to vote by electronic transmission or regular mail ballot. ~~vote~~ **The action is contingent upon the establishment of a quorum and and the matter receives the approval of a majority of the members voting, provided that by a majority of at least one-third** of the members ~~participate in the vote~~ **voting.**

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

The motion carried.

2015-BOD 20. Bylaws Amendment Article 6.01

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

Article 6.01. CREATION AND APPOINTMENT

The Board may, 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. ~~**The Board may create taskforces, workgroups or other time-limited bodies as needed to accomplish the goals of the Association.**~~

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

The motion carried.

2015-BOD 21. Bylaws Amendment Article 8.01

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

Article 8.01. DISCRETIONARY INDEMNIFICATION

Every person who is or was an 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 ~~he or she~~ **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 ~~his~~ **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.

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

The motion carried.

2015-BOD 22. Bylaws Amendment Article 8.03

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

Article 8.03. MANDATORY INDEMNIFICATION OF QUALIFYING PERSONS

Every person who is or was a Qualifying Person of the Corporation 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 ~~he or she~~ **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 ~~his or her 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.

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

The motion carried.

2015-BOD 23. Bylaws Amendment Article 8.05

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

Article 8.05. ADVANCES OF EXPENSES

The Corporation may allow advances against expenses ~~Advances against expenses may be made by the Corporation~~ 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.

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

The motion carried.

2015-BOD 24. Bylaws Amendment Article 8.08

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

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 ~~of PAEA~~, Directors at Large, the Student Director, any other officers of the Corporation elected or appointed by the Board or the membership, and members of ~~the Institutes/Councils and Committees advisory bodies~~ created pursuant to Article VI who have been approved by the Board ~~of Directors~~; 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.

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

The motion carried.

2015-BOD 25. Bylaws Amendment Article 9.01

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

Article 9.01. BYLAW AMENDMENTS

Amendments to these Bylaws may be initiated by the Board, **advisory body**, or a Member Program. Proposed amendments **to be brought forth at the annual membership meeting must will** be submitted ~~to the~~ **in writing to the PAEA national office Governance Council in written form as it requires, at least a minimum of 75 30** days before ~~a regular~~ **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 Governance Council, or its staff designee, will contact the person who submitted the amendment and review and assess the structure and implications of each proposed amendment. It shall thereafter present each proposed amendment to the Board in the approximate form received by that Council or revised through contacting the submitter, with such technical changes to the proposal or to existing Bylaws as the Council desires, accompanied by its recommendation regarding the proposed revision, to include attorney review if applicable. The Board will distribute each proposed amendment, unless withdrawn by submitter, in writing to each Member Program at least 14 days before a regular membership 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 a** two-thirds (2/3) of the Board and subsequent approval by the membership, provided that any such alteration, amendment, repeal or adoption is consistent with requirements of section 501(c)(3) of the Internal Revenue Service Code.

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

The motion carried.

2015-BOD 26. Position Policy: PA Program Diversity

Motion: *Be it resolved that the following be approved as a position policy of the Association.*

PA Program Diversity

While PAEA recognizes PA programs utilize a range of educational models, focusing on unique mission-driven goals and regional needs, it strongly encourages programs to respond to the nation's need for a diverse health care workforce.

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

The motion carried.

2015-BOD 27. Proposed Membership Dues Authorization Policy

Motion: Be it resolved that the PAEA Board of Directors, with input from the Treasurer and the Finance Council, may raise dues annually by an amount not to exceed 4 percent, and that further, this process will sunset in five years (FY 2021-2022).

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

The motion carried.