



## **PAEA Proposed Bylaws Amendments - June 2020**

**Rationale and Background:** With the COVID-19 pandemic likely to be a factor for many months, it is advisable to undertake certain governance actions to allow for the possibility of needing to hold a virtual business meeting in October. The PAEA parliamentarian has advised that the [PAEA Bylaws](#) do not authorize an electronic membership meeting, but do authorize membership action to be taken by electronic ballot (5.04).

These amendments have been approved by the Board, as required (Bylaws 9.01) and are now brought to the PAEA membership for review and approval.

### **Bylaws Amendments**

#### **2020-BOD-1. 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 a~~ **Additional membership meetings may be called** at the Board's discretion. ~~Special membership meetings must be called by the Board~~ **or** upon written request filed with the Secretary by ten percent of Member Programs.

#### **2020-BOD-2. 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.

### **2020-BOD-3. 5.03 QUORUM AND ADJOURNMENTS**

The presence of one-third of Member Programs in person, ~~or~~ 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.

### **2020-BOD-4. 5.04 MANNER OF ACTING**

Actions taken by a simple majority of Member Programs present in person, ~~or~~ 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.

### **2020-BOD-5. 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~~ **are** 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.