

# BYLAWS

OF THE

## Physician Assistant Education Association

### ARTICLE I

#### Name and Offices

The name of the corporation shall be the Physician Assistant Education Association (hereinafter “PAEA” or the “Corporation”). 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.

### ARTICLE II

#### Purposes

#### Article 2.01. MISSION

The Physician Assistant Education Association is an organization in the United States representing physician assistant (“PA”) educational programs.

PAEA’s mission is to pursue excellence, foster faculty development, advance the body of knowledge that defines quality education and patient-centered care, and promote diversity in all aspects of physician assistant education.

To accomplish its mission, PAEA will:

- Encourage and assist programs to educate competent and compassionate physician assistants.
- Enhance programs’ capability to recruit, select, and retain well-qualified PA students.
- Support programs in the recruitment, selection, development, and retention of well-qualified faculty.
- Facilitate the pursuit and dissemination of research and scholarly work.
- Educate PAs who will practice evidence-based, patient-centered medicine.
- Serve as the definitive voice on matters related to entry-level PA education, nationally and internationally.
- Foster professionalism and innovation in health professions education.
- Promote interprofessional education and practice.

- Forge linkages with other organizations to advance its mission.

#### Article 2.02. PURPOSE

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

### ARTICLE III

#### Membership

#### Article 3.01. VOTING MEMBERS

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

#### Article 3.02. VOTES

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

#### Article 3.03. NONVOTING MEMBER CATEGORIES

The Board may establish additional categories of 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. Such additional members shall be nonvoting unless voting rights are specifically approved by the full PAEA membership by a two-thirds majority vote and the terms thereof set forth in the Corporation's Articles of Incorporation or these Bylaws.

#### Article 3.04. RESIGNATION

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

### Article 3.05. TERMINATION

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

### Article 3.06. DUES AND FEES

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

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

### Article 3.07. CRITERIA

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

The Member Program or applicant must be accredited through the Accreditation Review Commission on Education for the Physician Assistant ("ARC-PA"); provided, however, that programs holding provisional or probationary status with the ARC-PA are eligible for membership.

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

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

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

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

### Article 3.08 ELIGIBILITY FOR SERVICE

Directors of voting member programs or their designees may name an unlimited number of program representatives who may serve on and chair PAEA committees, (other than committees required by law to consist only of directors) hold office, or otherwise participate in PAEA activities. Individuals in nonvoting member categories are not eligible to be elected to board office or to be appointed to chair committees or other corporation entities, but may serve on committees (other than committees required by law to consist only of directors) and participate in Corporation activities.

## ARTICLE IV

### Board of Directors

#### 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 an Executive Director, 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 officer or director 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.

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.

#### 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 directors, 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.

#### Article 4.03. BOARD COMPOSITION

The Board of Directors shall consist of the President, the President Elect, the Immediate Past President, the Secretary-Treasurer, the Student Director, and three (3) Directors at Large.

#### Article 4.04. ELECTION

The President Elect, the Secretary-Treasurer, and the Directors at Large shall be elected by the affirmative vote of a majority of the voting representatives present (including by proxy) and entitled to vote at any membership meeting of Member Programs in which candidates for such positions are to be elected. Officer and director candidates must meet eligibility criteria established by the Leadership Development and Recruitment Committee. The candidate list and the officer or director position for which such candidate is nominated, if applicable, will be distributed to Member Programs at least 20 calendar days before the election date. Nomination of additional candidates may be made by any Member Program from the floor at a membership meeting. The office of the Student Director is nominated by the Student Academy of the American Academy of Physician Assistants (SAAAPA) and approved by the PAEA Board of Directors.

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

#### Article 4.05. TERMS

The Secretary-Treasurer serves for 3 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 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 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, Director at Large, or Student Director for more than two consecutive terms. Dates of terms will be determined by the board and published in the policies and procedures manual.

#### Article 4.06. DUTIES OF THE PRESIDENT

The President shall be the chief operating officer of the Corporation; he or she shall have general supervisory authority over the day-to-day affairs and property of the Corporation and see that all orders and resolutions of the Board of Directors are carried into effect. The President presides at all meetings of the Board, presents the agenda, and reports at each Board and membership meeting a written report of the state of PAEA affairs. Duties of the President will be determined from time to time by the board and will be recorded in the policies and procedures manual.

#### Article 4.07. DUTIES OF THE SECRETARY-TREASURER

The Secretary-Treasurer will be responsible for minutes of Board and membership meetings and for all other written PAEA books and records. The Secretary-Treasurer will keep true, accurate, and complete accounts of all PAEA financial transactions. He or she will be custodian of PAEA

funds and will prepare annual financial statements, to be audited by a reputable independent auditing firm, which shall be appointed by a vote of the majority of the directors, and presented at the beginning of each annual Board and membership meeting. The Secretary-Treasurer may be required to give bond in such sum and with such surety determined and approved by the Board.

#### Article 4.08. 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 absence or disability, except that the Immediate Past President will preside over Board meetings as provided in Article 4.09. The other duties of the President Elect are to be assigned by the President or the Board.

#### Article 4.09. DUTIES OF THE IMMEDIATE PAST PRESIDENT

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

#### Article 4.10. DUTIES OF DIRECTORS AT LARGE

Directors at Large are assigned duties by the Board.

#### Article 4.11. RESIGNATION

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

#### Article 4.12. REMOVAL

The Board may remove an officer for good cause; the membership may vote to remove an officer or other Board member for cause.

#### Article 4.13. VACANCY

If a vacancy occurs in the office of President Elect, the office shall be filled by vote of the membership. If a vacancy occurs in the office of President, the office shall be filled by the President Elect, whereupon the office of the President Elect shall be deemed vacant. If a vacancy occurs in the office of Immediate Past President, the office shall be filled by a vote of a majority of the directors then in office. If a vacancy exists in any other officer or director position, such vacancy shall be temporarily filled by a vote of a majority of the directors in office until the next membership meeting and shall thereafter be filled by a vote of the membership at such meeting.

#### Article 4.14. MEETINGS 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 directors then in office shall constitute a quorum for the transaction of business. The act of the majority of the directors 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 the directors.

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. Participation by such means shall constitute presence in person at a meeting.

#### Article 4.15. FISCAL YEAR

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

### ARTICLE V

#### Membership Meetings

#### Article 5.01. MEMBERSHIP MEETINGS

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

#### 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 director of each Member Program entitled to vote at such meeting and shall include the day, time, and place of the meeting and, with respect to special meetings, the purpose or purposes for which the meeting is called. At each meeting, each Member Program will be represented by its voting representative specified in accordance with Article 3.02.

#### Article 5.03. QUORUM AND ADJOURNMENTS

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.

#### 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. Any action required or permitted to be taken at a meeting of the membership may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the Member Programs.

#### Article 5.05 PARLIAMENTARY PROCEDURE

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

#### Article 5.06 SECRETARY-TREASURER'S REPORT

Annually, the Secretary-Treasurer shall present the Board's annual report to the membership, verified by the Secretary-Treasurer and President, or a majority of the directors 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

#### Institutes, Councils, and Committees

#### Article 6.01. INSTITUTES/COUNCILS

The Board may, by resolution adopted by a majority of the directors then in office, create and dissolve such institutes/councils as it shall deem appropriate.

Institutes/councils may include but are not limited to:

- The Research Institute, whose primary purpose is to promote research relevant to PAs and the PA education community;
- The Faculty Development Institute, whose primary purpose is to provide an ongoing mechanism for faculty development for PA program staff functioning at all levels and to serve as a national clearinghouse for faculty development resources for PA faculty and staff.

#### Article 6.02. COMMITTEES

The Board may, by resolution adopted by a majority of directors then in office, create such ad hoc committees as it deems necessary or desirable. Each committee will consist of two or more individuals affiliated with Member Programs, with such powers and authority permitted by law

and conferred by Board resolution. Each committee will serve at the Board's direction. Each committee Chairperson will be appointed by the President with Board approval, and will have the authority to choose his/her own committee members contingent on Board approval.

#### Article 6.03. STANDING COMMITTEES

PAEA will maintain Standing Committees to fulfill certain key functions of the corporation, including governance, budget development, audit review, and nomination of board members. The Board may, by resolution adopted by a majority of directors then in office, create and dissolve additional standing committees as it deems necessary or desirable.

Each standing committee Chairperson will be appointed by the President with Board approval. Each committee chair will have the authority to choose his/her own committee members contingent on Board approval. Only representatives from PAEA member programs are eligible to chair committees. A chairperson who leaves a member program during his or her term will remain eligible to chair the committee for up to one year, provided he or she joins PAEA as an Individual Colleague.

#### Article 6.04. DUTIES AND CHARGES

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

### ARTICLE VII

#### NOTICES

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

### ARTICLE VIII

#### INDEMNIFICATION AND LIABILITY

#### Article 8.01. DISCRETIONARY INDEMNIFICATION

Every person who is or was an officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, 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 an officer, employee, or agent of the Corporation or a director, officer, 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 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 conduct was unlawful. The determinations contemplated by subclause (b) of the proviso clause of the foregoing sentence shall be made (a) by the Board by a majority vote of the members of the Board not parties to such action, suit, or proceeding, even though less than a quorum, or (b) by a committee of such members of the Board designated by a majority vote of such members of the Board, even though less than a quorum, or (c) if such quorum is not obtainable, or, even if obtainable and a quorum of disinterested members of the Board so directs, by independent legal counsel in a written opinion. If a person meets the requirements set forth in the proviso clause of the first sentence of this Article 8.01 with respect to some matters in an action, suit, or proceeding, but not with respect to others, such person may be indemnified as to the former. The provisions of this Article 8.01 are in addition to, and not by way of limitation of, the provisions of Articles 8.02 and 8.03.

#### Article 8.02. MANDATORY INDEMNIFICATION IN GENERAL

To the extent that a present or former Qualifying Person or any other present or former officer, employee, or agent of the Corporation or person who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or any person otherwise connected with the mission of the Corporation, in each case whom the Board has designated as entitled to be indemnified pursuant to the provisions of this Article 8.02, has been successful on the merits or otherwise in defense of any action, suit, or proceeding of a type referred to in Article 8.01, or in defense of any claim, issue, or matter therein, or in any action, suit, or proceeding brought by such person to enforce a right to indemnification or to advancement of expenses hereunder, such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith. The provisions of this Article 8.02 are in addition to, and not by way of limitation of, the provisions of Articles 8.01 and 8.03.

#### Article 8.03. MANDATORY INDEMNIFICATION OF QUALIFYING PERSONS

Every person who is or was a Qualifying Person of the Corporation shall be indemnified by the Corporation against all liability and expenses actually and reasonably incurred by such person in connection with or resulting from any action, suit, or proceeding in which such person may become involved, as a party or otherwise, by reason of such person's being or having been a Qualifying Person, or by reason of such person's connection with the mission of the Corporation, provided that the Board determines that such person acted in good faith and in a manner he or she 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 conduct was unlawful. Notwithstanding the provisions of the foregoing sentence, except as provided in Article 8.02 with respect to actions, suits, and proceedings to enforce rights to indemnification or advancement of expenses, the Corporation shall be required to indemnify a Qualifying Person in connection with an action, suit, or proceeding (or part thereof) initiated by

such Qualifying Person only if such action, suit, or proceeding (or part thereof) was authorized by the Board. The determinations contemplated by the proviso clause of the first sentence of this Article 8.03 shall be made (a) by the Board by a majority vote of the members of the Board who are not parties to such action, suit, or proceedings, even though less than a quorum, or (b) by a committee of such members of the Board designated by majority vote of such members of the Board, even though less than a quorum, or (c) if such quorum is not obtainable, or, even if obtainable and a quorum of disinterested members of the Board so directs, by independent legal counsel in a written opinion. If a Qualifying Person meets the requirements set forth in the proviso clause of the first sentence of this Article 8.03 with respect to some matters in an action, suit, or proceeding, but not with respect to others, such person shall be entitled to indemnification as to the former. The provisions of this Article 8.03 are in addition to, and not by way of limitation of, the provisions of Articles 8.01 and 8.02.

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

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

#### Article 8.05. ADVANCES OF EXPENSES

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.

#### Article 8.06. APPLICABILITY

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

#### Article 8.07. INSURANCE

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

#### Article 8.08. CERTAIN DEFINITIONS

For the purposes of this Article VIII: (a) "expenses" includes, but is not limited to, fees and disbursements of legal counsel; (b) "liability" includes amounts of any judgment, fine, or penalty, and reasonable amounts paid in settlement; (c) "action, suit, or proceeding" (unless otherwise limited) includes every claim, action, suit, or proceeding, whether civil or criminal, derivative or otherwise, administrative or investigative, and any appeal relating thereto, and any reasonable apprehension or threat of any such action, suit, or proceeding; (d) references to "other enterprises" includes employee benefit plans, references to "fines" includes any excise taxes assessed on a person with respect to any employee benefit plan, references to "serving at the request of the Corporation" includes any service as a member of the Board or officer, employee or agent of the Corporation which imposes duties on, or involves services by, such member of the Board, officer, 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, Executive Director 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 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.

#### Article 8.09. SEVERABILITY

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

ARTICLE IX

Amendments

Article 9.01. BYLAWS AMENDMENTS

Amendments to these Bylaws may be initiated by the Board or a Member Program. Proposed amendments will be submitted to the Governance Committee in written form as it requires, at least 30 days before a regular membership meeting.

The Governance Committee will promptly present each proposed amendment to the Board in the approximate form received by that Committee, with such technical changes to the proposal or to existing Bylaws as the Committee desires. The Board will distribute each proposed amendment 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.

These Bylaws may also be altered, amended, or repealed and new Bylaws may be adopted by the affirmative vote 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.