**2021-A-04-HO Governance Commission Structural Changes and Inclusion in Bylaws (Referred 2019-A-08-A & 2020-03)**

2021-A-04 Resolved

Insert a new Article XI into the AAPA Bylaws as follows and renumber the subsequent Articles.

ARTICLE XI GOVERNANCE COMMISSION

SECTION 1: DUTIES AND RESPONSIBILITIES:

THE GOVERNANCE COMMISSION WILL SUPPORT THE GOVERNING BODIES OF AAPA IN FULFILLMENT OF THEIR RESPONSIBILITIES REGARDING MATTERS THAT RELATE TO DIRECTING THE ORGANIZATION. SPECIFICALLY, THE GOVERNANCE COMMISSION SHALL:

1. CARRY OUT SUCH DUTIES AND RESPONSIBILITIES AS ARE SET FORTH IN THESE BYLAWS, INCLUDING THOSE RELATED TO ELECTIONS IN ARTICLE VI, SECTION 3 AND ARTICLE XIII, SECTION 6 AND REVIEW OF BYLAWS RESOLUTIONS IN ARTICLE XIV.
2. ADVISE AAPA LEADERSHIP ON GOVERNANCE-RELATED ISSUES BY PROVIDING REVIEW, RESEARCH, ANALYSIS AND RECOMMENDATIONS.
3. PROMOTE AND SUPPORT THE OPTIMAL PERFORMANCE OF AAPA LEADERSHIP WHICH, IN TURN, PROMOTES MEMBER TRUST AND ENGAGEMENT.
4. REVIEW AAPA GOVERNANCE DOCUMENTS AND MAKE RECOMMENDATIONS TO ENHANCE TRANSPARENCY AND TO IMPROVE EFFECTIVENESS AND EFFICIENCY OF GOVERNANCE OPERATIONS.
5. SERVE IN AN ADVISORY CAPACITY TO THE CONSTITUENT RELATIONS WORK GROUP (CRWG).
6. COLLABORATE WITH THE JUDICIAL AFFAIRS COMMISSION (JAC) AS INDICATED IN THE AAPA JUDICIAL AFFAIRS MANUAL.
7. REVIEW AND PROVIDE COMMENTS ON AAPA POLICIES ASSIGNED TO IT BY THE HOUSE OFFICERS OR THE BOARD OF DIRECTORS.
8. COLLABORATE WITH OTHER COMMISSIONS, ORGANIZATIONS AND STAFF, AS NEEDED, TO ENSURE COMPLIMENTARY CROSS-ORGANIZATIONAL STRATEGY, RESEARCH, AND PLANNING PROCESSES.
9. COLLABORATE WITH OTHER COMMISSIONS, CONSTITUENT ORGANIZATIONS, STAFF, AND AAPA COUNSEL, AS NEEDED, TO ENSURE ORGANIZATIONAL COMPLIANCE AND CONSISTENCY OF POLICIES AND PROCEDURES.

SECTION 2: COMPOSITION, METHOD OF ELECTION.

1. THE GOVERNANCE COMMISSION IS COMPOSED OF SEVEN (7) NON-AAPA BOARD MEMBERS. COMMISSION MEMBERS WILL CONSIST OF:
   * 1. TWO ELECTED BY PLURALITY VOTE OF THE HOUSE OF DELEGATES.
     2. TWO ELECTED BY PLURALITY VOTE OF THE BOARD OF DIRECTORS.
     3. TWO ELECTED BY PLURALITY VOTE OF THE GENERAL MEMBERSHIP.
     4. ONE ELECTED BY A PLURALITY VOTE OF THE STUDENT ACADEMY ASSEMBLY OF REPRESENTATIVES (AOR).
2. GOVERNANCE COMMISSION CANDIDATES SHOULD PRE-DECLARE THEIR CANDIDACY.
3. THE HOUSE OF DELEGATES SHALL DETERMINE VOTING PROCEDURES FOR THE HOUSE-ELECTED MEMBERS OF THE GOVERNANCE COMMISSION.
4. THE BOARD SHALL DETERMINE VOTING PROCEDURES FOR THE BOARD-ELECTED MEMBERS OF THE GOVERNANCE COMMISSION.
5. THE GOVERNANCE COMMISSION SHALL DETERMINE VOTING PROCEDURES FOR THE ELECTION OF MEMBERS FROM THE GENERAL MEMBERSHIP FOR THE GOVERNANCE COMMISSION.
6. THE ASSEMBLY OF REPRESENTATIVES SHALL DETERMINE VOTING PROCEDURES FOR THE ELECTION OF THE AOR ELECTED MEMBER OF THE GOVERNANCE COMMISSION.

SECTION 3: ELIGIBILITY AND QUALIFICATIONS

1. MEMBERS APPLYING TO THE GOVERNANCE COMMISSION THROUGH THE GENERAL MEMBERSHIP ELECTION MUST BE CURRENT FELLOW MEMBERS OF AAPA. THOSE APPLYING TO THE GOVERNANCE COMMISSION THROUGH THE BOARD, HOUSE OR AOR ELECTIONS MUST BE CURRENT FELLOW OR STUDENT MEMBERS OF AAPA.
2. GOVERNANCE COMMISSION MEMBERS MAY NOT RUN FOR ANY AAPA ELECTED OFFICE DURING THE TERM TO WHICH THEY WERE ELECTED.
3. GOVERNANCE COMMISSION MEMBERS CANNOT HOLD ANY OTHER ELECTED OFFICE, COMMISSION OR WORK GROUP POSITION IN AAPA DURING THEIR TERM OF SERVICE ON THE GOVERNANCE COMMISSION.

SECTION 4: TERM OF SERVICE:

1. WITH THE EXCEPTION OF THE STUDENT ACADEMY REPRESENTATIVE, THE TERM OF SERVICE FOR FELLOW MEMBERS OF THE GOVERNANCE COMMISSION SHALL BE TWO (2) YEARS, WITH THE EXCEPTION OF THE FIRST YEAR, IN WHICH THE CANDIDATE WITH THE HIGHEST VOTE WILL SERVE A TWO-YEAR TERM AND THE CANDIDATE WITH THE SECOND HIGHEST NUMBER OF VOTES WILL SERVE A ONE-YEAR TERM.
2. THE TERM OF SERVICE OF THE MEMBER ELECTED BY THE AOR SHALL BE ONE YEAR.
3. TERMS SHALL BE STAGGERED.
4. NO MEMBER MAY SERVE MORE THAN TWO CONSECUTIVE TERMS.

SECTION 5: VACANCY

IF A MEMBER OF THE GOVERNANCE COMMISSION LEAVES DURING A TERM, THE POSITION WILL BE FILLED AT THE NEXT ELECTION CYCLE IN THE SAME MANNER BY THE GROUP WHO ELECTED THE OUTGOING MEMBER. IF THE GOVERNANCE COMMISSION DROPS BELOW THREE MEMBERS, A SPECIAL ELECTION WILL NEED TO BE HELD.

Further resolved

Amend AAPA Bylaws Article XIII as follows:

ARTICLE XIII Elections.

Section 1: Positions to be Filled by Election. Elected positions include Directors-at-large; one Student Director; the Academy Officer positions of President-elect and Secretary-Treasurer; and the House Officer positions of Speaker, First Vice Speaker, and Second Vice Speaker; and such number of members of the GOVERNANCE COMMISSION AND Nominating Work Group as may be set forth in Article XI AND ARTICLE [NEW NWG ARTICLE NUMBER] of these Bylaws. The House Officer positions shall be filled by the House of Delegates in the manner prescribed by Article VI, Section 3. The Student Director shall be elected in the manner prescribed by Article V, Section 3. The GOVERNANCE COMMISSION AND Nominating Work Group positions shall be filled by the ~~House of Delegates~~ APPROPRIATE BODY in the manner prescribed by Article XI AND [NEW NWG ARTICLE NUMBER]. All other elected positions shall be filled in the manner prescribed by this Article XIII.

Section 2: Term of Office.

* + 1. The term of office for the Academy Officer positions of President, President-elect, and Immediate Past President shall be one year. The term of office for the Student Director shall be one year. The term of office for Directors-at-Large and for the Academy Officer position of Secretary-Treasurer shall be two years. The term of office for House Officer positions shall be one year.
    2. Officers’ and Directors’ positions will automatically be resigned effective at the end of the leadership year if the individual runs for an alternate office.

Section 3: Eligibility and Qualifications of Candidates for Elected Positions Other Than Student Director, GOVERNANCE COMMISSION or Nominating Work Group Member.

1. A candidate must be a fellow member of AAPA.
2. A candidate must be a member of an AAPA Chapter.
3. A candidate must have been an AAPA fellow member and/or student member for the last three years.
4. A candidate must have accumulated at least three distinct years of experience in the past five years in at least two of the following major areas of professional involvement. This experience requirement will be waived for currently sitting AAPA Board members who choose to run for a subsequent term of office.
5. An AAPA or constituent organization officer, board member, committee, council, commission, work group, task force chair.
6. A delegate to AAPA’s House of Delegates or a representative to the Student

Academy of AAPA’s Assembly of Representatives.

1. A board member, trustee, or committee chair of the Student Academy of AAPA, PA Foundation, Physician Assistant History Society, AAPA’s Political Action Committee, Physician Assistant Education Association or National Commission on Certification of Physician Assistants.
2. AAPA Board appointee.
3. A candidate for House Officer must have been a seated delegate for a minimum of two years in the past five years.

Section 4: Self-declaration of Candidacy. Self-declaration, in accordance with policy, shall be permitted in ALL ACADEMY ELECTIONS ~~the election of Academy Officers, Directors-at-large, and House Officers.~~

Section 5: Eligible Voters.

1. Eligible voters for President-elect, Secretary-Treasurer, ~~and~~ Directors-at-large AND GENERAL ELECTORATE GOVERNANCE COMMISSION SEATS are fellow members.
2. Eligible voters for House Officers and for HOUSE-elected members of THE GOVERNANCE COMMISSION AND Nominating Work Group are voting members of the House of Delegates who are present at the time of the election.
3. Eligible voters for the Student Academy President-elect and Student Academy Directors of Outreach and Communication, are credentialed members of the Assembly of Representatives and Student Board members present at the time of the election.
4. ELIGIBLE VOTERS FOR THE STUDENT ACADEMY-ELECTED GOVERNANCE COMMISSION MEMBERS ARE CREDENTIALED MEMBERS OF THE ASSEMBLY OF REPRESENTATIVES PRESENT AT THE TIME OF THE ELECTION.
5. Eligible voters for the Student Academy Chief Delegate are credentialed members of the Assembly of Representatives, Student Academy Board members, and credentialed student delegates.
6. Eligible voters for Student Academy Regional Directors are credentialed members of the Assembly of Representatives and Student Board members from within the respective region who are present at the time of the election.
7. For all positions, eligible voters must be current members in good standing (fellow or student) as of the date that is fifteen (15) days before the respective election.

Section 6: Election Procedures. The Governance Commission shall determine the timing and procedures for all Academy elections, EXCEPT THE NON-GENERAL MEMBERSHIP-ELECTED MEMBERS OF THE GOVERNANCE COMMISSION, ensuring House elections take place at the annual meeting of the House of Delegates in accordance with the North Carolina Nonprofit Corporation Act and these Bylaws.

Section 7: Vote Necessary to Elect. A plurality of the votes cast shall elect the Directors-at-large and the Academy Officers (excluding the Vice President), so long as the number of votes cast equals or exceeds a quorum of one (1) percent of the members entitled to vote in the election. In the case of a tie vote, the House of Delegates shall vote to decide the election from among the candidates who tied. The vote necessary to elect the House Officers (including the Speaker, who shall serve as the Vice President of the Academy) shall be prescribed in Article VI, Section 3.

Section 8: Commencement of Terms. The term of office for all elected positions, including Directors-at-large, the Student Director, Academy Officers, and House Officers, shall begin on July 1. In the event that the election of the House Officers occurs later than July 1, the new House Officers will take office at the close of the meeting during which they were elected.

Section 9: Vacancies. Academy Officers and Directors, the Student Director and House Officers may resign or be removed as provided in these Bylaws. The method of filling positions vacated by the holder prior to completion of term shall be as follows:

* 1. OFFICE OF THE PRESIDENT. The President-elect shall become the President to serve the unexpired term. The President-elect shall then serve a successive term as President.
  2. OFFICE OF THE PRESIDENT-ELECT. In the event of a vacancy in the office of President-elect, the Immediate Past President shall assume the duties, but not the office of the President-elect while continuing to perform the duties of Immediate Past President. The Nominating Work Group will prepare a slate of candidates.   Eligible members, as described in Section 6 of this Article, shall elect a new President-elect from the candidates proposed and any candidates that self-declare. The elected candidate will take office immediately and will serve the remainder of the un-expired term.
  3. SPEAKER; First vice Speaker; Second vice-Speaker. A vacancy in the positions of the Speaker, First Vice Speaker, or Second Vice Speaker shall be filled in the manner prescribed by the House of Delegates Standing Rules, and in accordance with Article VI, Section 3 of these Bylaws.
  4. Student Academy Board Member. A vacancy in the Student Director position shall be filled in the manner prescribed by the Student Academy Bylaws.
  5. Other Board vacancies. The Nominating Work Group will prepare a slate of candidates. Eligible members, as described in Section 6 of this Article, shall elect a new officer and/or director from the candidates proposed and any candidates that self-declare. The elected candidate will take office immediately and will serve the remainder of the un-expired term.

**Rationale/Justification**

The 2019 AAPA House of Delegates considered bylaws resolution “2019-A-08 A, Governance Commission” which sought to codify the AAPA Governance Commission. The full resolution was ultimately divided by the House, and the remaining part, 2019-A-08-A, was referred. As a result, a Governance Commission (“GovCom”) Review Task Force was jointly appointed by AAPA Board and House of Delegates leaders, and was charged to review the roles, responsibilities, composition and pathway to that composition of the AAPA Governance Commission. The Task Force was composed of two members appointed by the 2018-2019 Speaker of the House, two members appointed by the 2019-2020 Speaker of the House, two members appointed by the 2019-20 President/Chair of the Board, two members appointed by the 2018-19 President/Chair of the Board (one current GovCom member and one previous GovCom member to serve as chair). Additionally, there was one student member appointed by the 2018-19 Student Academy President.

The GovCom Review Task Force diligently researched the historical descriptions of the AAPA’s current Governance Commission, multiple related bylaws and policies and procedures, as well as the roles of Governance Commissions from various non-profit corporations to inform itself of possible options. Primary goals of the Task Force sought to balance organizational, structural and procedural realities with concepts of transparency, democracy, and broad involvement of stakeholders. A cardinal goal for the task force was to continuously consider the Academy as a whole and to avoid focusing on any one entity within the realm of AAPA governance groups. With the many options and permutations available to propose, the Task Force eventually determined that a moderate, balanced approach to possibly competing principles would be the best choice to propose to the 2020 House of Delegates for consideration. The GovCom Review Task Force is presenting this resolution in order to:

* Recognize the significance of the Governance Commission’s current and potential roles in supporting the Board, the House of Delegates, the Student Academy and various work groups and commissions in their responsibilities;
* Codify the responsibility of the Governance Commission to ensure clarity and transparency to the members of the Academy;
* Identify that the Governance Commission serves in a general advisory capacity on governance issues, as needed, throughout the Academy’s leadership entities;
* Ensure the composition of Governance Commission reflects the variety of experiences and perspectives from across the spectrum of the AAPA, including the Board of Directors, the House of Delegates, the Student Academy and other Academy members who have expansive and alternative capabilities to bring to the table. The goal of the approach of elections made by multiple entities is to ensure that the commission is not (in realty or perception) biased or controlled by any one party or person. The Task Force particularly determined the importance of this concept because of the GovCom’s work that is related to elections, nominations overview, and resolution review. These activities are particularly high stakes activities for any organization and include significant control and authority, hence the focus on widespread integrity and accountability;
* Recognize that due to some of the higher stake’s activities of the GovCom that require institutional and/or procedural knowledge, there is benefit to having its membership include those that originate from governance groups (Student Academy, HOD and BOD) that will be in a position of critically vetting the experience and credentials of those who come forward to offer their service.

Due to the timing of elections and the need to put in place procedures related to the proposed election components, it is anticipated that a transition period will be required for the 2020-21 election year with the first elected GovCom members beginning their terms on July 1, 2021.

**Related AAPA Policy**

ARTICLE VI House of Delegates.

Section 3: House Officers. The House of Delegates shall elect from among its members the following House Officers: a Speaker (who shall also serve as Vice President of the Academy), a First Vice Speaker, and a Second Vice Speaker (the First Vice Speaker and the Second Vice Speaker are not Officers of the Corporation).

* 1. Election and Term of Service. Each House Officer shall be elected by a majority of votes cast. No absentee or proxy vote shall be cast. The Governance Commission shall determine the general procedures for House Officers elections. The terms of office shall be as specified in Article XIII, Section 2.
  2. Delegate-at-large Designation. Each House Officer elected shall become a delegate-at-large during the term(s) as a House Officer, plus one additional year as an immediate past House Officer. The delegates-at-large shall be accorded all the rights and privileges of elected delegates.
  3. Duties of House Officers.

1. The Speaker shall preside at all meetings of the House of Delegates.
2. The First Vice Speaker shall assume the duties of the Speaker in the event of the absence of the Speaker, or in the event of vacancy in the position of Speaker.
3. The Second Vice Speaker will assume the duties of the First Vice Speaker in the absence of the First Vice Speaker, or in the event of vacancy in the position of First Vice Speaker.
4. The Second Vice Speaker shall be responsible for verification of the credentials of the delegates, for compiling the records of all general meetings of the House of Delegates, and for submitting such records to the Secretary-Treasurer of the Academy for filing with the Academy’s books and records.
   1. Resignation or Removal of House Officers. Any House Officer may resign at any time by giving written notice to the Speaker, the President of the Academy, or the Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered. Any House Officer may be removed from office at any time, with or without cause, by the affirmative majority vote of the House of Delegates. Removal may only occur at a meeting called for that purpose, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the House Officer. Vacancies in these positions shall be filled in accordance with Article VI, Section 3 and Article XIII, Section 10 of these Bylaws.

ARTICLE XI  Nominating Work Group

Section 1: Duties and Responsibilities. The Nominating Work Group shall carry out such duties and responsibilities as (1) are set forth in these Bylaws; and (2) are established by the Board of Directors in accordance with Article X, Section 2, subject to the approval of the House of Delegates. Such duties and responsibilities shall include:

1. Annually evaluate the environment and recommend to the Governance Commission any skills, capabilities or other characteristics that will support a diverse and high-performing Board of Directors.
2. Support communication and education efforts to inform all members of elected leadership opportunities and how to qualify for those positions.
3. Identify and recruit qualified members and encourage a broad slate of candidates to run for elected positions within AAPA.
4. Evaluating all candidates seeking nomination according to the qualification criteria set forth in these Bylaws and according to such other selection guidelines as may be established by the Board of Directors.
5. Endorsing a single or multiple slate of candidates for each nominated position.

ARTICLE XIII Elections.

Section 6: Election Procedures. The Governance Commission shall determine the timing and procedures for all Academy elections, ensuring House elections take place at the annual meeting of the House of Delegates in accordance with the North Carolina Nonprofit Corporation Act and these Bylaws.

ARTICLE XIV Amendments.

Section 5: Each amendment to be presented at the annual meeting of the House of Delegates shall be filed with the Governance Commission at least three (3) months prior to that meeting. The Governance Commission’s proposed amendments shall be exempt from the three (3) month filing requirement.

1. To be considered for electronic vote of the House of Delegates, amendments must be submitted 150 days or greater before the annual meeting of the House of Delegates.

Section 6: Proposals that are not initiated by the Board of Directors will be presented to the Board of Directors substantially in the form presented to the Governance Commission with such technical changes and conforming amendments to the proposal or existing Bylaws as the Governance Commission shall deem necessary or desirable.

SR-2640

The procedures for the election of House Officers shall be the responsibility of the Governance Commission. One member of the Governance Commission shall serve on the House Elections Committee to oversee House elections.

SR-2645

Five (5) members of a seven (7) member Nominating Work Group shall be elected by the House of Delegates at the annual meeting. The Board of Directors shall appoint the final two members. Nominations for this work group shall be made either at the time of call for nominations from the Governance Commission or from the floor of the House of Delegates. Member of the Nominating Work Group shall be fellow members of AAPA and shall meet such eligibility requirements as stated in the Bylaws. Elections for members of the Nominating Work Group shall be held at the time of election of House Officers. The term of office for elected members of the Nominating Work Group shall be a two (2) year staggered term. The voting membership of the House of Delegates shall consist of apportioned delegates present at the time of elections. Members shall be elected by a plurality vote. The House of Delegates shall determine procedures for the election of non-Board appointed members to the Nominating Work Group *Bylaws Art XI, Sect 2 & 3.*

SR-2810

The House Elections Committee will be responsible for conducting all elections in the House. The committee will also be responsible for confirming the qualifications for candidates for the House Officers and for the Nominating Work Group. The committee will consist of three members: one member from the Governance Commission, one member from the House, and the chair of the Tellers Committee. The members are appointed by the Speaker of the House in conjunction with the chair of the Governance Commission. The Governance Commission must approve the procedures for election of House Officers. The House Officers must approve the procedures for election of the Nominating Work Group.

BA-2400.2.1

AAPA grants the Student Academy the right to operate as a subsidiary unit representing AAPA student members. In so doing, AAPA reserves the right to monitor the Student Academy’s adherence to AAPA’s Bylaws and policies. Accordingly, the Student Academy will submit a revised copy of its governing documents, within thirty (30) days of each revision, to AAPA’s Governance Commission for review.

*[Adopted 1983, reaffirmed 1990, 1995, 2000, 2007, 2012, amended 1985, 2002, 2017, 2018]*

BA-2400.4.6 Governance Commission

The commission will:

* Review AAPA governance documents, analyzing policies and procedures to eliminate conflicts and provide consistent alignment across all documents, while ensuring they reflect best practices in governance and association management. Recommend Bylaw and policy amendments, as necessary, to ensure greater transparency and good governance best practices in all AAPA governing documents.
* Determine and implement consistent processes and procedures associated with the Board of Directors/House of Delegates/Student Academy elections.
  + Continue the review and analysis of AAPA election policy, processes and procedures. Provide policy recommendations and implement further process changes to ensure transparency, streamlined consistent procedures and improved member engagement across all elections. This work should include, but is not limited to:
    - Continue to oversee the GovCom Task Force, examining the responsibilities and composition of the Governance Commission and bring recommendations to the Board of Directors and/or the House of Delegates, as appropriate.
    - Collaborate with the Student Academy Board to bring the Student Academy elections into greater alignment with other AAPA elections.
    - Survey members and all candidates regarding the 2019 election changes.
* Serve in an advisory capacity to the Nominating Work Group and Constituent Relations Work Group.
* Collaborate with the Judicial Affairs Commission as indicated in the JAC Manual.
* Receive all Bylaws amendments to be considered at the House of Delegates three months in advance of such meeting.
  + Review such proposed Bylaws amendments and propose technical changes and conforming amendments as deemed necessary or desirable.
* Analyze and provide comments on AAPA policies assigned by the House Officers, to include but not limited to five-year policy review, and develop recommendations for consideration by the appropriate body.
* Collaborate with other commissions, organizations and staff, as needed, to ensure cross-organizational strategy, research and planning.

*[Adopted 2010, amended 2015, 2016, 2018, 2019]*

BA-2400.4.8

Constituent Relations Work Group (of the Governance Commission):

1. Review constituent organization (CO) applications and make recommendations to the Board of Directors
2. Seek opportunities for AAPA to enhance and advance CO relations
3. Oversee the CO awards program
4. Carry out other activities as may be requested by the Governance Commission or Board of Directors

*[Adopted 2010, amended 2015, 2016]*

**Possible Negative Implications**

* It is possible that not enough candidates will run for the elected GovCom seats.
* Given that the proposal assigns responsibility for voting procedures to four different groups, there is the potential for disparity of process between elections.

**Financial Impact**

The addition of three additional election components will require additional staff time and will cost approximately $800 (over current elections costs) annually. The estimated cost of a special election for the proposed Governance Commission positions varies from $2,500-$10,000 depending primarily on which and how many (HOD/AOR/General Election) elections need to be conducted.

**Signature**

Leslie Clayton Milteer, MPAS, PA-C, DFAAPA

Second Vice Speaker

**Contact for the Resolution**  
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