

The proposed amendments are as follows (strike-throughs indicate deletion; ALL CAPS indicate additions):

## **ARTICLE V: THE BOARD OF DIRECTORS**

**Section 1. Power and Duties.** All corporate powers will be exercised by, or under the authority of, and the business and affairs of the Academy will be managed by, the Board of Directors or by committees established by the Board of Directors.

**Section 2. Number.** The number of persons serving on the Board of Directors of the Academy will be no less than eleven (11) and no more than seventeen (17). The members entitled to vote for the Board of Directors may change the number of persons serving on the Board of Directors by amending these Bylaws. The Board of Directors will be comprised of (a) the President, President-Elect, Vice President, Secretary, Treasurer and immediate Past President; (b) five (5) Directors at Large; and (c) two Student Directors. ~~There will be one student representative to the Board of Directors from each approved PA program. This will comprise the Student Section. This Student Section will designate two (2) representatives to serve as the Student Directors at each meeting of the Board of Directors.~~ No person may hold more than one position on the Board of Directors.

**Section 3. Term.**

a. All Directors-at-Large will serve as members of the Board of Directors for terms of two (2) years. All Student Directors and Student Representatives will serve as members of the Board of Directors for terms of one (1) year. All officers will serve as members of the Board of Directors during their terms as officers (See Article VIII Section 2). The immediate Past President will serve as a member of the Board of Directors for a term of one (1) year, to begin upon the expiration of the term as President.

b. The terms of those serving on the Board of Directors will begin on January 1st of the year following their election, except for the Student Directors and Representatives, whose terms will begin upon their election.

**Section 4. Qualifications and Election.**

a. Officers must be and remain Fellow Members of the Academy in good standing for the entire term. Directors must be and remain Fellow or Associate Members in good standing for the entire term. Student Directors must maintain student membership in the Academy for their entire terms of office.

b. Persons serving on the Board of Directors will be elected by the members entitled to vote, in the manner set forth in Article X of these Bylaws. The election of the Board of Directors will be conducted by written ballot. Those persons who receive the highest number of votes will be deemed to have been elected. The election will be valid only if it conforms to the provisions of Article IV, Section 9 of these Bylaws.

c. If a current Director-at-Large is elected to an officer's post, that person will vacate the Director-at-Large Board seat. In that event, the Board of Directors will appoint a new Director-at-Large to complete the unexpired term of office.

**Section 5. Vacancies; Removal.**

(a) Persons serving on the Board of Directors may be removed by the members entitled to vote at an election of the Board of Directors. Persons serving on the Board of Directors may not be removed at a meeting unless the meeting notice states that a purpose of the meeting is the removal of a person serving on the Board of Directors. The number of votes cast to remove the person serving on the Board of Directors must exceed the number of votes cast not to remove him or her.

(b) All vacancies occurring in the Board of Directors, with the exception of the President, the Past President, or student directors shall be filled by a vote of the majority of the remaining members of the Board from a slate of candidates prepared by the Nominating Committee and/or by self-declaration. The Nominating Committee shall give notice to the Membership of the election by mail or electronic means.

The Nominating Committee may recruit nominees or receive nominations from members: in this case, the Nominating Committee will verify the credentials of all nominees no later than one week before the scheduled Board of Directors meeting. The Nominating Committee shall present to the remaining Board of Directors at the next scheduled Board of Directors meeting a list of credentialed candidates who have agreed on said nomination.

All nominees shall be given an opportunity to address, by choice either verbally or in writing, the Board. A vote by secret ballot shall subsequently be conducted. In the event that no candidate receives a majority, the top two vote getters will then be placed in a run-off election, utilizing a second vote by secret ballot. In the event only one person is nominated, that person shall assume the vacant seat by acclaim.

A vacancy in a student director position will be filled by the electing body for that student director at its next meeting following such vacancy. The electing body will notify the board of its selection.

(c) All vacancies in elected positions, except for the Board of Directors, shall be filled by a majority vote of the Board of Directors at its next scheduled meeting. Nomination of candidates shall be proposed by the Board at least 2 weeks prior to the next scheduled meeting.

(d) If a person serving on the Board of Directors fails to maintain the requirements for Fellow Member or Associate Member status (or, for Student Directors, Student Member status) during the term of office, that person's seat on the Board immediately is deemed to be vacated.

(e) If a person serving on the Board of Directors fails to attend two consecutive meetings of the Board of Directors, without excused absence by the President, then the Board of Directors may vote by majority to have the person be removed from the Board of Directors.

#### **Section 6. Compensation.**

The Board of Directors will not be compensated for their services. The Board of Directors may, in its discretion, allow payment or reimbursement for expenses related to NCAPA business.

### **ARTICLE X: ELECTIONS**

**Section 1. Offices to be Filled.** The Academy will hold annual elections for the offices of President-Elect, Vice President, Secretary and Treasurer five (5) Directors at Large and two members at large to serve on the Nominating Committee. The Student Directors will be elected to the Board of Directors, the number of Student Directors to be determined in accordance with Article V, Section 2 of these Bylaws.

**Section 2. Nomination of Candidates.** Nomination of candidates for officers, delegates or Directors at Large must be received by the Nominating Committee in writing no later than June 1st of each year. Self declaration for candidacy is permitted and must be received by August 1. All nominations must be made by Fellow Members or Associate Members. No names will be placed in nomination without the nominee's consent. Candidates seeking election may declare for one office only. ~~Student Representatives will be nominated by the students enrolled in the educational programs they attend.~~

#### **Section 3. Time of Election.**

a. Elections will be held for all officers (excluding the President), Directors at Large, and at large Nominating Committee members by distributed ballot in accordance with the provisions of Article IV, Section 9 of these Bylaws. In each year, ballots will be mailed no later than September 1st and must be postmarked no later than October 1st for tabulation. The office of the President will be filled by the previous term's President-Elect, elected by the members at the previous year's elections.

b. Two (2) Directors at Large, A Vice President and a Secretary will be elected on October 1<sup>st</sup> of even-numbered years. The three (3) remaining Directors at Large and a Treasurer will be elected on October 1st of odd-numbered years.

c. ~~The Student Representatives will be elected by their classmates, who are Student Members, no later than November 1.~~ THE STUDENT DIRECTORS WILL BE ELECTED BY STUDENT MEMBERS OF THE NCAPA.

**Section 4. Eligibility of Voters.** Ballots for election of the Board of Directors and Nominating Committee members will be distributed to each Fellow Member and Associate Member in good standing on the Academy membership list as of the time of distribution.

**Section 5. Votes Necessary to Elect.** Officers, Directors-at-Large, Student Directors, and at-large Nominating Committee members will be elected by a plurality of the votes cast, in accordance with the provisions of Article IV, Section 8 of these Bylaws. In the case of a tie vote, run-off ballots will be distributed within two (2) weeks after the ballots are counted.