



## INDEX

### PA Compact Commission Bylaws

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#### Article I: Commission Purpose, Function and Bylaws

- Section 1. Purpose
- Section 2. Functions
- Section 3. Bylaws

#### Article II: Membership

Section 1. Member State Representation

Section 2. Delegates

Section 3. Vacancies

#### Article III: Compact Commission, Officers, and Executive Committee

Section 1. Commission Officers

Section 2. Executive Committee Composition

Section ~~23~~. Duties and Qualifications~~Election and Succession~~

Section ~~34~~. Election and Succession of the Executive Committee~~Duties~~

Section ~~45~~. Removal of Executive Committee Members

Section ~~56~~. Vacancies

#### Article IV: Commission Personnel

Section 1. Duties of the Executive Director

#### Article V: Meetings of the Commission

- Section 1. Meetings and Notice.
- Section 2. Quorum
- Section 3. Voting
- Section 4. Procedure
- Section 5. Public Participation in Meetings

**Article VI: Committees**

- Section 1. Committees

**Article VII: Finance**

- Section 1. Fiscal Year
- Section 2. Budget
- Section 3. Accounting and Audit
- Section 4. Costs and Expense Reimbursement

**Article VIII: Adoption and Amendment of Bylaws**

**Article IX: Qualified Immunity, Defense and Indemnification**

**Article X: Withdrawal**

**Article XI: Dissolution of the Commission**

**Article I: Commission Purpose, Function and Bylaws**

**Section 1. Purpose**

Pursuant to the terms of the PA Compact, (the “Compact”), PA Compact Commission (the “Commission”) is established as a joint government agency and national administrative body of the participating states to fulfill the Compact objectives through a means of joint cooperative action among the participating states. This is accomplished by developing a comprehensive process that facilitates the exchange of information in the areas of licensure and investigative authority of Licensing Boards of Licensed Professional and providing for mutual recognition of Professional PA licenses by all participating states,

through the issuance of privileges to practice, thereby enhancing the portability and mobility of licenses and ensuring and promoting public protection.

## **Section 2. Functions**

In pursuit of the fundamental objectives set forth in the Compact, the Commission shall, as necessary or required, exercise all of the powers and fulfill all of the duties delegated to it by the participating states. The Commission's activities shall include, but are not limited to, all powers and duties as outlined in Section 7 of the Compact and as otherwise provided by the Compact. The provisions of the Compact shall be reasonably construed to accomplish the purposes of the Compact.

## **Section 3. Bylaws**

As required by the Compact, these Bylaws shall govern the management and operations of the Commission. As adopted and subsequently amended, these Bylaws shall remain subject to and limited by the terms of the Compact.

### **Article II: Membership**

#### **Section 1. Member State Representation**

The Commission membership shall be comprised as provided by the Compact. Each participating state shall have and be limited to one voting delegate selected by that Participating states' Licensing Board or boards. The delegate shall be a current PA, physician or public member of the Licensing Board or an administrator of a Licensing Board. Each participating state shall forward the name of its delegate to the executive director of the Commission or designee by executing the nomination form which affirms that they are the appropriate appointing authority.

#### **Section 2. Delegates**

A delegate may designate a person to serve in place of the delegate as the delegate's temporary representative with respect to Commission business, including attending Commission meetings and voting. A delegate must notify the executive director of the Commission or their designee of the identity of the temporary representative and the scope and duration of the representation, prior to each meeting wherein the temporary representative will be serving on behalf of the delegate. Notice shall be provided no later than seven days before a meeting except when the absence is due to an emergency.

The temporary representative's service must be limited in scope and the Commission may determine the number of meetings at which the delegate may have an absence during their

~~term, the Commission shall establish rule or policy regarding attendance of the delegate and the role of the temporary representative.~~ A temporary representative shall be allowed to vote on behalf of the delegate on all Commission business, except executive committee business as long as that temporary representative has signed the Code of Conduct and the Commission has been notified by the delegate that the temporary representative will temporarily serve in their place.

### **Section 3. Vacancies**

The executive director of the Commission shall promptly advise the participating state of the need to appoint a new delegate whenever a vacancy occurs. Any delegate may be removed or suspended from office as provided by the law of the state from which the delegate is appointed. The participating state board shall fill any vacancy occurring on the Commission with a successor delegate who is a current member or administrator of a Licensing Board, within 60 days.

## **Article III: Compact Commission, Officers, and Executive Committee**

### **Section 1. Commission Officers**

~~The officers of the Commission shall be the Chair, Vice Chair, Secretary, and Treasurer. The officers shall be duly appointed Delegates from Member States.~~

### **Section 12. Executive Committee Composition**

The Commission shall establish an Executive Committee, which shall be empowered to act on behalf of the Commission between Commission meetings, except for rulemaking or amendment of the Compact. The Commission shall determine the procedures, duties and budget of the Executive Committee. The power of the Executive Committee to act on behalf of the Commission shall be subject to the Bylaws, Compact or the Commission.

The Executive Committee shall consist of seven (7) voting members who are elected by the Commission from the current membership of the Commission and two (2) ex-officios, nonvoting members from one (1) recognized national PA professional association and one (1) recognized national PA certification organization as determined by the Commission. The ex-officio members shall be selected by their respective organizations. Of the seven (7) voting members elected to the Executive Committee, four (4) members shall be ~~designated as Chair, Vice Chair, Secretary and Treasurer the Officers~~ of the Commission and the remaining three (3) Members of the Executive Committee ~~shall serve a term of two years or until a successor is elected. The three (3) remaining voting members of the Executive Committee~~ shall be members-at-large ~~chosen from the current membership of the~~

~~Commission and elected by the Commission. No person shall serve more than two (2) terms consecutively in the same office.~~

~~Except for the inaugural election of the Executive Committee, the election of the Executive Committee shall be determined by rule or bylaw amendment.~~

The Executive Committee shall give seven (7) days' notice of its meetings, posted on its website and as otherwise determined by the Commission to provide notice to persons interested in the business of the Commission.

### **Section 23. Duties and Qualifications**

The Commission's officers shall perform all duties of their respective offices as the Compact and these Bylaws provide. Their duties shall include, but are not limited to, the following:

- A. Chair: The Chair, with the assistance of the Executive Director of the Compact, shall call and preside at Commission and Executive Committee meetings; prepare agendas for the meetings; appoint committee members and committee chairs in consultation with the Executive Committee; act on Commission's behalf between Commission meetings when delegated or subsequently ratified by the Executive Committee.
- B. Vice Chair: The Vice Chair, with the assistance of the Executive Director of the Compact, shall perform the duties of the Chair in their absence or at the Chair's direction. In the event of a vacancy in the Chair's office, the Vice Chair shall serve until the Commission elects a new Chair.
- C. Treasurer: The Treasurer, with the assistance of the Executive Director of the Compact, shall act as the custodian of all Commission funds, monitor the Commission's fiscal policies and procedures and serve as chair of the Finance Committee.
- D. Secretary: The Secretary, with the assistance of the Executive Director of the Compact, shall keep minutes of all Commission meetings and shall act as the custodian of all documents and records pertaining to the status of the Compact and business of the Commission.

The Executive Committee shall:

- A. Recommend to the entire Commission changes to the rules or bylaws, changes to this Compact legislation, fees paid by Compact participating states such as annual dues, and any commission Compact fee charged to licensees for the compact privilege;

- B. Ensure Compact administration services are appropriately provided, contractual or otherwise;
- C. Prepare and recommend the budget in consultation with the Treasurer;
- D. Maintain financial records on behalf of the Commission;
- E. Monitor Compact compliance of participating states and provide compliance reports to the Commission;
- F. Establish additional committees as necessary; and
- G. Exercise the powers and duties of the Commission during the interim between Commission meetings, except for issuing proposed rulemaking or adopting Commission Rules or bylaws, or exercising any other powers and duties exclusively reserved to the Commission by the Commission's Rules; and
- H. Perform other duties as provided in rules or bylaws.

#### **Section 4. Election and Succession of the Executive Committee**

- ~~A. The seven (7) voting members shall serve a term of two years or until a successor is elected.~~
- ~~B. The seven (7) voting members shall not serve more than two (2) full terms consecutively in the same office.~~
- ~~C. The election of the Executive Committee shall be as follows:
  - ~~a. The chair and vice chair shall be elected in odd numbered years;~~
  - ~~b. The treasurer and secretary shall be elected in even numbered years;~~
  - ~~c. Members-at-Large (3 positions): Two members-at-large shall be elected in even numbered years; the other member-at-large shall be elected in odd numbered years.~~~~
- ~~D. Except for the inaugural election of the Executive Committee, the election of the Executive Committee shall be determined by rule or bylaw amendment.~~
- ~~E. Members of the Executive Committee will assume office at the close of the annual meeting where the individuals are elected.~~
- ~~F. The Executive Director or Elections Committee, if established, shall send a call for nominations at least 60 days prior to the election and shall announce a slate of candidates to the Commission at least 30 days prior to the election. These timeframes may be waived when filling a vacancy.~~
- ~~G. No Commissioner shall be nominated or eligible to serve on the Executive Committee if from a Member State in default of its obligations under the Compact.~~
- ~~H. Any candidate for the Executive Committee shall be a Commissioner who has participated in the meetings of the Commission for a minimum of one year.~~

## **Section 35. Removal of Executive Committee Members**

Any Executive Committee member may be removed from office for good cause by a two-third (2/3rd) majority vote of the Commission.

## **Section 46. Vacancies**

Upon the resignation, removal, or inability to participate as a member of the Executive Committee, such vacancy shall be announced to the Commission by the executive director or their designee and a replacement shall be elected pursuant to elections requirements promulgated by the Commission.

For vacancies that occur between meetings of the Commission, until an election can be held, the vacancy may be temporarily filled by appointment by the Executive Committee, except that the Vice Chair will fill a vacancy occurring in the office of the Chair. Any vacancy filled by an election of the full Commission will serve for the remainder of the unexpired term.

## **Article IV: Commission Personnel**

### **Section 1. Duties of the Executive Director**

The Commission, through its Executive Committee, may contract or employ an Executive Director of the Compact. As the Commission's principal administrator, the Executive Director shall also perform such other duties as may be delegated by the Commission or required by the Compact and the Bylaws, including, but not limited to, the following:

- A. Serve at its discretion and shall not be a voting or ex-officio delegate of the Commission;
- B. Hire or contract and supervise such other staff or independent contractor as may be authorized by the Commission;
- C. Establish and manage the Commission's office or offices as determined by the Commission;
- D. Recommend general policies and program initiatives for the Commission's consideration;
- E. Recommend for the Commission's consideration administrative personnel policies governing the recruitment, hiring, management, compensation and dismissal of Commission staff;
- F. Implement and monitor administration of all policies, programs, and initiatives adopted by the Commission;

- G. Prepare draft annual budgets, in consultation with the Treasurer, for the Commission's consideration;
- H. Monitor the Commission's financial performance for compliance with approved budgets and policies, and maintain accurate records of the Commission's financial account(s);
- I. Execute contracts on behalf of the Commission as directed;
- J. Receive service of process on behalf of the Commission;
- K. Prepare and disseminate all required reports and notices directed by the Commission;
- L. Assist the members of the Executive Committee in the performance of its duties;
- M. Speak on behalf and represent the Commission;
- N. In collaboration with legal counsel, assist in ensuring the legal integrity of the Commission; and
- O. Report about policy, regulatory, political, legal or other developments of relevance to the Commission's operation.

## **Article V: Meetings of the Full Commission**

### **Section 1. Meetings and Notice**

The Commission shall meet at least once a year at a time and place as determined by the Delegates. Additional meetings shall be held as determined by the Executive Committee. Delegates may participate in meetings in person or by electronic means as is necessary.

Special meetings of the full Commission may be scheduled at the discretion of the Chair or shall be called upon the request of a majority of Delegates.

All Delegates shall be given notice of Commission meetings at least thirty (30) days prior to the scheduled date. Agendas shall be provided to all Delegates no later than seven (7) days prior to any meeting of the full Commission. If an amendment to an agenda is made after an agenda has been noticed, but forty-eight (48) hours prior to a regular meeting, or twenty-four (24) hours prior to a special meeting, then the agenda is amended upon the posting of the amended agenda. Additionally, the full Commission or any Committee of the Commission may vote to accept an agenda as amended by majority vote.

All Commission meetings shall be open to the public, except as set forth in Commission Rules or as otherwise provided by the Compact. Prior public notice of full Commission meetings shall be as follows: publication of notice of each meeting of the full Commission will be posted at least thirty (30) days prior to the meeting on the Commission's website or another website designated by the Commission.

A meeting may be closed to the public if the Commission determines by a majority vote of the Delegates that there exists at least one of the conditions for closing a meeting, as provided by the Compact or authorized Rules and as certified by legal counsel to the Commission.

### **Emergency Meetings**

The Commission may convene a public meeting by providing at least twenty-four (24) hours prior notice to the delegates and on the Commission's website, and any other means as provided in the Commission's Rules.

## **Section 2. Quorum**

A simple majority of appointed voting Delegates shall constitute a quorum for the transaction of business, except as otherwise required in these Bylaws. The presence of a quorum must be established before any vote of the Commission can be taken.

## **Section 3. Voting**

Each Delegate is entitled to one vote. A Delegate shall vote on their own behalf and shall not delegate the vote to another Delegate, except as permitted by a designation allowed under Article II. Any question submitted for a vote of the Commission shall be determined by a simple majority of the quorum present at any legally constituted meeting, except as otherwise required by the Compact or the Bylaws.

## **Section 4. Procedure**

The rules contained in the then current edition of Robert's Rules of Order Newly Revised shall govern the parliamentary procedures of the Commission and its committees in all cases not provided for in these Bylaws or in any policies and procedures or any special rules of order which are duly adopted by the Commission.

## **Section 5. Public Participation in Non-Emergency Full Commission Meetings**

Upon prior written request to the Commission any person who desires to present a statement on a matter on the agenda shall be afforded an opportunity to present an oral statement at an open meeting. The Chair may, depending on the circumstances, allow any person who desires an opportunity to present a statement on a matter that is on the agenda even in the absence of a prior written request to the Commission. The Chair may limit the time and manner of public statements at any open meeting. Further policy regarding public comment may be developed by the Rules Committee for approval by the Executive Committee.

## Article VI: Committees

### Section 1. Committees

#### A. Creation of Committees:

1. The Commission or Executive Committee shall determine need for the creation of a committee and provide a list of charges to the committee.
2. A committee shall be designated as either Ad Hoc or Standing.

#### B. Appointment of Committee Members:

1. The Chair in consultation with the Executive Committee shall direct the secretariat staff or Executive Director to request volunteers from party states to serve as committee members, which may include board staff, members, counsel, or commissioners.
2. The Chair in consultation with Executive Committee shall appoint chairs, interim chairs, vice chairs, and members to committees to provide the expertise needed to fulfill committee charges.
- 2-3. Members of the Executive Committee shall not serve as committee chairs except that the Treasurer shall serve as the chair of the Finance Committee and the Chair of the Commission shall chair the Executive Committee.
- 3-4. Volunteers for committee membership shall be required to provide personal bios and all relevant experience and interest with respect to the committee position and duties.
- 4-5. In consultation with committee chairs, the Executive Director shall staff the committee and shall provide other staff or consultants as needed to provide support and expertise.
- 5-6. The chair or designee will be responsible for reporting on the progress and/or recommendations of the committee at Executive Committee and full Commission meetings, as requested by the Executive Committee.
7. Except for the Executive Committee, each participating state represented on a committee shall have one vote which may be exercised by the voting delegate or by their temporary representative.
- 6-8. Committees shall consist of at least 3 members.

#### C. Terms of Appointment

1. As long as they remain eligible to serve as a delegate, chairs, vice chairs, and committee members will be appointed to a two-year term, which can be renewed once or for the duration of the committee, whichever comes first.

2. Committee Members who do not wish to be reappointed must notify the Executive Director within two months of the conclusion of the member's first term and may request reassignment based on the needs of the Commission; and
3. Two term limits may be waived by the chair in consultation with the Executive Committee as deemed necessary to achieve the purposes of the Compact.
4. A vacancy on a committee may be filled by the Executive Committee at its discretion.
5. The party state shall notify the Executive Director when committee members are no longer affiliated with their party state as the appointed delegate.
6. The Executive Committee shall make all reasonable efforts to ensure diversity of membership among Committee members.

#### D. Establishment of Committees

1. **Rules Committee:** A Rules Committee shall be established as a standing committee to:
  - a. develop uniform Compact rules and bylaw amendments and policies for consideration by the Commission and concurrent implementation by the states;
  - b. review existing rules and recommend necessary changes to the Commission for consideration;
  - c. draft frequently asked questions to clarify questions arising regarding statute, rule, bylaws, policies, and advisory opinions.
2. **Compliance Committee:** A Compliance Committee shall be established as a standing committee to:
  - a. monitor a participating state's compliance with the terms of the Compact and its authorized rules;
  - b. develop resources for compliance reviews;
  - c. ~~provide technical assistance and training;~~ and
  - d. develop best practices for party state compliance.
3. **Finance Committee:** A Finance Committee shall be established as a standing committee to:
  - a. provide financial oversight and ensure the Commission is operating within its budget;
  - b. developing financial resources to achieve its purposes;
  - c. propose fees as authorized in the Compact;
  - d. investigate potential funding resources; and
  - e. suggest a fiscal year for the commission.

4. **Elections Committee:** An Elections Committee shall be established as a standing committee to:
  - a. Inform the Commissioners on the responsibilities of the office;
  - b. Encourage participation by the Commissioners in the elections process;
  - c. Announce nominations deadline and anticipated vacancies of the Executive Committee of the Commission;
  - d. Communicate with incumbents to determine if they wish to run for re-election.
  - e. Accept qualified nominees and prepare a slate of candidates for the election of the officers or members at large of the Executive Committee; and
  - f. Present a list of candidates to the Commission including the terms of office expiration dates.
  
5. **Communications Committee:** A Communications Committee shall be a standing committee to, in consultation with the Chair of the Commission and the Executive Director:
  - a. Onboard new participating state delegates and administrative staff;
  - b. Create press releases;
  - c. Suggest updates to the website and informational items to media sources;
  - d. Create additional public relations documents and provide presentations regarding the work of the Commission if needed.

The Commission may dissolve any committee it determines is no longer needed.

All Committees shall give seven (7) days' notice of their meetings, posted on the Commission website and as otherwise determined by the Commission to provide notice to persons interested in the business of the Commission.

These committees are not subject to the notice requirements of Section 7 and 9 of the PA Compact and Article V of these Bylaws.

## **Article VII: Finance**

### **Section 1. Fiscal Year**

The Commission's fiscal year shall be determined by the executive committee in consultation the finance committee. If necessary, ~~membership-state annual~~ assessments, ~~in an amount to be determined by the commission, shall be paid on a date to be determined by the commission may be established pursuant to Commission rules.~~

## **Section 2. Budget**

The Commission shall operate on an annual budget cycle and shall, in any given year, adopt budgets for the following fiscal year or years as provided by the Compact and determined by the Commission.

## **Section 3. Accounting and Audit**

The Commission, with the assistance of the Executive Director and secretariat, shall keep accurate and timely accounts of its internal receipts and disbursements of the Commission funds. The receipts and disbursements of Commission funds are to be audited annually by an independent certified or licensed accountant. The independent audit report shall be made available to the public and incorporated into the annual report.

## **Section 4. ~~Cost~~Travel and Expense Reimbursement**

Subject to pre-approval and the availability of budgeted funds and unless otherwise provided by the Commission, Delegates shall be reimbursed for any actual and necessary expenses incurred pursuant to their attendance at a convened meeting of the Commission or its committees as provided by the Compact in accordance with U.S. General Services Administration (GSA) Travel Management Policy. (<https://www.gsa.gov/policy-regulations/policy/travel-management-policy>)

Reimbursement for items and occurrences not addressed by GSA's Travel Management Policy will be determined by the Secretariat and Executive Director in consultation with the Commission's Treasurer.

## **Article VIII: Adoption and Amendment of Bylaws**

Any Bylaw may be adopted, amended or repealed by a simple majority vote of the Delegates, provided that written notice and the full text of the proposed action is provided to all Delegates at least thirty (30) days prior to the meeting at which the action is to be considered. Failing the required notice, a two-third (2/3rd) majority vote of the voting Delegates shall be required for such action.

## **Article IX: Qualified Immunity, Defense, and Indemnification**

## **Section 1. Immunity**

The Commission, its Delegates, officers, Executive Director, employees, and representatives shall be immune from suit and liability, either personally or in their official capacity, for any claim for damage to or loss of property or personal injury or other civil liability caused or arising out of or relating to any actual or alleged act, error, or omission that occurred, or that such person had a reasonable basis for believing occurred within the scope of Commission employment, duties, or responsibilities; provided, that any such person shall not be protected from suit or liability, or both, for any damage, loss, injury, or liability caused by the intentional or willful or wanton misconduct of any such person.

## **Section 2. Defense**

Subject to the provisions of the Compact and Rules promulgated thereunder, the Commission shall defend the Delegate of a Participating state, his or her representatives or employees, or the Commission, and its representatives or employees in any civil action seeking to impose liability against such person arising out of or relating to any actual or alleged act, error or omission that occurred within the scope of Commission employment, duties, or responsibilities or that such person had a reasonable basis for believing occurred within the scope of Commission employment, duties or responsibilities; provided, that the actual or alleged act, error, or omission did not result from the intentional or willful or wanton misconduct of any such person.

## **Section 3. Indemnification**

The Commission shall indemnify and hold the Delegate of a Participating state, his or her representatives or employees, or the Commission, and its representatives or employees, harmless in the amount of any settlement or judgement obtained against such person arising out of or relating to any actual or alleged act, error, or omission that occurred within the scope of Commission employment, duties, or responsibilities that such person had a reasonable basis for believing occurred within the scope of Commission employment, duties, or responsibilities; provided, that the actual or alleged act, error, or omission did not result from the intentional or willful or wanton misconduct of any such person.

The Commission shall not bear any costs related to a State that is found to be in default or that has been terminated from the Compact, unless agreed upon in writing between the Commission and the defaulting State.

Nothing in this article shall be construed as a limitation on the liability of any Licensee for professional malpractice or misconduct, which shall be governed solely by any other applicable state laws.

## **Article X: Withdrawal**

Participating states may withdraw from the Compact only in accordance with Section 11.C. of the Compact.

## **Article XI: Dissolution of the Commission**

The Compact shall dissolve effective upon the date of the withdrawal or the termination by default of a participating state, which reduces membership in the Compact to one participating state.

Upon dissolution, the Compact becomes null and void and shall be of no further force or effect, and the business and affairs of the Commission shall be concluded in an orderly manner and according to applicable law.

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