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**Pan Pacific American Leaders and Mentors (PPALM)  
By-Laws**

**Revised September 17, 2016**

**ARTICLE I - ORGANIZATION AND AFFILIATION**

The name of the organization shall be Pan Pacific American Leaders and Mentors (“PPALM”). PPALM) is national, all volunteer charitable organization comprised of veterans, military and civilian professionals and students/cadets (hereinafter, “Members”) who are committed to mentoring and promoting professional development, retention and advancement of Asian-American and Pacific Islander (“AAPI”) leaders. It is a non-stock, nonprofit organization organized under the laws of the Commonwealth of Virginia. It is tax-exempt under Section 501(c)3 of the IRS Code and is classified as a public charity under IRC Sections 509(a)(1) and 170(b)(1)(A)(vi).

**ARTICLE II- PURPOSE**

To promote mentoring, education, leadership, professional development, retention and advancement of leaders

**ARTICLE III- MISSION**

To create a professional network of AAPI leaders, military and civilian, committed to serving the nation by providing leadership, education, mentoring, and fellowship opportunities. Building on the sacrifices of the past generations, we continue to promote diversity, advancement and retention of all leaders.

**ARTICLE IV- CORE COMPETENCIES**

4.1 Mentorship

4.2 Leadership

4.3 Professional and Educational Development

4.4 Community Involvement and Outreach

4.5 Networking

**ARTICLE V - OBJECTIVES**

5.1 Forge a strong sense of commitment toward service to the nation.

5.2 Articulate the importance of diversity and inclusion in the government and private sectors consistent with all applicable law, including but not limited to, federal policies and standards. Forge

relationships with senior military leadership and civilian sectors to serve the professional careers and interests of the broader AAPI community.

5.3 Maintain and develop competent leaders in the government and private sectors.

5.4 Contribute to professional development and networking opportunities such as:

5.4A Providing venues (counseling, mentoring, networking, fellowship, community relations) to support professional development and create leadership opportunities.

5.4B Providing educational and leadership training opportunities that contributes to professional and personal development.

5.4C Providing professional learning relationship between experienced mentor and mentee.

5.5 Foster an organizational culture to promote awareness of our mission.

5.6 Create a platform to nurture and mentor junior members to include students in high schools, military academies, colleges and universities.

5.6A Ensure awareness of accomplished military and civilian role models in the civilian community.

5.6B Establish a network of support in the military and civilian sectors for the benefit of junior leaders.

5.7 Provide outreach to nurture and mentor future leaders in educational institutions.

## **ARTICLE VI - MEMBERSHIP**

6.1 The membership of the organization shall be divided into the following classes:

6.1A Regular Membership: Military members (Active, Reserve, National Guard); civilians; military retirees; former military members and veterans (non-retirees).

6.1B Associate Membership: College and high school students; Men and women who are Cadets or Midshipmen in honorable service at one of the Service Academies (U.S. Military Academy, U.S. Naval Academy, U.S. Coast Guard Academy, U.S. Merchant Marine Academy, or U.S. Air Force Academy); in honorable service at a Reserve Officers' Training Corps Program; a student in a university, college, or high school.

6.1C Members are required to maintain current contact information with the Headquarters. Members who cannot be located are placed in an inactive membership status.

6.2 Non-Discrimination Policy: The PPALM does not discriminate in its membership or activities on the basis of race, color, age, religion, creed, disability, sexual identity or sexual orientation.

6.3 All members shall pay annual membership dues to PPALM in such amounts and in such manner as the Board of Directors determines. Each year the VP Finance shall specify a date, and give all members prior written notice thereof, when membership dues are due, and permit members to pay their dues at any time within a ninety (90) calendar-day grace period thereafter.

6.4 Membership Expectations:

6.4A Actively support and be familiar with the PPALM's mission, program and activities.

6.4B Subscribe to the purpose and goals of PPALM

6.4C Agree to abide by the Bylaws of the PPALM as amended from time to time

6.4D Establish mentor relationship with senior group members

6.4E Regularly contact the group members

6.4F Volunteer for group positions and participates in committees

6.4G Be a proud member of PPALM

6.4H Maintain good character as a member of PPALM and a citizen of the United States

6.5 Termination/Revocation/Suspension of Membership for Cause

The Board shall have full authority to revoke, suspend or terminate a member's membership immediately and without prior advance notice if, in its sole and exclusive determination, the member has failed to comply with the requirements of Article VI.

## **ARTICLE VII - OFFICERS AND MANAGEMENT**

7.1 PPALM shall be governed by a Board of Directors..

7.2 The Board of Directors shall consist of the following positions:

7.2A President and Chairman of the Board (Elected)

7.2B Vice Chairman of the Board (Elected)

7.2C Executive Director (Appointed)

7.2D Executive Secretary (Appointed)

7.2E VP Finance (Appointed)

7.2F VP Membership Development (Elected)

7.2G VP Mentorship (Elected)

7.2H VP Communications (Elected)

7.2I General Counsel (Appointed)

7.2J VP Information Management (Elected)

7.3 Prior to the conclusion of their terms, the Chairman of the Board shall appoint a Nominating Committee who will have responsibility for developing a list of nominees for the positions open for re-election by the membership.

7.4 The term of office for all elected officers is established as indicated in Article VIII, section 8.1 and section 8.2. In the event an officer is unable to fulfill the term of office, the Chairman of the Board shall be authorized to appoint a successor to complete the remaining portion of the term.

7.5 Any member in good standing pursuant to Article VII is eligible to be nominated for and hold office.

7.6 There shall be no compensation of any kind for directors and officers of the organization

## **ARTICLES VIII - DUTIES AND RESPONSIBILITIES OF ORGANIZATION OFFICERS**

8.1 All officers of PPALM must be members in good standing. Membership in good standing shall mean full compliance with the language and spirit of Article VI.

8.2 President and Chairman of the Board

8.2A The Chairman of the Board of Directors shall be the Chief Executive Officer and shall preside at all meetings of the Board of Directors and committee meetings, be responsible for calling the meetings of the Board of Directors, the Annual Membership Meeting, and other membership meetings, as may be necessary.

He or she shall establish the vision, objectives, and strategy for the organization to enable the continuity and sustainment in the performance, governance, resource, and future of the organization. This includes but is not limited to development of a five-year strategic plan to be reviewed each year prior to the annual meeting, and to be reported to members at the annual meeting.

8.2B Establish Ad Hoc and Standing Committees subject to approval by the Board of Directors.

8.2C Hold special elections with the approval of the Board of Directors.

8.2D Perform or authorize the performance of such other acts as may be necessary for the proper management and/or operation of PPALM, consistent with all applicable state and federal laws. This includes interaction with members, officials of affinity groups, leaders of federal, state, and local organizations, and partners and sponsors.

8.2E With the majority approval of the Board of Directors, waive or suspend, as may be necessary, any requirement of any provision of these By-Laws, as may be necessary for the proper management and/or operation of PPALM, consistent with all applicable state and federal laws.

### 8.3 Vice Chairman

8.3A The Vice Chairman shall perform the duties and functions of the Chairman at the request of the Chairman, or in the Chairman's absence or disability, and such duties and functions as the Chairman and/or the Board of Directors may assign.

He or she shall be responsible for organizing, publication, and distribution of the PPALM strategic plan.

He or she shall act as the principal point of contact for outreach, corporate sponsorship, partnerships with affinity groups and professional associations, chapter development, board member on-boarding; coordination of scheduled activities to include annual general membership meeting and activities, and oversee the performance of Executive Director, Executive Secretary, General Counsel, and Vice Presidents.

### 8.4 Executive Director

8.4A The Executive Director is an appointed member of the Board and shall be the Chief Operating Officer and shall preside at the Annual Membership Meeting. The Executive Director shall preside at the meetings of the Board of Directors during the absence or disability of both the Chairman and Vice Chairman of the Board, shall be in charge of the principal office of this Organization, and shall perform his duties under the direction of the Board of Directors.

8.4B The Executive Director shall be responsible for the operation, general control, and management of the affairs of PPALM subject to the general oversight of the Board.

### 8.5 General Counsel

8.5A The General Counsel shall be selected by duly constituted Board of Directors and shall perform such legal duties as requested by either the Chairman of the Board of Directors, the Board of Directors or the Executive Director. The General Counsel shall be responsible for the legal affairs of the organization. He/she shall comply with all the ethical standards applicable to the jurisdiction in which he/she practices.

#### 8.6 Vice President- Finance

8.6A Vice President- Finance is an appointed member and shall serve as Chairman of the Finance Committee and will review annually the financial status of organization fund, report results of annual financial review to the Board of Directors. He/She shall be responsible for filing all income taxes and annual reports required to be filed by state and federal agencies.

8.6B He or she shall have custody of all Corporation funds; keep full and accurate accounts of all receipts and disbursements of PPALM, an inventory of assets, if any, and a record of the liabilities of; deposit money and other securities in such depositories as may be designated by the Board of Directors; disburse funds of PPALM as ordered by the Chairman or the Board of Directors taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the Chairman or by the Board of Directors.

8.6C He or she shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these By-laws; the Chairman or the Board of Directors. The Board of Directors or Chairman may delegate all or part of the authority and duties of the Vice President- Finance to subordinate officers.

8.6D He or she shall conduct an internal audit of PPALM's financial records and accounts on an annual basis. Where practicable and required by applicable law, he or she shall, with the approval of the Board of Directors, retain an independent reputable audit firm to conduct this audit. A copy of this audit will be kept on file and available for inspection upon request.

#### 8.7 Vice President- Functional Categories

These Vice Presidents shall have the responsibility of representing the function for which he or she was selected, act as liaison for the Organization with their respective groups, and exercise earnest efforts to stimulate interest and encourage membership and participation by their respective groups in affairs, activities, studies, and publications of newsletters.

##### 8.7A Vice President - Communications

This Vice President is an elected position. This VP is responsible for advising the Chairman and the Board on communications issues and opportunities. In this position, the VP oversees broad communications efforts, including regularly updating the Facebook page and preparing the quarterly newsletter, which are the primary and most effective means of communication with PPALM's audience of current and potential members.

This VP also serves as the primary communications point of contact (POC) for events, whether they are PPALM-hosted events or events with PPALM representation. In this capacity, the VP determines the extent of amplification, if any, and leads communication opportunities for PPALM-hosted events, or coordinates with lead hosts with PPALM participation.

The VP of Communications also stands ready to handle issues relating to the press and keeps the Chairman and the board apprised of any news that may have PPALM equity.

#### 8.7B Vice-President - Mentorship

The Vice President for mentoring is an elected position. This VP is responsible for advising the Chairman and the Board on mentoring issues and opportunities. In this position, the VP oversees board mentoring efforts, including developing strategies for training events, mentorship delivery to PPALM members and establishment and dissolution of mentor-protégé relationships.

#### 8.7C Vic-President - Membership

This Vice President is an elected position responsible managing and securing the membership account of PPALM in concert with the VP Information Management and VP Mentoring. This include updating the membership contact information, assist the VP Finance in dues management, and provide reports to the Board on status of PPALM membership.

The Vice President is responsible for developing strategies and programs to recruit new members in concert with VPs Communications and Mentoring.

Assist the VP Mentoring in identifying Mentors and Mentees as required.

#### 8.7D Vice President - Information Management

This Vice President is an elected position that shall provide PPALM with secure information technology, communications, and digital property support; safeguard PPALM members' information and reputations; and advise the Board on technology decisions.

While being more open and accessible, the IM VP will ensure that the reputation, information, and privacy of PPALM members is secured by best practices. Moreover, the IM VP will advise the board on technology decisions in service to the PPALM mission, including being a technology mentor to PPALM's member mentors.

The IM VP shall make every effort to use cybersecurity best practices to ensure that the reputation, information, and privacy of PPALM members are protected. Technical decisions and procurements shall be documented and be provided to the Executive Director as necessary.



The IM VP and shall enforce, review and observe the PPALM Privacy Policy and Terms of Use.

The IM VP shall keep an inventory of all digital properties and their logins. This inventory must be kept up to date at all times and shall be provided to the Executive Director as necessary.

This inventory would include social media accounts like Facebook, Twitter, & LinkedIn as well as business accounts such as Google and GoDaddy (DNS). The inventory shall be stored in the PPALM IM folder at this link:

[https://drive.google.com/open?id=1cyN\\_LoJ65fGtljccm4QVSyaDhkB91LH3T0kBZ1vaTVA](https://drive.google.com/open?id=1cyN_LoJ65fGtljccm4QVSyaDhkB91LH3T0kBZ1vaTVA)

The reason for an inventory is to protect the reputation of the PPALM members and their board, and having the login information allows the IM VP to know what we're responsible for, lock down an account, or request a company to remove an account that may be infringing on our trademark.

In general, the operations done on social media should be done by the Communications VP who would use them to execute a publicity campaign that would include Facebook posts, emails, advertisements, etc.

The IM VP is responsible for the development & maintenance of the PPALM website located at <http://ppalm.org>. The PPALM website is hosted by WildApricot, and a knowledge of web development is a requirement for the PPALM VP so they can either perform the development & maintenance or they can coordinate for those actions.

If there is any personally identifiable information (PII) of members -- for instance the membership directory and email lists -- the IM VP should use standard security practices to protect that information including SSL.

## 8.8 Executive Secretary

8.8A The Executive Secretary is an appointed member and is responsible for maintaining the principal office of PPALM, the Secretary's principal place of business, or such other places as the Board of Directors may require. The Executive Secretary shall be the custodian of records of all books, papers and documents to include a book of minutes of all meetings of directors and members and all corporate records required by law to be kept including those documents required by the IRS to be made available for public inspection.

8.8B The Executive Secretary shall give the notices of the special meetings of the voting members as provided in these By-laws.

8.8C The Executive Secretary shall take the minutes of all meetings of PPALM and submit to the Chairman, Vice Chairman and General Counsel for review and revision. After said

review and revision, the Executive Secretary shall email or mail the minutes to the Board of Directors for final approval.

8.8D The Executive Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or the By-laws.

#### 8.9 Executive Committee

The Executive Committee shall be a standing committee composed of the Chair, the Vice Chair, the Executive Director, General Counsel and the Executive Secretary of PPALM. The Executive Committee shall be empowered to act on matters requiring immediate attention that arise between regularly scheduled board meetings.

#### 8.10 Resignation and Removal

8.10A Voluntary Resignation: The resignation of any officer shall be tendered in writing to the Chairman of the Board of Directors.

8.10B Termination for Cause: Any officer may be removed during their term by majority vote of the Board of Directors whenever, in the judgment of the Board, removal would serve the best interest of the Organization. Such removal shall terminate all authority of the officer.

### **ARTICLE IX - ELECTION PROCESS**

9.1 All Board of Directors positions identified in Article 8.2 with the exception of Vice President Finance, Executive Director, Executive Secretary and General Counsel shall be elected by the membership. The elected officers shall hold offices for a (3) year term or until their successors are elected.

9.2 The newly elected board members shall assume office within with sixty (60) calendar days following the election.

9.3 Following the first election of officers pursuant to paragraph 8.1, and only subsequent to this first election, one third of the Board of Directors shall be up for re-election each third year to a three (3) year term until all the officers are elected. The order of the officers facing re-election pursuant to this section will be determined by the Board of Directors.

9.4 A notification identifying and soliciting nominations for positions open for re-election will be posted sixty (60) calendar days prior to the General Election. Nominations will be submitted as identified in the announcement to the general membership. At a minimum, all nominations will identify the position of interest and include a short biography.

9.5 Acceptance of nominations will closed (30) calendar days prior to the announced election date, after which the nominations will be forwarded to the Nomination Committee for review and development of a proposed slate to the Board of Directors.

9.6 A recommended slate of nominees for each position up for re-election will be posted to the general membership seven (7) calendar days prior to the General Election. Biographies of the nominees will also be available to the membership.

## **ARTICLE X - NOMINATING COMMITTEE**

10.1 Ninety (90) days before the general election, the Chairman shall appoint a Nominating Committee composed of not less than five (5) but no more than seven (7) members. All nominating committee members shall be PPALM members in good standing, with no more than three (3) committee members currently on the Board of Directors. The notice of the appointments shall be circulated to the Board of Directors and general membership.

10.2 The notice of appointment shall provide a listing of all nominees collected for the upcoming open Board of Director positions with guidance from the Chairman on the committee's responsibilities and criteria to be considered when vetting the submissions. All recommendations of nominees for the offices to be filled shall be submitted to the Nominating Committee, to include proposals for an individual to be elected for an additional consecutive term. The Nominating Committee shall have authority to nominate such person(s) for reelection.

10.3 The Nominating Committee's recommended list of nominees shall be binding, final and non-appealable; and shall be circulated to all elected officers and the membership in accordance with paragraph 9.6.

## **ARTICLE XI - VOTING**

11.1 Quorum: A majority of all active members present shall constitute a quorum at all membership meetings, regular, annual or special. For Board meetings, a majority of the current Directors present or by proxy shall constitute a quorum. For administrative reasons, only the members of the Board of Directors shall be allowed to vote by proxy,

11.1A The departure of any member of the general membership or any member of the Board of Directors after a quorum is established for the meeting, as determined by the Chairman, Board of Directors or other presiding officer, shall not defeat the quorum or any action taken by the members at the meeting after such departure. The Chairman may adjourn the meeting to a fixed time and place with no further notice of any adjourned meeting being required if there is no quorum.

11.2 Each member of the Board of Directors shall be entitled to cast one vote with respect to each matter-submitted to the Board for action or approval. Board Members shall have no right to cumulate their votes. Board of Directors unable to attend a scheduled meeting of the Board may

select a proxy from the members of the Board who are in attendance. The proxy must be filed with the Executive Director prior to the scheduled meeting.

11.3 Except for amendments to the Articles of Incorporation or these By-laws, all members in good standing pursuant to Article VII are entitled to vote on matters chosen by the Board of Directors at regular, annual or special meetings, and each general member shall be entitled to cast one vote with respect to each matter submitted for a vote. General members are not allowed to vote by proxy. The Board of Directors shall have exclusive authority to vote on amendments or changes to the Articles of Incorporation and By-laws.

11.4 Matters voted upon by the general membership or by the Board of Directors shall be considered to have passed if they received majority vote.

11.5 For all Board meetings, participation, including voting, by Board members via phone or other commonly used electronic or digital media may be allowed with prior approval by the Chairman. The requirements of this Section relating to participation and voting by proxy shall apply.

## **ARTICLE XII - VACANCIES**

12.1 Any vacancies on the PPALM's Board of Directors shall be filled for the remaining term by appointment made by the Chairman of the Board with consent from the remaining members of the Board.

12.2 The Board shall have the authority to make interim, temporary board appointments to temporarily replace a board member during his/her incapacitation or temporary absence from office.

12.2A A temporary appointee shall serve until the permanent board member returns to office, at which point the temporary appointment automatically terminates;

12.2B Upon conclusion of temporary appointee's service, the Board may, at its sole discretion, nominate him/her to be on the Board Emeriti;

12.2C There shall be no compensation of any kind for the temporary appointee;

## **ARTICLE XIII – EXECUTIVE ADVISORY COUNCIL AND BOARD EMERITUS**

13.1 The Board of Directors shall have, at its sole discretion, the authority to appoint or establish an Executive Advisory Council and a Board Emeritus, and such other groups or committees as it may deem appropriate, to further the goals and mission of PPALM.

13.1A Executive Advisory Council

- i. The Executive Advisory Council (EAC) is an active group of distinguished men and women assisting the Board of Directors in a range of activities that help advance PPALM's objectives, including public relations, government relations, and fundraising. Members of the Executive Advisory Council serve as ambassadors, informing their communities and the public-at-large about PPALM. The Executive Advisory Council is an important support group for PPALM. It is a channel for the involvement and networking of distinguished citizens and leaders who are interested in furthering PPALM's mission and providing assistance in the areas of planning, promotion, and resource development.
- ii. The Advisory Council has no minimum or maximum number of members. Each member serves two-year terms, subject to renewal. Membership is by nomination, subject to approval by the Board of Directors. Nomination, selection and approval may be made at any time during the year.
- iii. Members serve at pleasure of Board of Directors. They have no formal authority to govern PPALM. Rather, the Council serves to provide guidance, make recommendations and/or provide key information and materials to the Board. The Council reports to the Board of Directors and serves at the pleasure of the Board of Directors. The Executive Advisory Council may formally meet independently of the Board of Directors, at their discretion, but shall provide a report of the meeting to the Board of Directors.
- iv. Minimum Qualifications: (i) member shall have distinguished himself/herself in his/her chosen profession; (ii) has superb moral character; (iii) has demonstrated dedication to the mission and objectives of PPALM.
- v. Members of the EAC are not compensated.
- vi. The Executive Advisory Council shall have a Chairman.
- vii. Honorary Members are exempt from paying membership fees.

#### 13.1B Board Emeriti

- i. Emeritus designation is reserved for past board members (permanent and interim). The goal is to keep important and passionate people involved with the organization; move board members (permanent and interim) from the active board to a position where they can continue to contribute to the organization based on their past experiences and expertise.
- ii. The Board Emeriti has no minimum or maximum number of members. Each member serves two-year terms, subject to renewal. Membership is by nomination, subject to approval by the Board of Directors. Nomination, selection and approval may be made at any time during the year.
- iii. Members serve at pleasure of Board of Directors. They have no formal authority to govern PPALM. Rather, the Board Emeriti serves to provide guidance, make recommendations and/or provide key information and materials to the Board. The Council reports to the Board of Directors and serves at the pleasure of the Board of Directors. The Board Emeriti may formally meet independently of the Board of Directors, at their discretion, but shall provide a report of the meeting to the Board of Directors.

- iv. Minimum Qualifications: (i) member shall have served PPALM successfully as a permanent or interim board member; (ii) member shall have distinguished himself/herself in his/her chosen profession; (iii) has superb moral character; (iv) has demonstrated dedication to the mission and objectives of PPALM.
- v. Members of the Board Emeriti receive no compensation of any kind.
- vi. Members of the Board Emeriti may be appointed to the Executive Advisory Council, but, they may not serve on both the Board Emeriti and the Executive Advisory Council concurrently.
- vii. No past permanent or interim PPALM board member is entitled to an automatic appointment to the Board Emeriti. Appointment to the Board Emeriti is discretionary and subject to Board of Directors' approval.

#### **ARTICLE XIV - OPERATING YEAR AND MEETING**

14.1 The operating year for the organization is established as the twelve (12) month period commencing on 1 January and ending on 31 December of each calendar year.

14.2 The Board of Directors shall meet a minimum of three times annually at the call of the Chairman with a minimum of thirty (30) calendar day notice.

14.3 Chapters or interest groups are encouraged to meet monthly.

14.4 For purposes of quorum, a majority of the Directors shall constitute a quorum. Participation by phone or any commonly used electronic or digital means is counted for quorum purposes.

14.5 The Chairman shall have full authority to permit Directors to participate and vote by phone or other commonly used electronic or digital media, when necessary.

#### **ARTICLE XV - INTELLECTUAL PROPERTY**

15.1 All intellectual property (including the registered trademark), guidelines, know-how, <http://www.ppalm.net>, its contents, and any other tangible and intangible assets developed by or licensed to PPALM, whether developed by members of PPALM alone or with assistance of its members or consultants shall become the sole property of PPALM, unless otherwise determined pursuant to such rules as the Board of Directors may adopt from time to time.

#### **ARTICLE XVI - CENTRALLY DIRECTED PROGRAMS**

16.1 The respective VP will be responsible for the following programs. Chapter participation will be coordinated by the appropriate VP for these programs.

16.1A Mentorship, ROTC and Service Academy Program

16.1B Membership Management

16.1C Outreach

16.1D Communications

16.1E Information Management

## **ARTICLE XVII - PUBLICATIONS**

17.1 This organization may publish such journals, bulletins, pamphlets or papers in such form and for such distribution as may be considered appropriate consistent with applicable law.

## **ARTICLE XVIII - AMENDMENTS**

18.1 The Board of Directors of PPALM shall adopt initial By-laws for PPALM.

18.2 PPALM's board of directors may amend or repeal the Article of Incorporation or these Bylaws by a majority vote of the current Board of Directors present at any meeting, provided quorum is present and a copy of the proposed amendment(s) are provided to each Board member seven (7) calendar days prior to the meeting electronically via email or manually through U.S. Postal Service.

18.3 The members of PPALM shall not limit the authority of the Board of Directors to amend or repeal any condition or procedure set forth in or to add any procedure or condition to Article of Incorporation or these By-laws.

## **ARTICLE XIX - INDEMNIFICATION**

19.1 The organization shall, to the extent permissible, indemnify each person who may serve or who has served at any time as an officer, director or employee of the organization against all expenses and liabilities, including without limitation, counsel fees, judgment fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interest of the organization; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

19.2 The indemnification hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

19.3 No amendment or repeal of this article which adversely affects the right of an indemnified person under this article shall apply to such person with respect to those acts or omissions which

occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

19.4 This article constitutes a contract between the organization and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this article which adversely affects the right of an indemnified officer, director or employees under this article shall apply to such officer, director or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## **ARTICLE XX- PARLIAMENTARY AUTHORITY**

20.1 The rules contained in the current edition of Robert's Rules of Order Newly Revised (RONR) shall govern meetings where they are not in conflict with the By-Laws, rules of order, or other rules of this organization.

## **ARTICLE XXI - CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

21.1 Contracts: The Board of Directors may authorize any officer or officers, agent, or agents of PPALM in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of PPALM and such authority may be general or confined to specific instances.

21.2 Checks: All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the PPALM shall be signed by such officer or officers, agent, or agents of the PPALM and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Executive Secretary or an Executive Director and countersigned by the Chair or Vice Chair of PPALM.

21.3 Deposits: All funds of PPALM shall be deposited from time to time to the credit of the PPALM in such banks, trust companies, or other depositories as the Board of Directors may select.

21.4 Funds. The Board of Directors may accept on behalf of PPALM any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the PPALM.

21.5 Conflict of Interest. Members of the Board shall abide by the organization's Conflict of Interest Policy.

## **ARTICLE XXII - DISTRIBUTION AND DISSOLUTION**

22.1 No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or



otherwise attempting to influence legislation, and the organization shall not participate in, or intervene (including the publishing or distribution of statement) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by any organization, contributions to which are deductible under section 170(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

22.2 The Board of Directors or remaining members shall designate an Administrator who shall be responsible for the proper disposition of records and assets.

22.3 Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, as said Court shall determine which are organized and operated exclusively for such purposes.