

ARTICLE I -NAME

The Persian American Medical Association here after called (PAMA) is established for charitable and educational purposes, operating within the guidelines of section 501(c)(3) of the Internal Revenue Code. It is governed by two bodies: the Board of Directors, responsible for executive functions, and the Board of Trustees, overseeing legislative matters.

ARTICLE II– OBJECTIVES

- 1) The PAMA is organized for scientific, educational, humanitarian, charitable, and cultural purposes. The objectives of the PAMA are as follows:
 - a) To bring together individuals and organizations of Physicians, Dentists, Pharmacists, Nurses, Allied health, and other biomedical scientists of Iranian origin under one umbrella organization². To assist physicians, dentists, pharmacists, Nurses, Allied health and other biomedical scientists or students, residents, and fellows of these professions obtain scientific training in a reputable school.
 - b) To conduct seminars and other educational activities informing members of the latest scientific developments in the field of medicine and related subjects.
 - c) To foster and support humanitarian assistance to the people of Iran and other countries during natural disaster, in coordination with local non-governmental humanitarian disaster relief organizations.
 - d) To contribute to organizations that qualify as tax exempt organization under section 501.c. 3 of the internal revenue code of 1986 as amended (the “code”), or the corresponding provision of any succeeding section or future United States Internal Revenue Code Section.
 - e) To furnish mutual understanding and cooperation between the PAMA and other medical societies.
 - f) To create and maintain a directory of PAMA members.
 - g) To provide other member services as needed within the provision of the Code that governs PAMA’s tax-exempt status.

ARTICLE III- ORGANIZATION

- A. **Vision:** guided by the belief that all human beings should be treated equally and have access to basic healthcare and public health.
- B. **Mission:** We believe that through scientific, educational, cultural, and humanitarian programs, we can provide a platform for Iranian medical professionals to advocate for healthcare, and human rights for all.
- C. **Organizational Values:** PAMA is a nonprofit, 501(c)(3) tax-exempt, scientific, educational, cultural, secular, non-political, non-racial, gender-neutral, humanitarian organization sustained by volunteers.
- D. **Purpose and Identity:** It was formed to unite physicians, dentists, and medical scientists of Iranian origin, fostering scientific, educational, cultural, and charitable interactions among members and Iran.
- E. **Intellectual Property:** PAMA's property, including personal and membership information, data, trademark, and tradename, cannot be disclosed or used without PAMA's consent. The trademark "PAMA" is exclusive to the association and should not be violated by any deceptive or unfair means.

Mass Communication Policy:

All mass communications from PAMA undergo a thorough review and require authorization from the PAMA office. If the Board of Directors determines that a communication does not comply with standards, it may result in revocation of privileges, suspension of membership, or termination of candidacy.

ARTICLE IV– ASSOCIATION CONSTITUTION AND MANAGEMENT

Components of the association Body

The corporate Body of the PAMA holds significant authority within the organization, consisting of all General Body, the Board of Directors, and the Board of Trustees.

ARTICLE V- General Body

- A. **Composition:** The General Body consists of all voting members of PAMA.

B. Meeting Frequency and Notice:

- i. Meetings are held during the Annual Convention, and notice is posted on the PAMA website. Members receive email notifications at least four weeks prior to each General Body meeting. It is the responsibility of members to ensure their email information is up to date with PAMA's secretary.
- ii. **Open Meetings:** General Body meetings are open to all voting members.
- iii. **Quorum Requirement:** Forty percent (40%) of registered voting members at the Annual Convention constitute a quorum for the General Body meeting.

C. Quorum Establishment and Procedures:

- i. If a quorum is not present, the President can decide on adjourning, or arranging for an email-in ballot to decide specific urgent issues.
- ii. In case of immediate matters, the Board of Directors may authorize a mail-in ballot for voting members, decided similarly by a simple majority.

D. Announcement and Agenda:

- i. The date and venue of the General Body meeting must be announced by the Board of Directors at least 8 weeks (about 2 months) in advance.
- ii. Members wishing to introduce new business must submit it in writing to the Secretary at least 6 weeks (about 1 and a half months) before the meeting for inclusion on the agenda.

E. Reports and Agenda Publication: Complete reports and the agenda of the General Body meeting are made available electronically to members and posted on the PAMA website within 4 weeks after the meeting.

F. Order of Business: Action items on the agenda are discussed and voted upon before reports of the Board of Directors, including the President's report.

G. Proxy Voting Prohibition: Proxy voting is not permitted during General Body meetings.

ARTICLE VI- BOARD OF DIRECTORS / OFFICERS

The day-to-day operations of the Association are managed by the Board of Directors, unless specified in the By-Laws. The Board of Directors is the main deliberative body of the PAMA for policy creation and acts on behalf of the General Body. It shall also provide leadership and execute policies as approved by the Board of Directors, Board of Trustees, and the General Body. The Board consist of President, Vice President, Treasurer, Secretary, past president, two Members at Large. These officers, elected nationwide from active members, serve a standard two-year term, extendable by two more years upon unanimous agreement by the Board of Directors.

The Board of Directors holds executive authority for the Association and makes decisions through a simple majority vote.

DUTIES OF THE OFFICERS

1- President

The roles and responsibilities of the President in PAMA (Presidents of Persian American Medical Associations) are defined as follows:

- a. The President serves as the Chief Executive Officer and fulfills duties assigned by the Board of Directors, as deemed necessary or useful.
- b. president oversees all PAMA meetings, including those of the Executive Committee and General Body, as well as educational events.
- c. Make necessary appointments in accordance with the Bylaws and officers of the Board of Directors.
- d. Appoints a General Counsel, if needed, with the consent of the Board of Directors, and determines their compensation. Additionally, president may appoint other professional advisors as required.
- e. Authorized to execute official documents, contracts, or instruments with proper officers as authorized by the Board. Copies of all such documents must be available from the PAMA'S archive. within two weeks of execution.
- f. Holds the authority to discontinue ad hoc committees in consultation with the Executive Committee once their purpose is fulfilled or no longer desirable.
- g. Shares joint responsibility with members of the group. Any disagreements in executing PAMA policies are resolved by majority vote, which becomes

binding. The President must validate the decision within two weeks; failure to do so allows the Executive Committee's majority decision to prevail.

- h. Ensures a smooth transition of office duties and communications from the outgoing President to the incoming President within two weeks of "gavel transfer."
- i. Allocates profits from annual conventions: the first \$30,000 to 'PAMA account for occurring expanses,' and the remainder to a separate trust account.
- j. Bears responsibility for organizing the annual convention.

2- Vice President

- a. The Vice President shall assist the President, Treasurer and Secretary as needed at the direction of the President. The Vice President shall automatically succeed to the office of President upon completion of term of president.

3- Secretary

The Secretary shall:

- a. Prepare & maintain the minutes for all the Meetings
- b. Issue an agenda of all regular and special meetings after consultation with the Board of Directors; Keep a copy of all official correspondence from and to PAMA, including newsletters and program brochures for the activities from PAMA and reports submitted by the Committee's Chairpersons.
- c. Keep an attendance record of all the meetings of PAMA.
- d. Be custodian of the Articles of incorporation, Bylaws, and amendments thereto;
- e. Notify committee members of their appointment and their assigned duties.
- f. Ensure that all required books, reports, statements, certificates, and other documents and records are filed and kept, filed, in compliance with applicable laws and regulations.
- g. Execute the responsibilities and yield additional authority as delegated by the Board of Directors in a corresponding capacity.
- h. Be responsible for transferring all the records of PAMA, within 30 days (about 4 and a half weeks) after the Annual Meeting, to the incoming Secretary.

- i. From time to time, the Secretary shall call the Board of Directors Meeting at the majority consensus of the Board of Directors.

4- Treasurer

Unless otherwise directed by the Board of Director, the Treasurer will be the sole fiscal officer and the only authorized person empowered to have custody of the financial accounts of the PAMA, subject to audit powers of the Board of Trustees, the Executive Committee, the Board of Directors, and any outside auditors PAMA may select.

The Treasurer shall:

- a. Responsible for issuing notices and collecting all dues, depositing them in banks or trust companies designated by the Board of Directors. Additionally, overseeing all PAMA accounts. He or she will be overseeing all the accounts of the PAMA.
- b. Have custody of all accounts, receipts and disbursements including the MSRF (Medical students, Residents, Fellows) and Convention Accounts. All Accounts shall be maintained at the PAMA's archive, which shall be accessed at all reasonable times for inspection by the Board of Directors.
- c. Submit a financial report regarding all operations of PAMA including convention account and all the funds collected at its annual meeting and at regularly held Board of Directors meetings.
- d. Be responsible for directly depositing membership dues/ donation checks.
- e. Transfer all responsibilities to the succeeding Treasurer within 30 days (approximately 4 and a half weeks) of assuming office. Additionally, ensure that all income tax returns for the relevant year are filed with the Internal Revenue Service.
- f. The treasurer, however, will not make independent decisions regarding income sources and expenses.
- g. If the Treasurer finds inaccuracies, the Treasurer should report this to the President immediately and seek the President's direction. In the event of a disagreement between the above two Officers, the final decision will be with the President, who in turn will validate his decision with the Board of Directors within ten working days.
- h. Is responsible for the financial record keeping.
- i. Signs the contracts and checks

- j. prepares semi-annual financial reports to be published in publications and on a website.
- k. files with the IRS the completed Form 990 and any other forms that may be required by law.
- l. reports the financial status to the Board of Directors semiannually and annually to all members.
- m. Any financial transaction more than \$2,000 shall mandatorily require the signature of the President and the Treasurer.

5- Past President Upon completion of his or her term as President, the immediate past president shall become the Chair of the Nominating Committee and shall serve in such position for two (2) year.

ARTICLE VII- Board of Trustee

The Board of Trustees plays a pivotal role in the governance and management of the organization, ensuring its stability and well-being. Here are the key aspects related to the Board of Trustees:

A. Qualifications for Board of Trustees Members: Candidates for the Board of Trustees must meet specific criteria, including being active members of PAMA for at least five consecutive years and having served for two years on the Board of Directors. These criteria ensure that trustees have a solid understanding of the organization's workings and a substantial history of involvement.

B. Responsibilities of the Board of Trustees:

- i. **Advisory Role:** They advise PAMA concerning its fiscal health and operational aspects.
- ii. **Mediation:** The board acts as a mediator in resolving disputes among various office holders and committees within the organization. Their decisions in these matters are final and binding, serving to resolve conflicts effectively.
- iii. The Board of Trustees oversees any endowment funds created by PAMA, acts as internal auditors, and holds responsibility for long-range planning.

C. Composition of the Board of Trustees:

Board of Trustee consist of Three voting members and two non-voting members

1- Voting Members: Three Trustees are elected from the active members.

- i. Three Trustee are elected every two years.
- ii. Each Trustee cannot serve for more than two consecutive terms, totaling four years.
- iii. Candidates for the Board of Trustees must meet specific criteria, including being active members of PAMA for at least five consecutive years and having served for two years on the Board of Directors.

2- Non-Voting Members: The Immediate past chair of the Board of Trustee and immediate past chair of MSRF serve as non-voting members on the Board of Trustee for one year.

D. Leadership Selection:

The Chair and Chair Elect of the Board of Trustee are elected from the Board of Trustees. The Chair-Elect is chosen from among the second-year Trustees at the annual meeting and assumes the Chairmanship at the following annual meeting.

E. Chair's Role as a Voting Member: The Chair of the Board of Trustees holds a voting position within the Board of Directors, consolidating their influence and decision-making power within the organization.

G. Meeting Frequency and Protocol:

- i. **Meeting Frequency:** The Board of Trustees must convene at least eight times per year through conference calls. Among these meetings, one must occur during the Annual Convention, constituting the Annual meeting of the Board of Trustees.
- ii. **Advance Notice and Procedures:** For meetings not held during the Annual Convention, a minimum of seven days' advance written notice via email is required. This notice, signed by the Chair or Chair-Elect, should detail the meeting's place, date, and time.

ARTICLE VIII- MEMBERSHIP:

- A. **Active Members:** This category includes physicians or dentists with unrestricted licenses to practice in the USA and Canada, including retired

practitioners and those in residency programs. Additionally, fellows, residents, and students in medical, dental, pharmacy, nursing, allied health, and biomedical science programs can become active members. Also, professionals of Iranian heritage licensed in Iran or other countries can join, following the Bylaws and approval by the Board of Directors. Active members are required to pay dues by January 31st of each year.

- B. **Medical Students, Residents, and Fellows (MSRF):** Those enrolled in approved training programs in the USA and Canada can join the PAMA through the Medical Student/Resident section. Their participation is guided by the Bylaws specific to this section, adhering to the broader principles of PAMA as approved by the Board of Directors.
- C. **Distinguished Individuals (Honorary Members):** Individuals with extensive non-profit organization experience interested in supporting PAMA can be nominated by active members as honorary members. They don't have voting rights but offer support.
- D. **Sponsor Members:** Industrial partners sponsoring PAMA programs and activities may become sponsor members, abiding by criteria set by the Board of Directors. They don't have voting rights or hold elected office but can serve on committees for their professional expertise and receive benefits from PAMA.
- E. **Alliance Members:** Significant others of active members provide support for physician-related issues, publications, and resources but don't have voting rights or committee roles.
- F. **Other Members:** The Board of Directors has the authority to create additional special categories of membership as needed.

ARTICLE VIII- MEMBERSHIP DUES

Annual dues will be set by the Board of Directors and approved by the Executive Board of Trustees. The specific amount will be determined at intervals deemed necessary by the Board of Directors/ Board of Trustees. Payments are required to be paid by January 31st each year. If dues are not received by the end of May, membership will be forfeited.

- A. **Active Members:** Active members are required to submit their dues to the Treasurer of the Board of Directors by January 31st each year. If dues are not received by the end of May, membership will be forfeited.
- B. **Retired active members** pay half the dues of active members.
- C. **Student, Honorary and Alliance Members:** These members are exempt from paying dues. (students have no right to vote)
- D. **Residents and Fellows** will be assessed nominal dues as approved by the Board of Directors with voting rights.

The process includes reminders to members regarding outstanding dues: the Secretary will notify members whose dues are unpaid by March, followed by a second and final letter by the end of April. If dues are not received by the end of May, membership will be forfeited.

ARTICLE X - ELECTION:

A. Nominating committee

- i. **Nomination of the Chairperson:** The past President automatically becomes the chair of nominating Committee. If past president for any reason cannot act as the chair, president will elect a chairperson. This nominee must not be running for office within the association and should be approved by a majority vote of the Board. The chosen Chairperson should be an active member of the association for at least two consecutive years and be in good standing. Once appointed, the Chairperson will select four active members in good standing,

B. Nominating committee responsibilities:

1) Call for Nominations:

- i. Nominations for open positions on the Executive Committee and Board of Trustees are invited from the voting members.
- ii. Members can make nominations, and nominations must be seconded by another member.
- iii. Candidates must submit a written statement of acceptance, a signed disclosure form, and agree to specific terms, including binding arbitration of election disputes.

iv. Nomination deadline is 4 pm CST on January 31

2) Evaluating Candidates: Once nominations are received, the committee evaluates the qualifications and suitability of each candidate. This may involve reviewing resumes or/ conducting interviews.

3) Announcement of the Slate of Candidates:

- i. The Nomination Committee sends the slate of nominees to the President and officers by February 7th.
- I. Candidates may withdraw by writing to the Chair of the Nomination Committee on or before February 15th.
- ii. The final slate is sent to the President by 4.00 pm February 15th
- iii. The President sends the slate to the general membership February 16th.

C. Election Process

- i. **Chief Election Officer:** The Immediate Past Chair of the Board of Trustees serves as the Chief Election Officer by default unless the Board of Directors decides otherwise. This individual is responsible for overseeing the election process.
- ii. **Voting:** Each member has one vote for each vacant office. This means that for each position that needs to be filled, each member can cast one vote.
- iii. **Selection of Candidates:** In the Board of Trustees election, voters must select three candidates. If fewer candidates are chosen, the ballot is disqualified.
- iv. **Method of Voting:** Elections can be conducted either by postal mail or electronic ballot, providing flexibility for members to cast their votes.
- v. **Timeline:** Ballots are mailed on or before March 7th. The results of the election must be communicated by the second Saturday of April. This timeline provides a clear schedule for the election process.
- vi. **Tiebreaker:** The Chief Election Officer's vote only counts in the event of a tie. This ensures that there is a mechanism in place to resolve tied elections.
- vii. **Conflict of Interest:** Office bearers who have a conflict of interest, such as a spouse, parent, or child running for election, must recuse themselves during the election period. This rule helps maintain the integrity and fairness of the election process by preventing potential bias or undue influence.

D. Recount of Election Ballots:

- I. A candidate contesting the ballot count may request a recount within 5 working days after the election results are announced.
- II. Only one recount per position is permitted.

- III. Recount results are announced by the last working day of April and are binding on all parties.

E. Election Timeline: the Vice President is elected one year before the end of the Board of Directors' term. Remaining officers are elected in the subsequent year. Additionally, it's specified that all officers must be residents of the United States.

ARTICLE XI- RESIGNATION AND OR DISMISSAL OF A BOARD MEMBER:

- A. **Resignation:** A board member can resign at their discretion, but they must provide a one-month notice to inform both Boards, Directors, and Trustees of their decision.
- B. **Dismissal Criteria:**
- C. **Loss of Professional License:** If a member loses their license necessary for their respective field.
 - i. **Conviction of Crimes:** Being convicted of any crime.
 - ii. **Absenteeism:** Failing to attend three consecutive board meetings without valid excuses.
- D. **Inappropriate Actions:** Engaging in actions that go against the association's functions, integrity, bylaws, or social standing.
- E. **Self-Interest Promotion:** Using the board position for personal interests.
- F. **Complaint Procedure:** Upon receiving a complaint against a board member, an investigation is initiated. If found guilty, the member is notified via certified mail and given a two-week window to appeal.
- G. **Decision Enforcement:** The ultimate decision of the Executive Board of Trustees regarding dismissal is binding and enforced by both the Executive Board of Trustees and the Board of Directors.

ARTICLE XII CONFLICT OF INTEREST

- a. Under no circumstances should a member use their position in PAMA for personal gain or to prioritize the welfare of other institutions they are affiliated with. If such a conflict arises, the members must abstain from discussing and voting on related proposals. Failure to comply may be considered a breach of responsibility, resulting in resignation or removal.
- b. Members must not hold executive positions at institutions whose aims and bylaws conflict with those of PAMA. Violation of this rule leads to disqualification from the Board, and the individual must resign or be removed

after evaluation by the Board of Directors and referral to the Executive Board of Trustees.

These guidelines aim to maintain transparency, prevent conflicts of interest, and ensure alignment with PAMA mission and values.

ARTICLE XIII- REPLACING THE vacancy

In the event of a vacancy of the President's position:

- A. The Vice President assumes the role of President.
- B. For the vacant Vice President's position:
 - I. If the vacancy arises in the Secretary position, the Board, with the approval of the Executive Board of Trustees, can appoint one of the members of the board of directors to serve for the remainder of the term.
 - II. If the vacancy arises from any other board member, the Board of Directors, with the approval of the Executive Board of Trustees, can appoint any other board member to fill the position for the remaining term.

ARTICLE XIII - MEETINGS

- A. **The Board of Directors** shall have at least one meeting a month with a quorum of 40%. All the matters of interest shall be discussed, and appropriate notes should be taken by the Secretary, which shall be presented at the following Board Meeting for approval. The minutes of the Board of Directors shall be sent by any means to the members of the Executive Board of Trustees.
- B. **ANNUAL GENERAL MEETING:**
 - i. PAMA should have an annual General Meeting.
 - ii. The quorum in General Meetings for any action governed by these By-Laws shall be the physical and/or proxy presence of 40% of the active members of the Association. Any decision approved by 51% of the active members or proxies shall be adopted?
 - iii. President of the Board of Directors or his /her Designate Leads the meeting and ensures smooth coordination.

- iv. President and Member Designate of the Local Chapter Represents the local chapter and contributes to the meeting's management.
- v. Chairperson of the Board of Trustees Oversees the overall governance and strategic direction.
- vi. Members are notified 6 to 12 months before the scheduled meeting.
- vii. Notification is facilitated through the Association's website or other available means by the Board of Directors Secretary.
- viii. President Presents a comprehensive report on the activities of PAMA, highlighting achievements and challenges.
- ix. Treasurer Offers a detailed financial report, providing transparency on the organization's financial health.
- x. Secretaries of the Board Share insights into the annual activities of PAMA, emphasizing key accomplishments and ongoing initiatives.
- xi. Chapter and Sections Presidents or Designee Provide chapter-specific reports, including local achievements and upcoming plans.
- xii. Committee Chairs or Designee Update attendees on the activities of various committees, ensuring alignment with organizational goals.
- xiii. Chairperson of the Board of Trustees or Designee Reports on the overall activities of the Board of Trustees and its Committees, emphasizing strategic decisions
- xiv.** The quorum in General Meetings for any action governed by these By-Laws shall be the physical and/or proxy presence of 51% of the active members of the Association. Any decision approved by 51% of the active members or proxies shall be adopted.
- xv.** The Association shall have at least one Continuous Medical Education (CME) and Continuous Dental Education (CDE) conference per year, preferably at the time of the Annual Membership Meeting.
- xvi. All members of the Board of the Association shall serve the Association without any compensation except any approved expenses undertaken by a Board member on behalf of the Association shall be reimbursed on submission of the official receipts.

C. Chapters and Sections can have their annual meetings combined with PAMA central, if possible, or can decide on a different time and place according to their needs.

D. Special Meeting: Special meetings may be called by the President, and must be called upon the request of most of the Board of Directors, provided that in each instance notice be given to all Directors, as set forth herein

E. FEES AND COMPENSATION

All members of the Board of the Association shall serve the Association without any compensation except any approved expenses undertaken by a Board member on behalf of the Association shall be reimbursed up on submission of the official receipts

ARTICLE XV - STANDING COMMITTEES

In general, committees should be set up in a specific manner, except in unusual circumstances where changes could be made at the discretion of the Board of Directors and approval of the Executive Board of Trustees. The Chairperson of all the Committees shall be approved by the President of the Board of Directors and the Secretary of the Board shall notify the individual of the appointment. The term of the Chairperson and the committee members for each committee will be two (2) years, unless otherwise mentioned in the By-Laws. All committees should be in close contact and cooperation with similar committees in the state chapters and sections of PAMA. Committees will be formed on this basis as the occasion arises. A majority of the members of any committee shall constitute a quorum for any meeting of each respective committee. Each committee shall submit the minutes of its meeting to the Secretary within ten (10) days after the meeting.

The following committees must begin their work immediately after each election.

1- MEMBERSHIP COMMITTEE

A. Committee Structure, consist of at least three members.

- i. The Vice President shall serve as the Chair of the Membership Committee.

B. Committee function: The Committee is responsible for assisting the Secretary in maintaining and updating the membership roster and to recruit new member organizations and members to the PAMA.

2- ANNUAL MEETING COMMITTEE

A. Committee Structure, this committee consist of PAMA president as a chair, and scientific committee chair, IT committee chair, communication committee chair, and all BOD members.

B. Annual Meeting Details:

1. **Timing:** The annual meeting of the Association is being held at the Annual Convention of PAMA.
2. **Agenda Items:**
 - i. **Financial Report:** The Treasurer is responsible for presenting the financial report during the annual meeting.
 - ii. **Annual Report:** The Chair of the Association presents the annual report at the meeting.
 - iii. **New Projects:** Action is taken on any new projects proposed or discussed during the meeting.

3- SCIENTIFIC COMMITTEE /PUBLIC EDUCATION COMMITTEE:

Chair Appointment: The President, with the approval of the Board of Directors during the Annual Convention, appoints the Chair of the Continuing Medical Education Committee

A. Committee Structure: The Continuing Medical Education Committee is composed of at least three (3) members.

B. Committee Function:

- i. **Program Development:** The Committee is responsible for developing and planning continuing medical education programs.

- ii. **CME Credits:** These programs should offer Continuing Medical Education (CME) credits and may take place within or outside the United States.
- iii. **Educational Opportunities:** The goal is to provide opportunities for medical education, enhancing the knowledge of PAMA members and other health professionals.

4- BYLAW COMMITTEE

- A. **Committee structure:** Bylaws Committee consists of at least five (5) members. The Vice President serves as the Chair of the Articles of Incorporation and Bylaws Committee.
- B. **Committee Function:**
 - i. **Bylaws Changes:** The primary function of the committee is to handle changes to the organization's Bylaws.
 - ii. **Interval for Changes:** Changes to the Bylaws are to be made at intervals of every three years or longer. However, certain circumstances may warrant changes if there is a direct financial loss of more than \$20,000 each year.

5- FUNDRAISING COMMITTEE:

a. Committee structure

- i. The Committee consists of 5 members: vice president acts as chair, Communication/IT chair, Treasurer, two volunteer members and one of each state if applicable
- ii. The Chairperson of this Committee will be either the Vice President of the Association or a distinguished honorary member. Alternatively, the Vice President may appoint a designee to serve as the Chairperson

6- NOMINATING COMMITTEE

- a. **Committee Structure:** The Nomination Committee consists of three members who are actively involved and familiar with the workings of the PAMA

- i. **Chairperson:** The Immediate Past President, who is a senior member of the Executive Committee, will serve as the Chair of the Nomination Committee. However, the Board of Directors may determine an alternative Chair for cause.
- ii. **Committee Members:** The committee includes two Past Presidents and one Chair of the Board of Trustees (BOT).

b. committee function: The committee is responsible for receiving nominations for key positions, including Vice President, Secretary, Treasurer, and Board of Trustees.

- i. **committee Slate:** The committee is required to create a slate containing the names of all candidates suitable for each position, along with a short summary of each candidate's service on the PAMA.
- ii. **Non-Solicitation:** The Chair and members of the Nominating Committee are prohibited from canvassing support or soliciting votes for individual candidates until the slate is officially announced.
- iii. **Handling Disputes:** Any claims or controversies regarding the Nominating Committee's decisions will be addressed and handled by the Board of Directors.
- iv. **Submission Deadline:** The preliminary slate must be sent to the President by 4:00 pm CST on February 15th, at the latest, two weeks before the annual meeting.

7- ETHICS AND GRIEVENCE COMMITTEE

a. Committee Structure:

- i. The Ethics and Grievances Committee is comprised of at least three (3) members.
- ii. Chair Appointment: The President has the authority to appoint the Chair of the Committee, subject to the approval of the Board of Directors.

b. Committee Function:

- i. **Complaints and Charges:** The primary function of the Committee is to respond to complaints or charges of discrimination against PAMA members.
- ii. **Unethical Behavior and Grievances:** The Committee is also responsible for addressing questions related to unethical behavior or grievances against PAMA members.

8- IT/ communication committee:

a. Committee structure: Consists of two members of BOD to supervise the hired IT company

b. IT/Communication Function:

- i. **Web Presence:** Research and establish a web presence for PAMA, including the creation and maintenance of a website.
- ii. **Software Applications:** Develop web-based software applications to simplify and streamline administration and enhance collaboration within PAMA.
- iii. **Decision-Making:** Assist in decision-making related to the selection and procurement/rental of software and equipment such as LCDs, computers, audience response systems, etc.
- iv. **Website Maintenance:** Maintain the PAMA website with content provided by the Board of Director and PAMA Office.
- v. **Revenue Generation:** Explore opportunities to generate revenue for PAMA through web advertising.
- vi. **Chapter Support:** Assist local chapters in establishing their web presence.
- vii. **Back Office Modules:** Develop back-office modules to support daily tasks of the PAMA office.

9-Executive Committee:

A. The Executive committee consists of president, treasurer, secretary.

B. Executive committee Responsibilities:

- i. **Strategic Planning:** Developing and overseeing the implementation of the organization's strategic plan, including setting goals, objectives, and priorities.

- ii. **Financial Oversight:** Reviewing and approving budgets, financial reports, and major financial decisions. Ensuring the organization's financial stability and sustainability.
- iii. **Policy Development:** Developing and reviewing organizational policies and procedures to ensure compliance with laws, regulations, and best practices. Making recommendations for policy changes as needed.
- iv. **Resource Allocation:** Allocating resources, including human, financial, and physical assets, in alignment with strategic priorities and organizational needs.
- v. **Risk Management:** Identifying, assessing, and mitigating risks to the organization, including legal, financial, operational, and reputational risks.
- vi. **Board Governance:** Providing leadership and guidance to the board of directors or governing body. Ensuring effective governance practices, including board composition, structure, and performance evaluation.
- vii. **Executive Leadership:** Providing overall leadership and direction to the organization. Making decisions on behalf of the organization between board meetings, as delegated by the board.
- viii. **Stakeholder Relations:** Building and maintaining relationships with key stakeholders, including members, donors, partners, and the broader community. Representing the organization externally as needed.
- ix. **Performance Monitoring:** Monitoring the organization's performance against strategic goals and objectives. Holding management accountable for achieving results.
- x. **Compliance and Ethics:** Ensuring compliance with legal and regulatory requirements, as well as ethical standards and organizational values. Overseeing the organization's ethics and compliance program.
- xi. **Crisis Management:** Planning for and responding to crises or emergencies that may impact the organization's operations or reputation.
- xii. **Succession Planning:** Planning for leadership succession within the organization, including the recruitment, development, and evaluation of key executives.

ARTICLE XVI - ANNUAL REPORTS

A. President's Report:

- i. The President of the Board of Directors, or their designees, is responsible for presenting a comprehensive report on the Association's activities for the year.
- ii. The report includes, but is not limited to, the status of membership, achievements, scholarships, and other relevant information.

B. Treasurer's Report:

- i. The Treasurer, or their designer, provides a comprehensive report on the financial status of the Association.
- ii. This report covers various financial aspects of the Association's activities.
- iii. The Treasurer also responds to any inquiries or discussions related to the financial report.

ARTICLE XVII– RULES OF ORDER

The current edition of American Institute of Parliamentarians Standard Code of Parliamentary Procedures shall govern the deliberations of this Association in all cases to which they are applicable and consistent with these bylaws.

ARTICLE XVIII – ORDER OF BUSINESS

The order of business of regular meetings of PAMA shall be as follows:

- A. Approval of the minutes of the previous meeting.
- B. Reports of boards and standing committees.
- C. Reports of special committees.
- D. Unfinished business.
- E. New business.
- F. Special program.

The order of business may be changed by two-thirds (2/3s) affirmative vote of the members present.

ARTICLE XVIII- INSURANCE COVERAGE;

- A. PAMA has the authority to procure and sustain insurance coverage.
- B. The insurance coverage is extended to individuals who fall into the following categories:
 - i. Members of the Board of Directors
 - ii. Members of the Board of Trustees
 - iii. Employees
 - iv. Non-director volunteers

- v. Agents of PAMA

C. Scope of Coverage:

- i. The insurance covers any liability asserted against an individual in the mentioned capacities.
- ii. This includes liabilities incurred by individuals in their roles within PAMA or arising from their status as members of the Board, Executive Committee, directors, officers, employees, non-director volunteers, or agents of PAMA.
- iii. The coverage also extends to individuals serving, at the request of PAMA, in similar capacities for other entities (corporations, partnerships, joint ventures, trusts, etc.).

ARTICLE XX – AMENDMENTS AND ADOPTION

A. Initiation of Amendments:

- i. Proposed amendments can be initiated in writing during any General Body or Board of Directors meeting.
- ii. Concurrence of at least ten (10) voting members, evidenced by their signatures, is required for initiation.

B. Referral to Bylaws Committee:

- consideration and recommendation to the Board of Directors.

C. Board Approval:

- The Bylaws Committee's recommendations, along with the Board of Directors' approval, are submitted to the General Body for consideration and approval.

D. Voting Process:

- The amendments are voted on by the General Body through a simple majority of returned mail-in or electronic ballots.

E. Incorporation of Amendments:

- Approved amendments are incorporated into the Bylaws with immediate effect.

F. Conflict Resolution:

- In case of a conflict between the Bylaws and the Articles of Incorporation, the provision in the Articles of Incorporation takes precedence and priority.

G. Availability of Articles of Incorporation:

- The Articles of Incorporation and any amendments are available for viewing on the State's platform.

H. Adoption Confirmation:

- The Bylaws have been duly adopted.

ARTICLE XXI– DISSOLUTION OF THE ASSOCIATION

A. If the Association ceases to function or is deemed unable to fulfill its original ideals and objectives, the dissolution process can be initiated.

B. The Executive Committee and the Board of Trustees must agree on the decision to dissolve the Association.

C. Notification and Meeting:

- i. The Executive Committee is required to circulate a notice of the intent to dissolve the Association to all dues-paying members.
- ii. Within sixty days of the notice, a special General Body Meeting must be called.
- iii. At the meeting, a motion for the dissolution of the Association will be presented.

D. Approval for Dissolution:

- i. The motion for dissolution must be passed by a two-thirds (2/3) majority vote of all dues-paying members present at the meeting.

E. Post-Dissolution Actions:

- i. The Board of Directors and General Body shall be dissolved immediately.
- ii. The Board of Trustees will continue to function for a period of not more than 180 days (about 6 months).
- iii. The Board of Trustees will use this period to settle all liabilities of the Association from its assets.
- iv. Any remaining assets will be disbursed to any charitable organization approved by Board of Trustee.