

**PPALM By-Laws
Revised 18 January 2012**

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**Pan Pacific American Leaders and Mentors (PPALM)
By-Laws
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ARTICLE I - ORGANIZATION AND AFFILIATION

The name of the organization shall be Pan Pacific American Leaders and Mentors (PPALM). The Pan Pacific American Leaders and Mentors (PPALM) is a voluntary, non-profit organization approved by the Commonwealth of Virginia and subject to all the laws of that Commonwealth, including but not limited to any law or regulation relating to private foundations that apply by operation of state law.

ARTICLE II- PURPOSE

2.1 General: Pan Pacific American Leaders and Mentors organization is organized principally for charitable, purposes, consistent with section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

2.2 Specific Purpose: To promote engagement in mentoring, education, leadership, professional development, retention and advancement of leaders supporting military service – Active and Reserve service members; civilians in federal service; private sector, and retirees.

2.3 To exercise such rights, powers, duties and authority of a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Virginia which is consistent with section 2.1.

ARTICLE III- MISSION

To create a professional network of Asian American and Pacific Islander 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 PRINCIPAL FOCUSED

5.1 Voluntary Mentoring Program

5.1A Assess the needs of mentors and mentees over time.

5.2B Establish and cultivate a personal, positive and productive mentoring relationship based on mutual trust and respect.

Article VI - OBJECTIVES

6.1 Forge a strong sense of commitment toward Service to the Nation and in answering the Army's Call to Duty.

6.2 Assist the United States Military in articulating importance of diversity in the Total Force.

6.3 Help the Military Services maintain and develop highly competent leaders.

6.4 Contribute to professional development and networking opportunities.

6.4A Provide a venue (counseling, mentoring, networking, fellowship, community relations) in supporting the advancement of the Military Service leaders through professional development and leadership opportunities. Focus on developing and fostering Asian American Pacific Islander Leaders.

6.4B Provide educational and leadership training opportunities that contributes to professional and personal development.

6.5 Promote a synergistic professional learning relationship between the experienced mentor and interested mentee.

6.6 Exchange information and ideas for better awareness of our interest in culture, military service, experience and values.

6.6A Establish an effective communication network.

6.6B Represent the professional and career interests of Asian American Pacific Islander leaders to senior Army leadership, civilian sectors and communities for public awareness.

6.7 Create a platform to nurture and mentor junior leaders.

6.7A Ensure awareness of accomplished military role models in the civilian community.

6.7B Establish a network of support in the military and civilian sector.

6.8 Create an environment for professional equal opportunities such as promotion, school selection and assignments.

ARTICLE VII- MEMBERSHIP

7.1 The membership of the organization shall be divided into two (2) classes; regular members and associate members.

7.1A Regular Membership: Military Service (Active, Reserve, National Guard); Department of Defense Civilians; and retirees.

7.1B Associate Membership: Other persons who do not meet the criteria established in section 7.1A.

7.1C 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.

7.1D Members are required to maintain current contact information with the Headquarters. Members who cannot be located are placed in an inactive membership status.

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

7.3 All members shall pay annual membership dues to the 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) day grace period thereafter.

7.4 Membership Expectations:

7.4A Actively support and be familiar with the PPALM's mission, program and activities.

7.4B Subscribe to the purpose and goals of PPALM

7.4C Agree to abide by the Bylaws of the PPALM as amended from time to time

7.4D Establish mentor relationship with senior group members

7.4E Regularly contact the group members

7.4F Volunteer for group positions and participates in committees

7.4G Be a proud member of PPALM

ARTICLE VIII- OFFICERS AND MANAGEMENT

8.1 The governance of the PPALM shall be made by a Board of Directors and the General Membership.

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

8.2A Chairman of the Board

8.2B Vice Chairman of the Board

8.2C Executive Director

8.2D Executive Secretary

8.2E VP Finance

8.2F VP Membership Development

8.2G VP Mentorship

8.2H VP Communications and Publications

8. 2I VP ROTC and Service Academy Programs

8.2K VP Strategic Outreach

8.2M General Counsel

8.3 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.

8.4 The term of office for all elected officers is established as indicated in Article IX, section 9.1 and section 9.2. 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.

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

ARTICLE IX- ELECTION PROCESS

9.1 All Board of Director positions identified in Article 8.2 with the exception of Vice President Finance, and General Counsel shall be elected by the membership. The elected officers shall hold offices for a two (2) year term or until their successors are elected.

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

9.3 Following the first election of officers pursuant to paragraph 9.1, and only subsequent to this first election, one third of the Board of Directors shall be up for re-election each second year to a two (2) 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) 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) 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) days prior to the General Election. Biographies of the nominees will also be available to the membership.

ARTICLE X-NOMINATING COMMITTEE

10.1 Every 15 months, the Chairman shall appoint a Nominating Committee composed of not less than five (5) or 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 presiding on the Board of Directors. The notice of the appointments shall be circulated to all elected officers.

10.2 The notice of appointment will 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 re-election.

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

ARTICLE XI- VOTING

11.1 Quorum: At least two thirds of all active members present or by proxy shall constitute a quorum at all membership meetings, regular, annual or special. For Board meetings, a majority of the current Directors present shall constitute a quorum.

11.1A The departure of any member 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. Less than a quorum may adjourn the meeting to a fixed time and place with no further notice of any adjourned meeting being required.

11.2 Each member of the Board of Directors shall be entitled to cast one vote with respect to those matters 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 use a proxy. 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 at regular, annual or special meetings.

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.

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

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

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

12.2 C. There shall be no compensation for the temporary appointee;

ARTICLES XIII- DUTIES AND RESPONSIBILITIES OF ORGANIZATION OFFICERS

13.1 All officers of PPALM must be members in good standing.

13.2 Chairman of the Board

13.2A The Chairman of the Board of Directors shall be the Chief Executive Officer and shall preside at all meetings of the Board of Directors, be responsible for calling the meetings of the Board of Directors, and other regular Annual Membership Meeting, as necessary and Committees except as otherwise provided for by these By-laws.

13.2B Establish Councils and Standing Committees upon approval by the Board of Directors and approve the establishment of Committees by the Council Chairman within their Councils.

13.2C Hold special elections with the approval of the Board of Directors.

13.2D 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.

13.2E With the unanimous 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.

13.3 Vice Chairman

13.3A 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.

13.4 Executive Director

13.4A The Executive Director shall be the Chief Operating Officer and shall preside at the Annual Membership Meeting. The Executive Director will 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.

13.4B The Executive Director shall perform, direct and be responsible for the general control and management of the affairs of PPALM.

13.5 General Counsel

13.5A 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.

13.6 The Vice President- Finance

13.6A Vice President- Finance 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.

13.6B Vice President- Finance 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.

13.6C Vice President- Finance 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.

13.6D An internal audit of PPALM's financial records and accounts shall be conducted on an annual basis. An independent reputable audit firm shall be retained to conduct this audit. A copy of this audit will be kept on file and available for inspection upon request.

13.7 The Vice President- Functional Categories

13.7A This Vice President shall have the responsibility of representing the function for which they were 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.

13.8 Executive Secretary

13.8A The Executive Secretary shall cause to be kept at the principal office of PPALM, the Secretary's principal place of business, or such other places as the Board of Directors may order. The 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.

13.8B The Executive Secretary shall give the notices of the special meetings of the voting members as provided in these By-laws.

13.8C The Executive Secretary shall take the minutes of all meetings of PPALM and submit to the Chairman and Vice Chairman 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.

13.8D The Executive Secretary shall also maintain and protect a file of all official and legal documents of PPALM. The 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.

13.9 Resignation and Removal

13.9A The resignation of any officer shall be tendered in writing to the Chairman of the Board of Directors. Any officer may be removed during their term by majority vote of the Board of Directors whenever, in their judgment, removal would be serve the best interest of the Organization. Such removal shall terminate all authority of the officer.

ARTICLE XIV - DUTIES AND RESPONSIBILITIES OF ADVISORY STRUCURE

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

14.1A 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, promoting, 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.

14.1B 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 to the organization.
- 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 are not compensated.
- 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 XV- OPERATING YEAR AND MEETING

15.1 The operating year for the organization is established as the twelve (12) month period commencing on 1 January of each year.

15.2 The Board of Directors will meet at a minimum of three times annually at the call of the Chairman with a minimum thirty (30) days notice.

15.3 Any chapters or interest groups are encouraged to meet monthly.

ARTICLE XVI – INTELLECTUAL PROPERTY

16.1 All intellectual property, 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 XVII- CENTRALLY DIRECTED PROGRAMS

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

- 17.1A ROTC and Service Academy Programs
- 17.1B Mentorship Program
- 17.1C Membership Development
- 17.1D Community and Corporate Outreach

17.2 The Executive Committee shall be a standing committee composed of the Chair, the Vice Chair, the Executive Director, 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.

ARTICLE XVIII- PUBLICATIONS

18.1 This organization may publish such journals, bulletins, pamphlets or papers in such form and for such distribution as may be considered appropriate.

ARTICLE XIX- AMENDMENTS

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

19.2 PPALM's board of directors may amend or repeal the Article of Incorporation or these By-laws by a two-third 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) days prior to the meeting electronically via email or manually through U.S. Postal Service.

19.3 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 in order to provide for a reasonable, practicable and orderly process.

ARTICLE XX- INDEMNIFICATION

20.1 PPALM, to the fullest extent permitted under the Nonprofit Corporation Act of the Commonwealth of Virginia or other applicable law as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits a corporation to provide broader indemnification rights than said law permitted such corporation to provide prior to such amendment), will indemnify and hold harmless each member of the Board and officer of the corporation or any subsidiary against any and all claims, liabilities, and expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred and arising from any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position. However, the foregoing shall not apply to: (i) any breach of such person's duty of loyalty to PPALM; (ii) any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his conduct was unlawful, or (iii) any transaction from which such person derived any improper personal benefit.

20.2 The decision concerning whether a particular indemnity has satisfied the foregoing shall be made by (i) the Board of Directors by a two-third vote of the Board of Directors present at any meeting, provided quorum is present of Members who are not parties to the action, suit, or proceeding giving rise to the claim for indemnity ("Disinterested Directors"), whether or not such majority constitutes a quorum; (ii) a committee of Disinterested Directors designated by a majority vote of Disinterested Directors, whether or not such majority constitutes a quorum; (iii) if there are no Disinterested Directors, or if the Disinterested Directors so direct, by independent legal counsel in a written opinion; or (iv) a vote of the members.

ARTICLE XXI- PARLIAMENTARY AUTHORITY

21.1 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Organization in all cases or not covered by these By-Laws, any special rules of order adoption by the Organization or other proper action of the Board of Directors.

ARTICLE XXII- CONTRACTS, CHECKS, DEPOSITS AND FUNDS

22.1 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.

22.2 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.

22.3 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.

22.4 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.

ARTICLE XXIII- DISTRIBUTION AND DISSOLUTION

23.1 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.

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

23.3 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.