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Pan Pacific American Leaders and Mentors (PPALM)

By-Laws Revised January 22, 2010

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 State of Virginia and subject to all the laws of that State, 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 exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 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, leadership, professional development, retention and advancement of Army Leaders- Active, Reserve, National Guard and Department of the Army Civilians.

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 are consistent with section 2.1.

ARTICLE III- MISSION

To provide an environment that fosters membership, create avenues, and establish a positive path for the advancement of all Army Leaders- Active, Reserve, National Guard and Department of the Army Civilians. Focus on developing and fostering Asian American Pacific Islander (AAPI) Army Leaders.

ARTICLE IV- CORE COMPETENCIES

4.1 Mentorship

4.2 Leadership

4.3 Professional 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 U.S. Army articulating importance of diversity in the Total Force.

6.3 Help the Army maintains 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 Army 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 officer.

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

6.6A Establish 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 Recognition of accomplishment, 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: Active Army, Army Reserve, Army National Guard, Department of the Army Civilians and retirees.

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

7.1C Cadets and Midshipmen: 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), or in honorable service at a Reserve Officers' Training Corps Program.

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, color, handicap, or disability.

7.3 All members shall pay annual membership dues to the Corporation 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 the Corporation

7.4C Agree to abide by the Bylaws of the Corporation 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 Communications and Publications
- 8.2I VP ROTC Programs
- 8.2J VP Programs and Strategic Planning
- 8.2K VP Corporate Outreach
- 8.2L VP Historian
- 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 proposed list of officers to be elected by the Board of Directors.

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 is eligible to be nominated for and hold office.

ARTICLE IX- ELECTION PROCESS

9.1 The Chairman of the Board, the Executive Director, the Vice Chairman of the Board and the Vice President's shall be elected by the membership. The elected officers shall hold offices for two (2) year term or until their successors are elected. All National Officers not listed above shall be appointed by the Chairman of the Board.

9.2 No officer, other than the Executive Director, shall serve for more than two consecutive terms; however, after vacating the office for two (2) or more years, a person may again be elected to the same office.

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

9.4 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 at the by the Board of Directors.

ARTICLE X-NOMINATING COMMITTEE

10.1 Every 15 months, the Chairman shall appoint a Nominating Committee composed of not less than five (5) members and the notice of the appointments shall be circulated to all elected officers.

10.2 This notice will include a request for recommendations of nominees for consideration by the Nominating Committee. All recommendations of nominees for the offices to be filled shall be submitted to the Nominating Committee, addressed to the Headquarters, sixty (60) days before the announced election date. Proposals for an individual to be elected for an additional consecutive term will be referred to the Nominating Committee; this shall have authority to nominate such person(s) for re-election.

10.3 The Nominating Committee's list of nominations will be circulated to all elected officers and to the membership approximately forty-five (45) days prior to the Annual Membership Meeting.

10.4 Additional nominations may be made independently of the Nominating Committee by any twelve (12) or more members. The names of such nominees and the officers for which nominated, together with the names and signatures of the twelve (12) members, must be filed with the Executive Director not less than thirty (30) days prior to the Annual Membership Meeting. The Executive Director shall, at least ten (10) days before the Annual Membership Meeting, circulate a list of such independent nominees in the manner as the Committee's list of nominations were circulated.

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.

11.2 Except for amendments to the Articles of Incorporation or these By-laws, all members are entitled to vote at regular, annual or special meetings.

ARTICLE XII- VACANCIES

12.1 Any vacancies on the Corporation's Board of Directors shall be filled for the remaining term by appointment made by the Chairman of the Board.

ARTICLES XIII- DUTIES AND RESPONSIBILITIES OF ORGANIZATION OFFICERS

13.1 All officers of the Corporation 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.

13.3 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 the Corporation, an inventory of assets, if any, and a record of the liabilities of the Corporation; deposit money and other securities in such depositories as may be designated by the Board of Directors; disburse funds of the Corporation 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 the Corporation'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 the Corporation, 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 the Corporation. 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- OPERATING YEAR AND MEETING

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

14.2 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.

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

ARTICLE XV – INTELLECTUAL PROPERTY

15.1 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 the Corporation 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 ROTC Programs

16.1B ROTC Committees, leadership outreach and scholarship

16.1C Strategic Plan Development and Maintenance

16.1D Mentoring Policy Speaking Bureau

16.1E Membership Development, rosters and member cards

16.2 Standing Committees

16.2A The Executive Committee shall be composed of the Chair, the Vice Chair, and the Executive Director of the Corporation. The Executive Committee shall be empowered to act on matters requiring immediate attention that arise between regularly scheduled board meetings.

16.2B The Community Involvement and Outreach Committee shall be responsible for developing, prioritizing and implementing PPALM's outreach within our region's Asian Pacific American communities, as well as building and expanding PPALM's leadership base in military services organizations, Pan-Pacific Asian and broader communities. The Community Involvement and Outreach Committee agenda includes building successful partnerships with other civic organizations, increasing interactions with civic leaders, groups and institutions, and involving our Board and other Committee members in meaningful relationships within the community.

16.2B The Leadership Committee shall identify and recruit professionals within and external to the Corporation who have potential to be effective PPALM Mentors; develop and implement training and development activities to enhance the leadership skills and abilities of current PPALM Mentors (subject to resource constraints and board approval); assess the factors that's contributed to or detracted from a participants success in the PPALM Mentorship Program and make recommendations to improve PPALM Mentorship Program's effectiveness in motivating superior performance from its Mentors and Mentees. The Committee shall also promote leadership development skills through panel discussions, small-group discussions led by senior PPALM Mentors. Discussion topics include, but not limited to leadership voice, personal and professional goal setting, and promoting and networking yourself as a leader.

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.

ARTICLE XVIII- AMENDMENTS

18.1 The Board of Directors of the Corporation shall adopt initial By-laws for the corporation.

18.2 The Corporation'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.

18.3 The members of the Corporation 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 XIX- INDEMNIFICATION

19.1 General Indemnification. The Board of Directors may, in such cases or categories of cases as it deems appropriate, indemnify and hold harmless, or make provision for indemnifying and holding harmless, Members of the Board of Directors, officers, employees, and agents of the corporation, and persons who formerly held such positions, and the estates of any of them against any or all claims and liabilities (including legal fees and other expenses incurred in

connection with such claims or liabilities) to which any such person shall have become subject by reason of his having held such a position or having allegedly taken or omitted to take any action in connection with such position.

19.3 The Corporation, to the fullest extent permitted under the Nonprofit Corporation Act of the State 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), the corporation 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 the corporation;
- 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.

19.4 The decision concerning whether a particular indemnitee 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 XX- PARLIAMENTARY AUTHORITY

20.1 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 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.

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.