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ARTICLE I. NAME, LEGAL STATUS AND GOVERNANCE

Section 1.01 Name: Palestinian American Medical Association hereafter referred to as PAMA.

Section 1.02 Legal status: PAMA is a registered 501 c (3) charity in the US. Articles of incorporation are filed in the state of Kansas as a Kansas corporation.

Section 1.03 Governance: PAMA is governed by its board which is self-perpetuating board, and PAMA members are non-voting members.

ARTICLE II. -- MISSION STATEMENT

PAMA is a humanitarian, nonprofit, nonpolitical, and charitable organization aiming to promote educational achievements and expertise of Palestinian health care professionals with goal of promoting health care in Palestine.



ARTICLE III. -- ACTIVITIES

The following objectives shall help and facilitate achieving the mission statement of PAMA:

Section 1.04 To establish an open registry of all Palestinian healthcare professionals in the US, with their career specialties and contact information.

Section 1.05 To connect AND collaborate with the following entities:

- (a) Palestinian academic institutions including medical schools and other allied health organizations.
- (b) Palestinian Medical Council PMC
- (c) Palestinian Medical Association
- (d) Palestinian Ministry of health
- (e) Local NGOs in Palestine and outside Palestine that share the mission of PAMA.

Section 1.06 To be active at the local and international level and respond to humanitarian needs and crises wherever needed.

Section 1.07 Provide financial and logistic support to Palestinian healthcare professionals to peruse their higher education and training abroad

Section 1.08 Provide financial and logistic support to Palestinian healthcare institutions for educational and clinical purposes.



ARTICLE IV. -- MEMBERSHIP

Section 1.09 Eligibility: PAMA membership can be obtained by all those who share the mission of PAMA and submit membership application on PAMA website.

Section 1.10 Membership dues: there are no membership dues for PAMA members.

Section 1.11 Termination of membership

- (a) Any member may choose to resign at any time by unsubscribing themselves from PAMA mailing list or submitting a written request to PAMA.
- (b) The board of directors shall have the authority to refuse or revoke membership status in situations where the bylaws of PAMA or its mission statement are violated.

Section 1.12 donors, supporter and volunteers can join PAMA mailing list without being members, and they can unsubscribe themselves anytime they wish.

ARTICLE V. = OFFICERS AND PAMA EXEXUTIVE BRANCH

Section 1.13 Executive committee: made up of PAMA president, vice president and PAMA communication and fundraising associate who will fill in the role of the secretary, treasurer, and public relations officer.

Section 1.14 The executive committee shall fulfill the below duties:

- (a) Approve annual agenda, projects and budget
- (b) Run PAMA's day to day operations
- (c) Ensure effective organizational planning
- (d) Ensure adequate resources
- (e) Manage resources effectively
- (f) Adopt new projects and campaigns
- (g) Determine and monitor the organization's programs and services
- (h) Report back to the board of directors



Section 1.15 Officers

- (a) Officers are either hired or elected from the board of directors.
- (b) Officers are elected or excused with simple majority by at least two thirds of the board of directors.
- (c) Elected officers should serve a term of three years and can nominate themselves for more terms without a limit.
- (d) Elected officer's position will be open for new candidates 6 months before the end of term.
- (e) The board can excuse an officer and elect another for the remaining period of the term if:
 - (i) an officer is not be able to finish her/his term and for a valid reason
 - (ii) it is decided by the board that the officer is not fulfilling her/his obligations

Section 1.16 President:

- (a) The duties of the president shall include carrying out the policies of the association, appointing all committees of the association, exercising general supervision over the activities of the association, and presiding at meetings of the association and executive committees. The president shall be a member ex officio of all committees. The president can't vote during board of directors' meetings.

Section 1.17 Vice president:

- (a) The duties of the vice president shall include those usually appertaining to the office and those delegated by the president. In the absence of the president, the vice president shall serve in the president's stead.

Section 1.18 Secretary: The duties of the secretary shall include keeping a record of all proceedings and correspondence of the Association, officer's delegates to the Association's annual meeting, preparing or overseeing the preparation of newsletters for distribution to PAMA members if such shall be desired, maintaining official contact with the Association. In the absence of the president and vice president, the secretary shall preside at meetings of the association.



Section 1.19 Treasurer: The treasurer shall keep an accurate record of all funds received and disbursed. At the request of the executive committee, the treasurer shall prepare an annual association budget and report of finances and submit them for approval. It shall be the duty of the treasurer to remit to the Association and/or to the applicable state conference any dues collected on behalf of the Association and/or conference. In the absence of the president, vice president, and secretary, the treasurer shall preside at meetings of the association. In coordination with PR officer, the treasurer will be sourcing and managing speaking and sponsorship and fundraising opportunities;

Section 1.20 Public Relations Officer: The PR officer will serve as official speaker and representative of PAMA for the public. The PR officer duties shall also include:

- (a) developing PR strategies;
- (b) liaising with media, colleagues, key spokespeople and organizations;
- (c) writing and editing speeches, annual reports, publicity brochures, handouts, direct mail leaflets, promotional videos and photographs;
- (d) devising and coordinating photo opportunities;
- (e) organizing events including conferences;
- (f) maintaining and updating information on the organization's website and social media sites such as Twitter and Facebook;
- (g) sourcing and managing speaking and sponsorship opportunities;
- (h) fostering community relations through involvement in community initiatives;
- (i) managing the PR aspect of a potential crisis



ARTICLE VI. --PAMA BOARDS:

Section 1.21 BOARD OF DIRECTORS

- (a) Board of directors are PAMA founders, and newly recruited members by the board of directors
- (b) The board of directors shall fulfill the below duties:
 - (i) Assure, and help with local and global networking.
 - (ii) Define the organization's mission and purposes
 - (iii) Provide ongoing support and guidance for the executive committee; review their performance and make recommendations
 - (iv) Shall be the ultimate arbitrator of issues related to internal disputes, concerns about a breach in the bylaws or polices of PAMA by any member including the officers.
 - (v) Enhance the organization's public image
 - (vi) Assess its own performance
 - (vii) elect and excuse executive committee officers
 - (viii) elect and excuse board members
 - (ix) Vote on new projects or a major change in an existing project
 - (x) Should PAMA hire employees, the board of director will approve the salaries to directors, officers, and other officers prior to the first payment of compensation as defined in Section 4958 of the Internal Revenue Code.



(c) Chairman:

(i) The chairman of the board should fulfill the below duties:

- 1) Convene board of directors' meetings once every quarter or as agreed upon by the majority of the board
- 2) Communicate the board recommendations officially with the executive and other board committees
- 3) Will be a tie breaker on board motions should there be a tie
- 4) Communicate with existing board members and board membership candidates regarding leaving or joining the board

(ii) The chairman is a board member who is elected for or excused from position as follows;

- 1) with simple majority by at least two thirds of executive board members.
- 2) serve a term of three years and can nominate her/himself for more terms without a limit.
- 3) Elected chairman position will be open for new candidates 6 months before the end of term.
- 4) The board can excuse the chairman and elect another for the remaining period of the term if:
 - a) the chairman is not be able to finish her/his term and for a valid reason
 - b) it is decided by simple majority of the board that the chairman is not fulfilling her/his obligations



- (d) Minimum expectations from board of directors, failure to meet these expectations can be grounds for termination with simple majority vote:
 - (i) Attending 75% of PAMA board of directors meeting
 - (ii) Participating in the logistics and preparation for local fundraising activities in their communities
- (e) The board will nominate new board members for consideration as needed.
- (f) Board members can resign at any time, and they can nominate their successors. Once resignation is accepted by board members, the resigning board member can't rejoin PAMA board unless nominated and elected by the board of directors.
- (g) Board members can ask for leave of absence for maximum of one year, and they can rejoin after that without permission. During their leave, board members are excused from all board commitments or duties.



ARTICLE VII. --ADVISORY BOARD

- (h) Assure, and help with local and global networking.
- (i) Provide ongoing support and guidance for the executive board; review their performance and make recommendations
- (j) Help PAMA to expand both geographically and professionally
- (k) Help PAMA achieve its fundraising goals
- (l) Meet at least twice a year and forward written recommendations to the executive board
- (m) Enhance the organization's public image
- (n) Decide on its governance structure and recruit its own members
- (o) Establish the following committees:
 - (i) Strategic, development and fundraising committee: this committee is made of three members, including the officer who chairs the committee and represent the committee at the executive committee meetings. The committee aims to formulate a plan that assures PAMA's growth and expansion.
 - (i) Audit committee: this committee is made of three members, including the officer who chairs the committee and represent the committee at executive committee meetings. The committee aims to assure PAMA is in good legal standings, audit all financials, and make recommendations about PAMA's structure and operations.
 - (ii) Liaison committee: this committee is made of three members, including the officer who chairs the committee and represent the committee at executive committee meetings. The committee aims to oversee implementation of PAMA projects in Palestine, assure compliance of grantees by PAMA grant terms.
 - (iii) Professional committees as needed, these should include medical and surgical specialized committees that will help with the below:
 - 1) Communicate with their peers in Palestine
 - 2) Arrange for medical missions that are specialized missions
 - 3) Participate in PAMA teleconference program
 - 4) Meet on the side of national conferences for these specialties



- 5) Help PAMA expand professionally and geographically

ARTICLE VIII. --CONFLICT OF INTEREST POLICY

Section 1.22 Board of directors and officers of PAMA, resolve that no member shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic or political involvement regarding the matter being discussed. When such a situation presents itself, the director must announce his or her potential conflict, disqualify himself or herself, and be excused from the meeting until discussion is over on the matter involved. The President of the meeting is expected to make inquiry if such conflict appears to exist and the board member has not made it known.

Section 1.23 While conducting PAMA related activities, board of directors and officers of PAMA must refrain from personal gain, especially if the personal gain might be out of proportions to PAMA's gain or interests.

Section 1.24 Board of directors and officers of PAMA must avoid misleading the public about either their credentials or their role in PAMA.

Section 1.25 Board of directors and officers of PAMA must comply with a zero-tolerance policy of PAMA regarding the board and officer's integrity.

Section 1.26 Board directors and officers of PAMA must live PAMA's philosophy of selflessness, where PAMA's interests and activities are put before personal interests



ARTICLE IX. ARBITRATION

Section 1.27 Concerns can be brought up by a board member, an officer, PAMA member or even the public.

Section 1.28 The board should provide both verbal and written notification regarding the concerns to the member who is the subject of the concern

Section 1.29 The board should listen and give the chance and the needed time to the member to provide needed clarification

Section 1.30 The board should resort to voting on excusing a board member from her/his duties as a last resort

Section 1.31 Should PAMA hire employees, the board of director will approve the salaries to directors, officers, and other 'disqualified persons' prior to the first payment of compensation as defined in Section 4958 of the Internal Revenue Code.

Section 1.32 The



ARTICLE X. -- MEETINGS

Section 1.33 Board of directors should meet at least once every quarter.

Section 1.34 PAMA committees should meet as often as they see necessary.

Section 1.35 The quorum for board and board committee meetings is simple majority.

Section 1.36 Voting at board and board committee meeting shall proceed based on simple majority which is 50 percent plus one.

Section 1.37 the chair of a committee should break the tie in the vote.

Section 1.38 The board of directors is required to take written minutes of meetings at which compensation paid to any director, officer, or other 'disqualified person' as defined in Section 4958 of the Internal Revenue Code, are approved. These minutes should include the names of the persons who vote on the arrangement and their votes, who were present during discussion of the approval of compensation arrangements, those who voted on it, and the votes cast by each board or committee member.



**ARTICLE XI. -- CHAPTERS, WORKING GROUPS, COMMITTEES,
BRANCHES, YOUTH GROUPS**

Section 1.39 expansion is an important strategic goal to PAMA. PAMA encourages its members to create above mentioned categories and according to the below guidelines:

- (a) PAMA chapters are integral part of PAMA rather being subsidiaries. Accordingly, chapters will be run in compliance with PAMA bylaws and under its tax-exempt status and mission statement as the parent charity.
- (b) Chapters can be established by any group of healthcare professionals who are PAMA members and share the mission of PAMA.
- (c) Each chapter must designate a chairman who will be the contact Pearson with the board of directors and PAMA officers.
- (d) The Chapter can propose projects to the board of directors who in turn will approve for fundraising.
- (e) Chapters should not initiate any fundraising activity under the name of PAMA without approval from the board of directors and/or PAMA executive committee.
- (f) Fundraising should be done using PAMA official tools. These include PAMA website, PAMA social media outlets, and fundraising tools.
- (g) Donations should be deposited into PAMA bank of America or PayPal accounts, cash donations should be discouraged.
- (h) Chapters are responsible to assure that the license of solicitation is active in their state before soliciting for donations.

**Palestinian American
Medical Association,
PAMA**



**P.O. Box 4132,
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ARTICLE XII. -- FINANCES AND DUES

Section 1.40 Access to the bank account shall be granted only to the officers who are the president, vice president, and treasurer.

Section 1.41 The Association represented by its board of directors shall establish its dues.

Section 1.42 PAMA may conduct special fund raisings for charitable and medical relief activities.

Section 1.43 Upon dissolution of PAMA, all remaining assets must be used exclusively for tax exempt purposes.

Revised September 27th, 2021



ARTICLE XIII. -- PAMA IN PALESTINE

Section 1.44 PAMA executives in the US should routinely communicate with their colleagues in Palestine regarding newly approved projects, newly approved payments, and details about running projects.

Section 1.45 PAMA board of directors is the only entity that approves new projects, appoints or dismiss PAMA officials, representatives, and employees in Palestine.

Section 1.46 PAMA executives in Palestine help run approved PAMA projects rather than coming up with new projects.

Section 1.47 PAMA executives in Palestine can't issue a new payment without prior approval of PAMA executives in the US. Such approval can be in any written format including an email, what's app or SMS.

Section 1.48 To issue a payment after approval, two signatures are needed as long as one of the signees is a PAMA representative in Palestine. Signees are PAMA representatives, PAMA employees, and PAMA designated officials in Palestine. At the time of writing these bylaws, the followings are signees: Moath Noairat "representative", Wael Amro "representative", Abeer Ismail "designated official", and Sama AlAshi "employee".

Section 1.49 PAMA representatives, employees, officials, and lawyers are the ones who can represent PAMA at the Palestinian ministry of Interior. Such representation should be regarding running current PAMA projects and filing annual reports and related paperwork. At the time of writing these bylaws, the followings can represent PAMA at the Ministry of Interior: Moath Noairat "representative", Wael Amro "representative", Abeer Ismail "designated official", Sama AlAshi "employee", Abdullah Musleh "lawyer" and Mohammad Amarneh "lawyer".

Section 1.50 PAMA representatives, employees, officials, and lawyers are to keep PAMA in good legal standing in Palestine. This includes complying with all Ministry of Interior recommendations and regulations.



ARTICLE XIV. -- AMENDMENT OF THE BYLAWS

Section 1.51 Amendments or revisions of these bylaws may be proposed by any member of PAMA.

Section 1.52 The bylaws may be amended by PAMA board of directors.

ARTICLE XV. --VOTING

Section 1.53 Voting at board and board committees' meetings shall proceed based on simple majority of attendees, which is 50 percent plus one.

Section 1.54 The quorum for board and board committees' meetings is simple majority

Section 1.55 Absentee board members can't submit their votes.

Section 1.56 Board members can vote using what's app group made of the board members, chat on this group should be routinely archived for records.

Section 1.57 When there is a vote to amend the bylaws, then board members can submit their vote to pamapalestinian@gmail.com and before the board meeting starts. board members should receive amendments at least 24 hours before the meeting start. Board members can request to postpone the vote up to seven days from the day they receive the information.

Section 1.58 In case there was a tie on the vote, the president vote should be the tie breaker.

Section 1.59 Simple majority rule applies to all matters including votes on electing officers or board members, excusing officers or board members, or amending the bylaws.



ARTICLE XVI. --PROJECTS:

Section 1.60 PAMA will adopt projects that serve the mission of PAMA, such projects should follow the below guidelines:

- (a) target problems that are prevalent, treatable and of high impact on patients and communities and not timely solved by MoH institutions.
- (b) target a group of beneficiaries rather than individuals.
- (c) Submitted by nonprofit entities that are willing to partner with PAMA. For profit entities are welcome to submit if they forfeit their profit.
- (d) Projects must have Specific and Measurable results.

Section 1.61 The Executive committee will select from submitted projects

Section 1.62 The executive committee can also recommend projects to the right partners if needed.

Section 1.63 Projects will be submitted on PAMA website anytime during the year

Section 1.64 The board needs to vote on new projects or a major change in existing projects for approval