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. -- FUTURE ACTIVITIES

The following objectives shall help and facilitate achieving the mission statement of PAMA:
Section 3.01 To establish an open registry of all Palestinian healthcare professionals in the US, with their career specialties and contact information.

Section 3.02 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 similar mission of PAMA.

Section 3.03 To be active at the local and international level and respond to humanitarian needs and crises wherever needed.

Section 3.04 Provide financial and logistic support to Palestinian healthcare professionals to peruse their higher education and training abroad

Section 3.05 Provide financial and logistic support to Palestinian healthcare institutions for educational and clinical purposes.

Article IV. -- MEMBERSHIP

Section 4.01 Eligibility: PAMA membership can be obtained by all those who share the mission of PAMA and submit membership application on PAMA website.

Section 4.02 Membership dues: there are no membership dues for PAMA members.

Section 4.03 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 executive 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 4.04 donors, supporter and volunteers can join PAMA mailing list without being members, and they can unsubscribe themselves anytime they wish.

Revised Nov 16th, 2019
Article V. -- OFFICERS

Section 5.01 Officers of PAMA will be president, vice president, secretary, treasurer, public relations officer, and chairs of board committees.

Section 5.02 Officers are selected from the executive board of directors themselves or from PAMA members pool.

Section 5.03 President: 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 committee. The president shall be a member ex officio of all committees.

Section 5.04 Vice president: 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 5.05 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 5.06 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 5.07 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

Section 5.08 Strategic, development and fundraising committee chair: this is an elected officer by the the committee she/he represents. The officer shall represent her/his committee at the executive committee meetings. The officer will work with her/his committee to formulate a plan that assures PAMA’s growth and expansion.

Section 5.09 Audit committee chair: this is an elected officer by the the committee she/he represents. The officer shall represent her/his committee at the executive committee meetings. The officer will work with her/his committee to assure PAMA is in good legal standings, audit all financials, and make recommendations about PAMA’s structure and operations.

Section 5.10 Liaison committee chair: this is an elected officer by the the committee she/he represents. The officer shall represent her/his committee at the executive committee meetings. The officer will work with her/his committee to oversee implementation of PAMA projects in Palestine, assure compliance of grantees by PAMA grant terms.

Section 5.11 When an officer has resigned or is disqualified, the officer position shall be filled by appointment by executive committee board members, which shall be held as promptly as is feasible. The executive committee is empowered to fill vacancies in any elective office until a special election is held. The person so elected shall hold office for the remainder of the term.

Revised Nov 16th, 2019
Section 5.12 The term of an officer is two years and is automatically renewed, officers can excuse themselves anytime from the position, and/or can be excused from their position by the executive board of directors should they fail to fulfill their obligations.

Article VI. ─ PAMA BOARDs:
Section 6.01 EXECUTIVE BOARD OF DIRECTORS

(a) The executive board of directors will include the founders and other recruited members by the founders.

(b) The president of PAMA should serve as the chairman of the executive board of directors of directors unless the executive board of directors elect another executive board of directors’ member.

(c) Chairman of the executive board of directors should fulfill the below duties:
   (i) Convene executive board of directors’ meetings once every quarter or as agreed upon by the majority of the executive board of directors
   (ii) Communicate the executive board of directors’ recommendations officially with the executive and other board committees
   (iii) Will be a tie breaker on executive board of directors’ motions should there be a tie
   (iv) Communicate with existing executive board of directors’ members and executive board of directors’ membership candidates regarding leaving or joining the executive board of directors

(d) The executive board of directors shall fulfill the below duties:
   (i) Approve annual agenda, projects and budget
   (ii) Run PAMA’s day to day operations
   (iii) Ensure effective organizational planning
   (iv) Ensure adequate resources
   (v) Manage resources effectively
   (vi) Adopt new projects and campaigns
   (vii) Determine and monitor the organization's programs and services
   (viii) Assure, and help with local and global networking.
   (ix) Define the organization's mission and purposes
   (x) Provide ongoing support and guidance for the officers if any; review their performance and make recommendations

Revised Nov 16th, 2019
(xi) 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.

(xii) Enhance the organization’s public image

(xiii) Assess its own performance

(xiv) elect and excuse executive committee officers

(xv) elect and excuse board members

(e) Executive board of directors’ committees:

(i) Strategic, development and fundraising committee 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.

(ii) Audit committee officer: 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.

(iii) Liaison committee officer: 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.

(f) Minimum expectations from executive board of directors, failure to meet these expectations can be grounds for termination with simple majority vote:

(i) Attending 75% of PAMA executive board of directors meeting

(ii) Participating in the logistics and preparation for local fundraising activities in their communities

(g) The board will nominate new board members for consideration as needed.

(h) 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 executive board of directors.
(i) 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.

(j) Conflict of interest policy:

(i) Executive 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.

(ii) While conducting PAMA related activities, executive 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.

(iii) Executive board of directors and officers of PAMA must avoid misleading the public about either their credentials or their role in PAMA.

(iv) Executive board of directors and officers of PAMA must comply with a zero-tolerance policy of PAMA regarding the board and officer’s integrity.

(v) Executive board of directors and officers of PAMA must live PAMA’s philosophy of selflessness, where PAMA’s interests and activities are put before personal interests.

(k) Arbitrating disputes or concerns within executive board of directors:

(i) Concerns can be brought up by a board member, an officer, PAMA member or even the public.

(ii) The board should provide both verbal and written notification regarding the concerns to the member who is the subject of the concern.

(iii) The board should listen and give the chance and the needed time to the member to provide needed clarification.

(iv) The board should resort to voting on excusing a board member from her/his duties as a last resort.
(l) 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.

(m) The board of director 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.

Section 6.02 PAMA AVISORY BOARD:

(a) Assure, and help with local and global networking.

(b) Provide ongoing support and guidance for the executive board; review their performance, assure compliance with the bylaws, and make recommendations

(c) Help PAMA to expand both geographically and professionally

(d) Help enhance the organization’s public image

(e) Decide on its governance structure, meetings, and recruit its own members

Section 6.03 PAMA ACADEMIC BOARD
(a) Made up of chairs of PAMA committees
(b) Is in charge of establishing different committees
(c) Committees can be established based on specialty, like critical care committee, or on function, like Teleconference committee
(d) The board will help PAMA implement its projects by resourcing its manpower
(e) The board can coordinate with the executive board to establish PAMA society to embrace all academic committees
(f) The board will decide on its function and governance structure and meetings as long as it is within the mission of PAMA
(g) The board or its committees can start academic and CME activities in the US and Palestine
(h) The board will need to coordinate its activities with PAMA executive board
(i) The board has to use PAMA official tools for financial transactions and media announcement
(j) The board has to brand its activities as PAMA activities and use PAMA logo.

Section 6.04 PAMA AVISORY BOARD:
Article VII. -- MEETINGS

Section 7.01 Executive board of directors should meet at least once every quarter.
Section 7.02 PAMA committees should meet as often as they see necessary.
Section 7.03 The quorum for board and board committee meetings is simple majority.
Section 7.04 Voting at board and board committee meeting shall proceed based on simple majority which is 50 percent plus one.
Section 7.05 the chair of a committee should break the tie in the vote.

Article VIII. -- CHAPTERS, WORKING GROUPS, COMMITTEES, BRANCHES, YOUTH GROUPS

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

Section 8.01 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.
Section 8.02 Chapters can be established by any group of healthcare professionals who are PAMA members and share the mission of PAMA.
Section 8.03 Each chapter must designate a chairman who will be the contact Pearson with the executive board of directors and PAMA officers.
Section 8.04 The Chapter can propose projects to the executive board of directors who in turn will approve for fundraising.
Section 8.05 Chapters should not initiate any fundraising activity under the name of PAMA without approval from the executive board of directors and/or PAMA executive committee.
Section 8.06 Fundraising should be done using PAMA official tools. These include PAMA website, PAMA social media outlets, and fundraising tools.
Section 8.07 Donations should be deposited into PAMA bank of America or PayPal accounts, cash donations should be discouraged.
Section 8.08 Chapters are responsible to assure that the license of solicitation is active in their state before soliciting for donations.

Revised Nov 16th, 2019
Article IX. -- FINANCES AND DUES

Section 9.01 Access to the bank account shall be granted only to the officers who are the president, vice president, and treasurer.

Section 9.02 The Association represented by its executive board of directors shall establish its dues.

Section 9.03 PAMA may conduct special fund raisings for charitable and medical relief activities.

Section 9.04 Upon dissolution of PAMA, all remaining assets must be used exclusively for tax exempt purposes.

Article X. -- PAMA IN PALESTINE

Section 10.01 The executive board of directors should approve any PAMA related activity in Palestine, PAMA members, executive board of directors and officers should refrain from any activities before getting such approval.

Section 10.02 PAMA related activities in Palestine should be communicated with the public though PAMA official media outlets rather than members personal accounts. PAMA members are encouraged to share such communications made by PAMA.

Section 10.03 Meetings with Palestinian officials on behalf of PAMA and the content of such meetings should be approved by PAMA executive board of directors.

Article XI. -- AMENDMENT OF THE BYLAWS

Section 11.01 Amendments or revisions of these bylaws may be proposed by any member of PAMA.

Section 11.02 The bylaws may be amended by PAMA executive board of directors.

Article XII. VOTING

Revised Nov 16th, 2019
Section 12.01 Voting at board and board committees’ meetings shall proceed based on simple majority of attendees, which is 50 percent plus one.

Section 12.02 The quorum for board and board committees’ meetings is simple majority.

Section 12.03 Absentee board members can’t submit their votes.

Section 12.04 An exception to the above rule is 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 12.05 In case there was a tie on the vote, the president vote should be the tie breaker.

Section 12.06 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 XIII. Projects:
Section 13.01 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 13.02 The Executive committee will select from submitted projects

Section 13.03 The executive committee can also recommend projects to the right partners if needed.

Section 13.04 Projects will be submitted on PAMA website anytime during the year