

**Palestinian American  
Medical Association,  
PAMA**



**4000 Legato Rd.  
Suite 1100  
Fairfax, VA  
22033**

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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 Kansas as a Kansas corporation.

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

**ARTICLE II.     -- MISSION STATEMENT**

Provide immediate medical relief to Palestinians living in Gaza and the West Bank and establish and support programs, education, and training that foster the future of Palestinian healthcare.

**ARTICLE III.    -- ACTIVITIES**

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

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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) NGOs that share the mission of PAMA.

Section 1.06 To be active locally and internationally and respond to humanitarian needs and crises wherever needed.

Section 1.07 Provide financial and logistic support to Palestinian healthcare professionals to pursue 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 is available to all who share the PAMA mission and submit a membership application on the PAMA website.

Section 1.10 Membership dues: PAMA members currently have no membership dues, which are subject to change.

Section 1.11 Termination of membership

- (a) Any member may resign at any time by unsubscribing from the 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 when the bylaws of PAMA or its mission statement are violated.

Section 1.12 Donors, supporters, and volunteers can join the PAMA mailing list without being members, and they can unsubscribe at any time.



## **ARTICLE V. – OFFICERS AND PAMA EXEXECUTIVE BRANCH**

**Section 1.13** The executive committee comprises the current and possibly past PAMA president, vice president, secretary, treasurer, and PAMA-hired staff.

**Section 1.14** The executive committee shall fulfill the following duties:

- (a) Prepare 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 hired or elected board members who serve on the executive committee.
- (b) The board of directors elects or excuses officers with a simple majority.
- (c) Elected officers should serve a term of three years and can nominate themselves for more terms without a limit.
- (d) The elected officer's position will be open for new candidates six months before the end of the term.
- (e) The board can excuse an officer and elect another for the remaining period of the term if:
  - (i) an officer is not able to finish her/his term and for a valid reason
  - (ii) the board decides that the officer is not fulfilling her/his obligations

**Section 1.16** President:

- (a) The president's duties include carrying out the association's policies, exercising general supervision over the association's activities, 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 in the board of directors' meetings.

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Section 1.17 Vice president:

- (a) The vice president's duties shall include those delegated by the president. In the president's absence, the vice president shall serve in the president's stead.

Section 1.18 Secretary: The secretary's duties include keeping a record of all proceedings and correspondence of the Association, officer delegates to the Association's annual meeting, preparing or overseeing the preparation of newsletters for distribution to PAMA members if desired, and maintaining official contact with the Association. The secretary shall preside at association meetings without the president and vice president.

Section 1.19 Treasurer: The treasurer shall keep an accurate record of all funds received and disbursed. At the executive committee's request, the treasurer shall prepare an annual association budget and financial report and submit them for approval. It shall be the treasurer's duty to remit to the Association and/or to the applicable state conference any dues collected on behalf of the Association and/or conference. The treasurer shall preside at association meetings without the president, vice president, and secretary.

## **ARTICLE VI.    --PAMA BOARDS:**

Revised March 12, 2024



**Section 1.20 BOARD OF DIRECTORS**

- (a) The board of directors comprises PAMA founders and newly recruited members of the board of directors.
- (b) The board of directors shall fulfill the below duties:
  - (i) Define the organization's mission and purposes.
  - (ii) Approve PAMA strategy to ensure growth and successful project implementation.
  - (iii) Approve the annual budget.
  - (iv) Approve new projects or significant changes in an existing project.
  - (v) Help with local and global networking.
  - (vi) Enhance the organization's public image.
  - (vii) Provide ongoing support and guidance for the executive committee, review their performance, and make recommendations.
  - (viii) Arbitrate in internal disputes and concerns about a breach in the bylaws or policies of PAMA by any member, including the officers.
  - (ix) Elect and excuse executive committee officers.
  - (x) Elect and excuse board members.
  - (xi) Attend 75% of PAMA Board of Directors meetings.
  - (xii) Participate in the logistics and preparation for local fundraising activities in their communities.
  - (xiii) Nominate new board members for consideration as needed.
- (c) Terms:
  - (i) Board members should serve a two-year term and be eligible for renewal after a majority of board approval. Founders are an exception to the two-year term.
  - (ii) Board members can resign at any time. The resigning board member can't rejoin the PAMA board unless nominated and elected by the board of directors.
  - (iii) Board members can request a leave of absence for a maximum of one year and rejoin without permission afterward. During their break, they are excused from all board commitments or duties.



- (d) Chairman: Should serve a three-year term, eligible for renewal without a vote unless there is another nominee.
  - (i) The chairman of the board should coordinate with the president on the following:
    - 1) Convene board of directors' meetings once every quarter or as agreed upon by the board.
    - 2) Communicate the board recommendations officially with the executive and other board committees.
    - 3) The chairman will be a tiebreaker on board motions should there be a tie.
    - 4) Communicate with existing board members and board membership candidates regarding leaving or joining the board.

## **ARTICLE VII. --ADVISORY BOARD**

- (e) Ensure and help with local and global networking.
- (f) Provide ongoing support and guidance for the executive board; review their performance and make recommendations.
- (g) Help PAMA to expand both geographically and professionally
- (h) Help PAMA achieve its fundraising goals
- (i) Meet at least twice a year and forward written recommendations to the executive board.
- (j) Enhance the organization's public image
- (k) Decide on its governance structure and recruit its members
- (l) Establish the following committees:
  - (i) Strategic, development, and fundraising committee: This committee has three members, including the officer who chairs it and represents it at the executive committee meetings. The committee aims to formulate a plan to ensure PAMA's growth and expansion.



- (i) Audit committee: This committee consists of three members, including the officer who chairs it and represents it at executive committee meetings. The committee aims to ensure PAMA's good legal standing, audit all financials, and make recommendations about PAMA's structure and operations.
- (ii) The Liaison committee comprises three members, including the officer who chairs and represents the committee at executive committee meetings. The committee aims to oversee the implementation of PAMA projects in Palestine and assure grantees' compliance with PAMA grant terms.
- (iii) Professional committees as needed, these should include medical and surgical specialized committees that will help with the following:
  - 1) Communicate with their peers in Palestine
  - 2) Arrange for medical missions that are specialized missions
  - 3) Participate in the PAMA teleconference program
  - 4) Meet on the side of national conferences for these specialties
  - 5) Help PAMA expand professionally and geographically

## **ARTICLE VIII. ARBITRATION**

Section 1.21 A board member, an officer, a PAMA member, or even the public can raise concerns.

Section 1.22 The board should notify the member who is the subject of the problem verbally and in writing about the concerns.

Section 1.23 The board should listen and give the member the chance and time to provide needed clarification.

Section 1.24 The board will arbitrate and might vote to exempt a board member from her/his duties as a last resort.

## **ARTICLE IX. -- MEETINGS**

Section 1.25 The board of directors should meet at least once every quarter.



Section 1.26 PAMA committees should meet as often as they see necessary.

Section 1.27 The quorum for board and board committee meetings is a simple majority.

Section 1.28 Voting at board and board committee meetings shall proceed based on a simple majority of 50 percent plus one.

Section 1.29 The chair of a committee will be a tiebreaker.

Section 1.30 The board of directors must 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 is approved. These minutes should include the names of the persons who voted on the arrangement and their votes, who were present during the discussion of the approval of compensation arrangements, those who voted on it, and the votes cast by each board or committee member.

## **ARTICLE X. -- CHAPTERS, WORKING GROUPS, COMMITTEES, BRANCHES, YOUTH GROUPS**

**Section 1.31** expansion is an important strategic goal of PAMA. PAMA encourages its members to create the above-mentioned categories according to the guidelines below:

- (a) PAMA chapters are integral parts of PAMA instead of 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 contact Pearson with the board of directors and PAMA officers.
- (d) The chapter can propose projects to the board of directors, who will approve them 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, including the PAMA website, 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 for ensuring that the solicitation license is active in their state before soliciting donations.

## **ARTICLE XI.    -- FINANCES AND DUES**

Section 1.32   Access to the bank account shall be granted only to the officers who are the president, vice president, and treasurer.

Section 1.33   The Association, represented by its board of directors, shall establish its dues.

Section 1.34   PAMA may conduct special fundraisings for charitable and medical relief activities.

Section 1.35   Upon dissolution of PAMA, all remaining assets must be used exclusively for tax-exempt purposes.

## **ARTICLE XII.   -- PAMA IN PALESTINE**

Section 1.36   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 1.37   The PAMA Board of Directors is the only entity that approves new projects and appoints or dismisses PAMA officials, representatives, and employees in Palestine.

Section 1.38   PAMA executives in Palestine help run approved PAMA projects rather than coming up with new projects.

Section 1.39   PAMA executives in Palestine can't issue a new payment without the 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 1.40   Two signatures are needed to issue a payment after approval as long as one of the signees is a PAMA representative in Palestine. Signees are PAMA representatives, employees, and designated officials in Palestine. When writing these bylaws, the signees are Moath Noairat, Wael Amro, and Abeer Ismail.



Section 1.41 PAMA representatives, employees, officials, and lawyers can represent PAMA at the Palestinian Ministry of Interior. Such representation should concern running current PAMA projects and filing annual reports and related paperwork. When writing these bylaws, the following can represent PAMA at the Ministry of Interior: Moath Noairat, Wael Amro, Abeer Ismail, Abdullah Musleh, and Mohammad Amarneh.

Section 1.42 PAMA representatives, employees, officials, and lawyers must keep PAMA in good legal standing in Palestine. This includes complying with all Ministry of Interior recommendations and regulations.

### **ARTICLE XIII. -- AMENDMENT OF THE BYLAWS**

Section 1.43 Any member of PAMA may propose amendments or revisions of these bylaws.

Section 1.44 The PAMA Board of Directors may amend the bylaws.



## **ARTICLE XIV. --VOTING**

Section 1.45 Voting at board and board committees' meetings shall proceed based on a simple majority of attendees, 50 percent plus one.

Section 1.46 The quorum for board and board committees' meetings is a simple majority

Section 1.47 Absentee board members can't submit their votes.

Section 1.48 Board members can vote using the What's App group of the board members; chat on this group should be routinely archived for records.

Section 1.49 When there is a vote to amend the bylaws, board members can submit their vote to pamapalestinian@gmail.com before the board meeting starts. Board members should receive amendments at least 24 hours before the meeting begins. Board members can request to postpone the vote up to seven days after receiving the information.

Section 1.50 The chairman's vote should be the tiebreaker if there is a tie on the vote.

Section 1.51 The 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 XV. --PROJECTS:**

Section 1.52 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 highly impact patients and communities that MoH institutions cannot solve timely.
- (b) Target a group of beneficiaries rather than individuals.
- (c) Submitted by governmental and non-governmental entities willing to partner with PAMA. For-profit entities are welcome to submit if they forfeit their profit.
- (d) Projects should have specific and measurable results.

Section 1.53 The Executive Committee will select projects from the submitted projects.

Section 1.54 The executive committee can also recommend projects to the right partners if needed.

Section 1.55 Projects will be submitted on the PAMA website anytime during the year

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Section 1.56 The board needs to vote on new projects or a significant change in existing projects for approval