



**PILATES METHOD ALLIANCE, INC.**  
**— BYLAWS —**

**ARTICLE I**  
**NAME AND PRINCIPAL OFFICE**

**Section A. Name/Nonprofit Incorporation.**

The name of the corporation shall be Pilates Method Alliance, Inc., hereinafter referred to as “PMA” or the “Corporation.” The Corporation is incorporated as a nonprofit, tax-exempt corporation organized under the laws of the State of Florida and is a 501(c)(3) registered organization under the IRS code.

**Section B. Principal Office/Other Offices.**

The principal office of the Corporation shall be in the State of Florida, unless otherwise designated by a majority vote of the Board of Directors of the Corporation (the “Board”). The Corporation may have other offices at such other locations as may be designated by the Board.

**ARTICLE II**  
**PURPOSES AND LIMITATIONS**

**Section A. Mission Statement.**

The mission of PMA is to advance Pilates as a profession and to promote and perpetuate the teachings of Joseph H. and Clara Pilates.

As a full representation of the Membership of the PMA, it is the intention that the Board shall consist of a diverse group of Directors. The Nominating Committee shall use its reasonable efforts to ensure that Director nominees presented to the Membership constitute a diverse group which will represent the interests of all Members and to put forth a slate of candidates that is racially, ethnically, differently abled, and gender diverse.

The Board and Corporation dedicates itself to a commitment of antiracism and antidiscrimination, an openness to serve Members of all body types and shapes, religious affiliations, sexual orientations, and gender expressions, and is also committed to creating a Board that is diverse in skillset, profession, and perspective.

**Section B. General Purposes.**

The purposes of PMA are to support and promote the professional field of Pilates and to encourage quality professional practice.

### **Section C. General Authority.**

The Board shall have the authority, responsibility, and accountability to develop, establish, approve, and enforce policies and procedures necessary to implement the purposes and strategic plans of the Corporation.

### **Section D. Limitations.**

The purposes and limitations of the Corporation shall be restricted as follows:

1. Unless authorized by applicable law, no part of the net earnings of PMA shall inure to the benefit of, or be distributed to, the Board, Directors, Officers, or other private persons, except that PMA shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of, and consistent with, the purposes set forth in these Bylaws and applicable policies of the Corporation.
2. PMA shall not engage in any activities relating to election campaigns for candidates seeking political office, nor shall any Officer, Director, agent, representative, or employee engage in such activities on behalf of the Corporation. No substantial part of the activities of the organization shall consist of carrying on propaganda or otherwise attempting to influence legislation.

## **ARTICLE III MEMBERSHIP**

Membership in PMA is open to any individual who is interested in the study and practice of Pilates, supports the objectives of the Corporation, and is willing to contribute to the achievement of the Corporation's objectives. Individuals seeking to be members shall be deemed "Members" of PMA following PMA's acceptance of all required application materials and the timely payment of all required dues, fees, and assessments in each year that such materials and/or payments are required.

All Members, who are in good standing, shall have voting privileges; provided, however, that Members shall not have the power to vote for dissolution of the Corporation, such power being vested in the Board as specified in these Bylaws. All Members are eligible to hold elected offices in the Corporation subject, however, to any other requirements imposed by these Bylaws and/or the Board. The Board may, in the interests of the Corporation, establish classes of Membership and related qualifications. The Members of PMA, as a group, are sometimes referred to herein as the "Membership."

## **ARTICLE IV MEMBERSHIP MATTERS**

### **Section A. Annual Member Meetings.**

The PMA shall conduct a meeting of the Members (“Member Meeting”) at least annually. The annual Member Meeting, conducted at a time determined by the Board, may be combined with other meetings held by PMA.

### **Section B. Special Member Meetings.**

The Board may call Special Member Meetings for any lawful purpose. In addition, upon petition, the Membership may call and conduct Special Member Meetings under the following conditions:

1. The Member Sponsor(s) of the requested meeting shall present to the Secretary of PMA a petition signed by ten percent (10%) or more of the Members, requesting that a Special Member Meeting be convened.
2. The petition shall state the specific purpose of the meeting and provide a description of the manner in which the meeting will address these purposes and will benefit PMA and the Membership.
3. Within twenty (20) days of receipt of a valid special meeting petition, the Board shall set a date, time and location for the meeting and provide notice of same to the Membership, together with a description of the business to be transacted. The date of such special meeting shall be no less than sixty (60) nor more than ninety (90) days from the date on which notice is sent. A notice shall be sent to each Member via e-mail at the e-mail address for such Member which appears in PMA’s records or at the e-mail address furnished by such Member for purposes of transmission of notice.
4. Within thirty (30) days following the conclusion of the meeting, the Member Sponsor(s) of the special meeting shall prepare and present to the Board a report discussing all activities conducted during the meeting.

The Member Sponsor(s) shall agree to satisfy any other requirements established by the Board.

### **Section C. Member Voting Procedure.**

All votes of the Membership shall be conducted online unless otherwise specified by resolution of the Board. Each Member is entitled to one vote per question or resolution only. Only votes of Members who are entitled to vote shall be counted for any relevant purpose. The sale or transfer of a vote is strictly prohibited. Unless otherwise required by these Bylaws or applicable law, all questions, resolutions, and other actions submitted shall be carried by a majority (51%) of votes cast by Members entitled to vote and if less than the majority (51%) of the votes cast is received, the Board shall have the authority to make the final decision.

With respect to any question or proposed action that the Board determines should be submitted to the Membership without attendance at a meeting, PMA shall e-mail a ballot to each Member at the e-mail address for such Member which appears in PMA's records or at the e-mail address furnished by such Member for purposes of transmission of notice, and such e-mailing shall be deemed to be good and sufficient notice of such vote. Each online vote shall be deemed a limited proxy authorizing and directing the Corporation to act in the manner indicated on the ballot only.

## **ARTICLE V BOARD OF DIRECTORS**

### **Section A. Authority of the Board.**

The PMA shall be governed by the Board. The Board shall have authority and control over all lawful activities of the Corporation, including but not limited to the policies and matters relating to Membership, programming, publications, fees, dues, and assessments, Member services, Board operations, funding, spending, and budgetary authority, contract and grant arrangements, ethics, grievance, and appeals.

### **Section B. Limitations of Authority of the Board.**

The Board shall not authorize the payment of any compensation or the furnishing of any other financial or tangible benefit to any of Directors or Officers in consideration of their services to PMA. The Board may, however, authorize the reimbursement of such Directors' or Officers' actual, reasonable expenses incurred in connection with attendance at Board meetings and other Board activities; provided, however, that, unless otherwise unanimously approved the Board, the amount of the reimbursement to any individual Director or Officer shall not exceed \$500 per year.

### **Section C. Composition of the Board.**

The Board shall be composed of not less than three (3) and not more than eleven (11) members ("Directors"). The maximum number of Directors may be changed by an amendment to the Bylaws, but any such amendment shall not affect the tenure of office of any Director, except as provided in Section E. The Directors shall include, at minimum, the President, Secretary, and Treasurer.

### **Section D. Qualifications for Directors.**

All Directors shall be expected (based on their professional or personal knowledge) to be able to advance Pilates as a profession and to promote and perpetuate the teachings of Joseph H. and Clara Pilates. Directors are expected to attend board meetings, the annual meeting of the Board, conference activities, and to contribute or raise at least \$2,000 annually to the Corporation to help sustain its mission.

### **Section E. Ex-officio Board Members.**

If the organization employs an Executive Director of the Corporation (“Executive Director”), they shall serve as *ex-officio*, non-voting member of the Board. The Board may appoint additional *ex-officio* non-voting members of the Board in addition to the Executive Director (“Ex-Officio Board Members”) as the Board deems necessary or desirable. The Executive Director (in the capacity as Executive Director) and any Ex- officio Board Members are not considered “Directors” for purposes of these Bylaws. Ex-officio Board Members may or may not be Members who have special skills from which the Board may wish to benefit. Ex-officio Board Members may be appointed for an initial term of one (1) year, or such lesser period as may be determined by vote of the Board (the “Ex-officio Term”). The Ex-officio Term of any Ex-officio Board Member may be extended by the Board for a maximum Ex-officio Term of three (3) years. If a person serves three years as an Ex-officio Board Member and is not a director or Ex-officio Board Member for a period of at least one (1) year, such person may be re-appointed as an Ex-officio Board Member. Ex-officio Board Members, who are Members, may be nominated as Directors in any scheduled election of Directors. An individual may not, however, serve as both an Ex-officio Board Member and a Director simultaneously.

### **Section F. Terms of Office**

Each Director shall be elected to serve for a single term of three (3) years and a lifetime of six (6) years, unless elected by the Board as President. The Board President may serve for up to an additional three years above the existing term limits. Upon completion of one (1) term, Directors may be reelected for one additional term (whether or not consecutive with the first term). Directors shall serve staggered terms of four (4), three (3), and two (2) years until each Director is not serving a term longer than three (3) years. Thereafter, each Director shall hold office until the third annual meeting after his or her election with approximately one-third of the Directors elected at each annual meeting. Each Director shall hold office until the expiration of the term for which he or she was elected and until the election or appointment and qualification of a successor, or until that Director’s earlier resignation or removal in accordance with these Bylaws.

### **Section G. Nomination of Directors.**

Under the leadership of the Committee Chair of the Nominating Committee the Nominating Committee shall:

1. Make notice to PMA Members and by public notice that the Board is accepting applications for Board positions.
2. Accept applications for a period of not less than thirty (30) days.
3. Review applications and host interviews for qualified candidates beginning on the first day following the applications acceptance period. Review and interview process shall be completed in a maximum period of twenty-one (21) days.
4. Nominating Committee shall choose a minimum of two (2) candidates for each open position on the Board.

5. Within ten (10) days of the final selection of qualified candidates, the Nominating Committee shall host a virtual forum for all Members to meet the candidates for an open question and answer period.
6. Twenty-four (24) hours following the virtual forum, the Nominating Committee shall publish notice of such nominations electronically, after which Members will have not more than five (5) days to cast their electronic vote for their chosen candidate. Each Member may cast one (1) vote per open Board position.

#### **Section H. Election of Directors.**

All elections for Directors shall be supervised by the Nominating Committee, administered by the staff, and conducted by electronic ballot sent to Members. The nominees receiving the largest number of votes for open Director positions shall be elected to those positions. Where two (2) or more nominees receive the same number of votes, the Board shall host a Special Election of the Members to break the tie. The results of the election shall be announced to Members within five (5) business days of the close of electronic balloting as set by the Board. Newly elected Directors begin their term in January following their election.

Any dispute concerning the nomination or election process of Director nominees shall be determined by the majority of the Board. If there is a dispute, the person(s) making the dispute shall submit, in writing, a statement contesting the outcome of the election, the reason, and desired outcome. The Board shall have ten (10) days to respond to contestor with a decision. The final Board decision shall stand.

#### **Section I. Director Resignation/Vacancy.**

A Director may resign at any time upon written notice to the Secretary of the Corporation. Such resignation shall take effect on the date the notice was delivered to the Secretary unless a later date is specified. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective. Vacancies, as they occur on the Board by resignation, death, incapacity, removal, or other reason, may be filled by appointment. A majority (51%) of the remaining Directors may at any time fill a vacancy on the Board which results from any cause. A Director elected to fill a vacancy shall serve for the unexpired term of the Director whose resignation or removal created the vacancy on the Board. If the number of Directors then in office is less than a quorum, the then remaining Directors may elect and appoint additional Directors to fill such vacancies by the unanimous vote of the Directors then in office.

#### **Section J. Conduct and Removal of Directors.**

Directors shall act in an independent manner consistent with their obligations to PMA and in accordance with applicable law, regardless of any of their other affiliations, memberships, or positions. Directors shall maintain moral and ethical behavior in their representation of the PMA and the Board.

Any Director may be removed for cause by a two-thirds (2/3) affirmative vote of the other Directors at any regular or special meeting at which a quorum is present. Pending a final determination that cause

exists for removal, the Board may suspend a Director by a two-thirds (2/3) affirmative vote at any regular or special meeting. "Cause" shall include, but shall not be limited to, any material violation by a Director of the PMA Policy on Responsibilities and Conduct of Board Members or a violation of the Board *Code of Ethics*. Cause may also include failure to attend Board and committee meetings. A Board member who misses more than two consecutive Board meetings or a majority of Board meetings in any one calendar year may be removed, unless the Board finds there is good cause not to remove the member.

## **ARTICLE VI MEETINGS OF THE BOARD**

### **Section A. Annual Meeting of the Board**

The Corporation shall hold an annual meeting of the Board for (a) the election of Directors and Officers and (b) the transaction of such other business as may properly come before the meeting. The annual meeting shall be held annually at such time as determined by the Board. The Corporation may hold other regular meetings at such times as are affixed by the Board. Unless the Certificate of Incorporation, the Act or these Bylaws provide otherwise, any business may be considered at the annual or any other regular meeting without such business having been specified in the notice for such meeting. Failure to hold an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

### **Section B. Regular Board Meetings.**

The Board shall meet regularly on dates determined by the then current Board members. Notice of each meeting shall be delivered via e-mail to each Director at least five (5) days prior to the date of the meeting. At all such meetings, the Board is authorized to conduct any lawful PMA business. The President may schedule such meetings via telephone conference or other form of electronic communication. Should an item of business require immediate attention and action by the Board, a meeting may be called without previous notice so long as all the Directors have been contacted and advised of such a meeting and of the matters to be discussed and/or acted upon. Any meeting that is held remotely by phone or any other means must allow all members to hear the proceedings and to participate if they wish.

### **Section C. Meeting Quorum.**

A quorum is required for the Board to conduct any business at any meeting and is constituted by 51% of current Directors. The action of a majority of the Board present at a meeting at which a quorum is present shall be an action of the Board. Each Director shall be entitled to one (1) vote on any matter coming before the Board.

#### **Section D. Adjournment.**

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

#### **Section E. Actions Without Meeting.**

Should a matter requiring a vote of the Board arise between Board meetings, a ballot shall be taken by e-mail or such other method as is authorized by the President. A majority affirmative vote of all Directors shall be necessary to carry any motion, and all Directors must consent in writing to the resolution authorizing the action. The signed consents, or copies thereof, shall be placed in the electronically secure files of the Board minutes.

#### **Section F. Voting by Proxy.**

Voting by proxy shall not be permitted.

### **ARTICLE VII OFFICERS**

#### **Section A. Titles of Officers.**

Subject to the control of the Board, all Officers, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws or by resolution of the Board and, to the extent not so provided, as generally pertain to their respective offices.

1. **President.** The President shall be a Director and shall preside at all meetings of the Board. The President shall perform such other duties and have such other powers as the Board may from time to time prescribe by standing or special resolution, subject to the powers and the supervision of the Board.
2. **President-Elect.** The President-Elect shall be a Director and, in the absence of the President, shall preside at all meetings of the Board at which the President-Elect shall be present. In general, the President-Elect shall perform all duties similar to the office of a President-Elect of a corporation and such other duties as are from time to time assigned to the President-Elect by the Board.
3. **Secretary.** The Secretary shall be a Director and shall keep the minutes of the meetings of the Board in an electronically secure location. The Secretary shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law and shall be custodian of the records of the Corporation. In general, the Secretary shall perform all duties similar to the office of



a secretary of a corporation, and such other duties as are from time to time assigned to the Secretary by the Board.

4. **Treasurer.** The Treasurer shall be a Director and shall have charge of and be responsible for reporting on all financials functions as it has been reported to him/her by the Executive Director and/or the Chief Financial Officers and/or Controller. The Treasurer shall submit a report to the Board for final approval to act as an operating budget for the fiscal year. The Treasurer shall render to the President and to the Board, whenever requested, an account of the financial condition of the Corporation.

#### **Section B. Qualifications and Authority of Board Officers.**

The Officers shall be responsible and accountable to the Board for implementing and carrying out Board resolutions and directives and shall have the authority and accountability conferred and granted by these Bylaws and by the Board. Except in the case of Secretary, no individual shall hold more than one Officer position at any one time. Officers shall act in an independent manner consistent with their obligations to PMA and in accordance with applicable law, regardless of any of their other affiliations, memberships, or positions. Officers shall maintain moral and ethical behavior in their representation of the PMA and the Board.

#### **Section C. Election and Terms of Officers.**

1. The Board shall elect Officers from among those of its Directors who have served at least one (1) year (hereinafter "Eligibility Requirements"). Such elections shall be held during the Board meeting that takes place during the first meeting of year following elections, or as soon thereafter as is practicable.
2. Officers shall take office on January 1 of the subsequent year after which they are elected and sworn in and shall serve for a term of one (1) year ("Officer Term"), except that the President and President-Elect shall serve for a single term of two (2) years. Subject to the Eligibility Requirements, a person may be re-elected as Secretary and Treasurer for up to one (1) additional consecutive Officer Term, i.e., to serve a total of two (2) consecutive years as an Officer in the capacity of Secretary or Treasurer (or any combination thereof). A person may be elected as President regardless of the number of consecutive Officer Terms such person served as Secretary, Treasurer or President-Elect prior to being elected President.

#### **Section F. Officer Resignation/Vacancy.**

1. Any Officer may resign at any time by providing written notice to the Secretary. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance as determined by the President or Board.
2. In the event that any office other than that of President becomes vacant for any reason, the President shall appoint an interim Officer to fill such vacancy until the next regularly scheduled Board

meeting, at which time the Board shall elect a new Officer to serve the remainder of vacant office's term. If the President resigns, the Board shall appoint an interim President to fill such vacancy for the remainder of the prior President's remaining term. Whether such interim Officer or President is eligible for immediate re-election shall be determined by the Board in a manner consistent with Board succession policy established prior to such resignation.

**Section G. Removal of Officers.**

An Officer may be removed from office, with or without cause, by the Board whenever, in its sole judgment, the best interests of PMA will be served by such removal. An Officer may be removed by a two-thirds (2/3) affirmative vote of the Board at any regular or special meeting of the Board at which a quorum is present and under rules or procedures approved by the Board.

**ARTICLE VIII  
EXECUTIVE DIRECTOR**

**Section A. Executive Director Appointment, Authority, Duties and Compensation.**

The Board is charged to act in good faith, with care and in the best interests of the Corporation. When necessary, the Board leads in the hiring, evaluation and if necessary, termination of the Executive Director. If the organization employs an Executive Director, the Board reviews and approves an annual budget for the Corporation as presented by the Executive Director and exercises general oversight of the financial affairs of the Corporation. In addition, the Board will approve a strategic plan for the Corporation, and periodically review the work of the staff in the fulfillment of the strategic plan. If the organization employs an Executive Director, they shall have authority over all day-to-day affairs of the Corporation. The Board will annually review the compensation of the Executive Director based on appropriate market data.

**ARTICLE IX  
BOARD COMMITTEES**

**Section A. Standing Committees.**

The Board shall operate with certain "Committees." The slate of members to serve on a Committee shall be approved by the Board. Committee members and Chairs do not have to be Officers or Directors of the Board.

Standing Committees of the Board are:

- **Conference Committee**

The conference committee is responsible for ensuring PMA programs have a viable and sustainable strategy and are achieving their intended educational impact and outcomes and includes oversight of annual conference development.

- **Diversity, Equity, Inclusion and Belonging Committee**

The Diversity, Equity, Inclusion and Belonging Committee cooperates with the PMA staff and the Board to foster the diversity and inclusivity of the PMA, as well as promote the value of membership benefits to both domestic and international members. This committee also serves in matters of membership recruitment and retention.

- **Advocacy Committee**

Oversee the PMA's ability to increase visibility of the Pilates industry in the areas of healthcare and other allied fields. Help keep the Members remain informed on relevant matters and brings proposals to the table for a board position or an organizational activity.

- **Education Committee**

The purpose of the Education Committee is providing members with current information on educational opportunities available to the Pilates industry and creating standards for industry schools and teacher credentials.  
activity.

**AD HOC: Special Issue Committee**

To investigate an unusual problem or opportunity, such as negative publicity, deep staff resentment against the executive director, an unusual grant opportunity or a possible joint project with another organization. Setting up a Special Issue Committee to research the situation and report back to the Board ensures that decisions are based on adequate information.

**Section B. Nominating Committee**

The Nominating Committee shall be comprised of the President as the Committee Chair and two (2) Directors, chosen by random draw, and shall be established by the Board to oversee and supervise the nominating process for Directors. The Nominating Committee shall ensure that appropriate procedures are in place for selection and presentation to the Membership of qualified Director nominees.

**Section C. Executive Committee.**

The "Executive Committee" shall be comprised of the President, President-Elect, Secretary, and Treasurer. If the organization employs an Executive Director, they shall serve as ex-officio, non-voting member of the Executive Committee. The following shall apply to the Executive Committee:

1. The Executive Committee may act for the Board between meetings of the Board or as otherwise authorized by the Board. The Executive Committee shall not, however, have the power to approve

a dissolution or merger; sell PMA assets; remove a Director or Officer; fill vacancies on the Board or any Committee thereof; fix or pay compensation or reimbursement relating to Board, or Committee service; or amend, repeal, or adopt Bylaws or Board resolutions. The Executive Committee shall keep minutes of all its proceedings, promptly circulate such minutes to the Board, and present reports of its activities, if any, at each meeting of the Board. Executive Committee minutes and reports shall be maintained with the PMA corporate minutes.

2. The Executive Committee shall meet on a schedule determined by the President. Any member of the Executive Committee may request that an Executive Committee meeting be convened, outside of regularly scheduled meetings, to conduct specific business. Such requests shall be communicated to the President, who may call a meeting if appropriate. Executive Committee meetings shall be conducted via telephone conference, or such other forum agreed by the Executive Committee members at a date and time determined by the President, so long as all participants can communicate and effectively participate.
3. Unless contrary to these Bylaws, the actions of the Executive Committee shall constitute the actions of the Board unless subsequently rescinded or modified by the Board.

### **Section C. Committee Membership.**

Any Committee shall have the authority and the duty to carry out the purposes for which the Committee was established, as directed by the Board. A Committee shall be prohibited from any activities or actions that cause PMA to be legally or financially obligated to any person or entity, except by prior written approval of the Executive Committee. The President shall appoint the Chairperson of each Committee subject to the approval of a majority of the Directors then in office.

Except as otherwise provided in these Bylaws, each Committee shall adopt rules of procedure for its business that are consistent with rules of the Bylaws. Members of the Committees, except the Nominating Committee, may come from the general Membership. Each member of a Committee shall serve until the next annual meeting of the Board and until such member's successor is appointed, unless: (1) the Committee shall be sooner terminated, (2) such member be removed from such Committee, with or without cause, by a vote of a majority of the Directors then in office, or (3) such member shall cease to be a Director (if required for service on the Committee) or otherwise resign from such Committee. A majority of the members of a Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the Committee, subject to ratification by the Board as presented by the Committee Chair. The members of a Committee may conduct any meeting thereof by conference telephone or similar communications equipment in accordance with the provisions the Bylaws.

## ARTICLE X GOVERNANCE

### **Section A. Autonomy.**

The Board shall be independent as to its corporate activities, finances, administration, conduct of meetings, determination of policies, election and appointment of Directors and representatives, and all other lawful activities.

### **Section B. Authorization to Act.**

Except as provided in these Bylaws, no Director, Officer, employee, agent, or representative of PMA shall act on behalf of PMA or hold him or herself out to the public as authorized to act on behalf of PMA or the Board without the prior written authorization of the Executive Committee (for acts on behalf of PMA) or the President (for acts on behalf of the Board).

### **Section C. Fiscal Year.**

The fiscal year of the Corporation shall begin on January 1 and shall end on December 31 unless otherwise determined by the Board.

### **Section D. Review of Financial Records.**

A certified public accountant shall be retained to conduct reviews and audits of the financial records of the Corporation at such times as are determined by the Executive Committee.

### **Section E. Parliamentary Procedures.**

The rules contained in the most recently revised edition of *Roberts Rules of Order* shall be the parliamentary authority for the conduct of all meetings of Board and Committees except where same are in conflict with these Bylaws or the policies and rules of the Board.

### **Section F. Use of PMA Intellectual Property.**

The PMA is a registered holder of the “Pilates Method Alliance®” and “PMA®” trademarks. Directors, Staff, Officers, and Members shall use PMA names, trademarks, logos, symbols, and other intellectual property of the Corporation only in a manner consistent with these Bylaws and PMA policies.

## **Section G. Conflict of Interest**

1. Each Director and Officer owes the PMA a duty of loyalty and to refrain from exploiting the relationship for personal benefit. Neither a Director nor an Officer may, either directly or indirectly, earn any personal profit or acquire any personal benefit or advantage from any activity in which the PMA has a direct interest or can reasonably be expected to have a direct interest. All Board members are expected to make an annual disclosure of any possible conflicts of interest. The disclosure shall be amended if the Board member reasonably believes that any additional possible conflict of interest may have occurred. The disclosures shall be reviewed by the Executive Committee and made available to the Board upon request.
2. No Director or Officer should engage in any conduct that competes with or has the appearance of competing with the PMA as to any matter. Without limiting the generality of this rule, the rule extends to:
  - a. the use by a Director or Officer in his or her own business of any trademarks, trade names or service marks of the PMA that might be confusing to the public and lead the public to believe that the PMA was affiliated with or sponsoring the goods or services under the Director's or Officer's own mark; and
  - b. any act by a Director or Officer to establish, promote or further any initiative that overlaps or would compete in any way with those initiatives established by the PMA.
3. Because the PMA is a charitable organization, a Director must also avoid the appearance of conflicts of interest, which can bring disrepute to the Board and the organization itself.
4. The personal activities of Directors and Officers should never, whether by act or omission, appear to be affiliated with or sponsored by the PMA. These actions may be grounds for removal from the Board.
5. Any Director or Officer who has, with the authorization of the Board, received a benefit from the PMA outside of his or her PMA duties shall include the PMA in their communications related to or arising out of such benefit (e.g., with reports to and correspondence with grant-giving organizations, publishers, and the public). The aim of this rule is to maintain transparency between the recipient of the benefit and the PMA.
6. Directors must promptly advise the Board prior to implementing any of any plan or intention (a) to expand the scope of his/her existing personal business into an area in which the PMA has a direct interest or reasonable expectation thereof, or (b) to engage in any new business or endeavor, whether directly or indirectly, in an area in which the PMA has a direct interest or reasonable expectation thereof.

## **ARTICLE XI AMENDMENTS**

These Bylaws may be amended or repealed by a majority (51%) affirmative vote of the Board provided that proper written notice of proposed Bylaw amendment or repeal is given to each Director prior to the Board meeting at which such amendment or repeal is to be addressed. Proper written notice under this Article XI shall be a complete copy of the text of the proposed amendment, including any relevant explanatory materials, transmitted by e-mail or other appropriate means. Notice shall be deemed sufficient if sent to the last postal address or e-mail address, furnished to the Secretary.

## **ARTICLE XII DISSOLUTION**

Upon the dissolution of PMA, the Board shall, in accordance with applicable law, adopt a dissolution plan which shall include provisions to implement (a) payment and discharge of all liabilities and obligations of the Corporation; (b) compliance with all legal requirements regarding the Corporation's tax-exempt and nonprofit status; (c) return, transfer, or conveyance of all assets received or held by the Corporation upon condition that such assets be returned, transferred or conveyed upon dissolution of the Corporation; and (d) transfer or conveyance of all assets of the Corporation to one or more domestic or foreign corporation(s) engaged in activities substantially similar to those of the Corporation so long as such organization(s) shall qualify for exemption from federal income taxation under Section 501(c)(3) of the U.S. Internal Revenue Code, as amended or superseded.