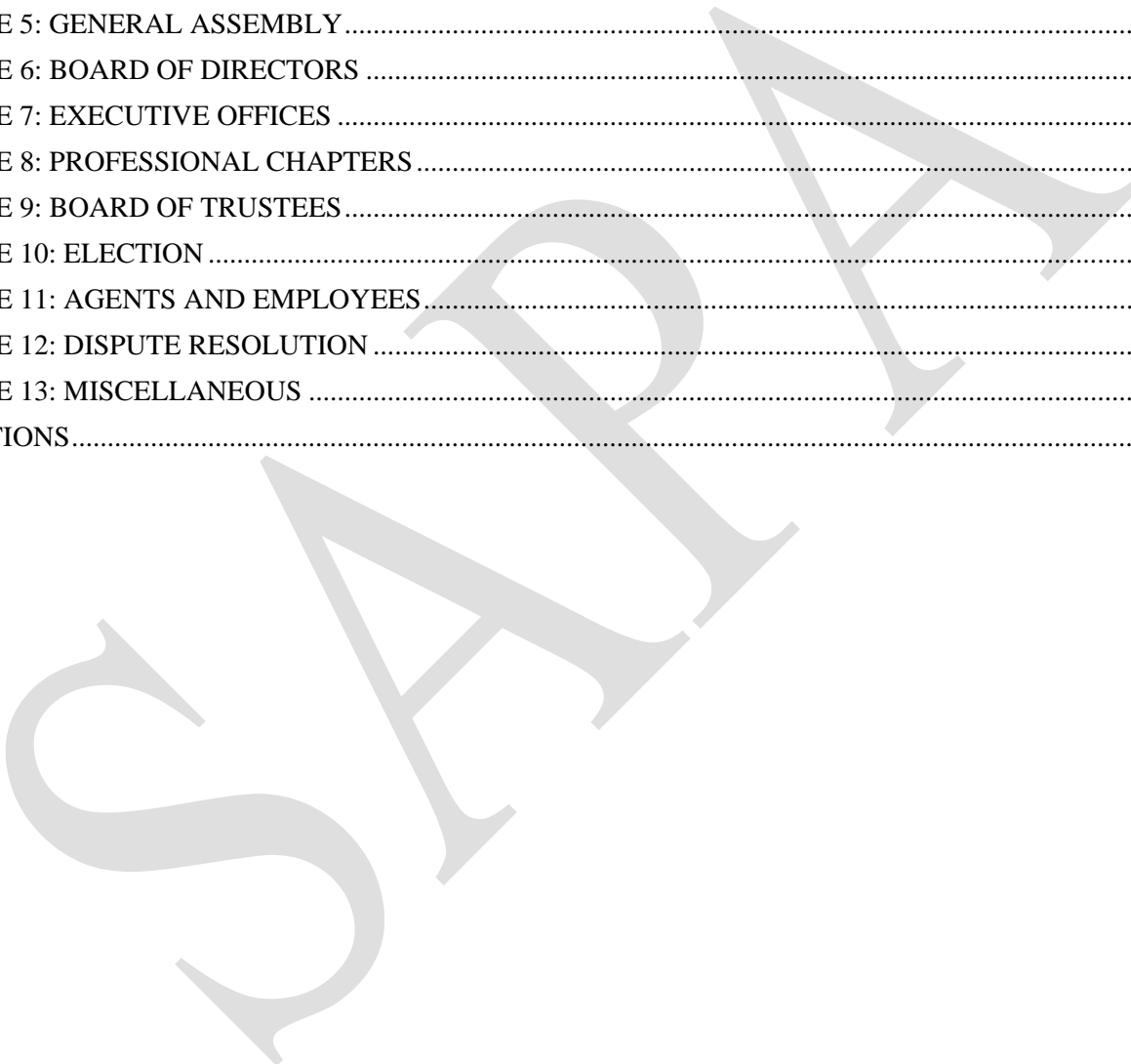




**AMENDED AND RESTATED
BY-LAWS OF THE SUDANESE AMERICAN PHYSICIANS ASSOCIATION
(SAPA)**

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ARTICLE 1: PRINCIPAL OFFICE AND REGISTERED AGENT

Section 1.01 Name and Principal Offices: The name of the corporation is the Sudanese American Physicians Association (hereinafter referred to as “SAPA”), which is a scientific, professional, non-partisan, and humanitarian membership-based organization for physicians and other medical professionals of Sudanese descent that live and work primarily within the United States of America (“United States”). SAPA is a non-profit corporation incorporated under the laws of the State of Texas, and its principal offices shall be in Dallas, Texas.

Section 1.02 Other Offices: While SAPA shall maintain its principal office in Dallas, Texas, SAPA may have such other offices, at such suitable place or places within the State of Texas and/or overseas, as may be designated from time to time by the Board of Directors of SAPA (the “Board”).

Section 1.03 Registered Agent: SAPA shall have and continuously maintain a registered office in the State of Texas (which may be identical with the principal offices) and the Board shall appoint and continuously maintain in service a registered agent in the State of Texas, who shall be an individual resident of the State of Texas or a corporation registered in Texas, whether for profit or not for profit.

ARTICLE 2: PURPOSES

SAPA is established for physicians of Sudanese descent living and working within the United States to provide support networking, education, among physicians within the United States as well as collaboration with physicians and healthcare organizations in Sudan and abroad.

Section 2.01 Vision: The vision of SAPA, as a medical diaspora organization, is to provide a forum for physicians and other medical professionals of Sudanese descent to engage and collaborate with their colleagues within the United States, Sudan, and across the world, as well as to contribute to the development of health policy and the delivery of quality health care services in its Members’ communities.

Section 2.02 Mission: The mission of SAPA is to develop and maintain a strong and dynamic professional society that (1) supports the advancement of its Members, (2) is responsive to the needs of its Members’ communities within the United States and Sudan, and (3) aids in fulfilling its Member’s philanthropic endeavors within the United States and Sudan.

Section 2.03 Values: The values which shall guide SAPA’s operations include the upholding of human rights, health equity and social justice through unparalleled commitment to a professional code of conduct, inclusion, dignity, respect, integrity, stewardship, teamwork and excellence. To this end, neither SAPA nor its Members shall discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of their activities or operations.

Section 2.04 Goals: The goals of SAPA include, but are not limited to:

1. Providing a forum for physicians and other medical professionals of Sudanese decent within the United States to collaborate and share common professional interests.
2. Being the official sponsor of, as well as guiding and supporting, physicians and other medical professionals of Sudanese decent in the United States.

3. Inspiring and promoting the advancement of healthcare, medical practice, clinical and basic sciences education, and research.
4. Supporting and collaborating with physicians, medical societies, and community partners in Sudan, the United States, and across the world through the sharing of knowledge, technology, and education.
5. Developing and implementing sustainable healthcare programs aimed at improving the accessibility of health care services, and the health of its Members' communities in the United States and Sudan.
6. Advocating for human rights, dignity, freedom of expression, democracy, equality and civic engagement by assisting colleagues located in Sudan in the monitoring and reporting on human rights violations and torture related to the medical field.
7. Actively participating in the development and delivery of continuing education in the field of medicine, and striving to enhance the quality of graduate training for Sudanese physicians.

Section 2.05 Work Domains: The above vision, mission, values and goals will guide SAPA programs and projects. The main domains in which SAPA will concentrate its activities include, but are not limited to: Education & Training, Research, Charitable & Community Services, Networking and Advocacy.

Section 2.06 Purposes in Accordance with Law: The foregoing is made in furtherance, and not in limitation, of the powers conferred upon SAPA by law and is not intended, by the mention of any particular purpose, in any manner to limit or restrict any of the powers of SAPA. SAPA is formed upon the articles, conditions and provisions relative to non-stock corporations which are contained in the general laws of the State of Texas. SAPA is organized and shall be operated exclusively for professional, humanitarian, educational and charitable purposes within the meaning of sections 170(c)(2)(B), 501(c)(3), 2055(A)(2), 2106 or 2522(a)(2) of the Internal Revenue Code.

No part of the net earnings or assets of SAPA shall inure to the benefit of, or be distributable to its Members, Directors, Officers, other private individuals, or organizations organized and operating for profit (except that SAPA shall be authorized and empowered to pay reasonable compensation for or make payments in furtherance of the purposes as hereinabove stated).

No substantial part of the activities of SAPA shall be the carrying on of propaganda or otherwise attempting to influence legislation, and SAPA shall be empowered to make the election authorized under Section 501(h) of the Internal Revenue Code. SAPA shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions herein, SAPA shall not carry on any activities not permitted to be carried on:

- (a) By an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c) of such Code, and/or
- (b) By an organization, contributions to which are deductible under Sections 170(c)(2), 2055(A)(2), 2106 or 2522(a)(2) of the Internal Revenue Code.

ARTICLE 3: STRUCTURE

Section 3.01 SAPA Structure: SAPA shall consist of the following bodies:

1. The General Assembly: The General Assembly shall be comprised of Regular Members, Associate Members, Affiliate Members, and Honorary Members (collectively, the “Members”), as further described under Article 4, and shall act in accordance with Article 5.
2. The Board of Directors (the “Board”): The day to day running of SAPA shall be at the direction of the Board, as further described under Article 6. Each individual who is elected by the General Assembly to serve on the Board shall be referred to as a “Director”. In addition, certain Directors shall serve as the President, Secretary, and Treasurer of SAPA (each an “Officer” and collectively, the “Officers”).
3. Functional Executive Offices: The Functional Executive Offices (each an “Executive Office” and collectively, the “Executive Offices”) shall be responsible for the implementation of SAPA initiatives and activities approved by the Board, and each shall be overseen by the Board and its designees, as further described in Article 7.
4. Professional Chapters: Professional Chapter shall be specialty (or other common interest) oriented groups of Members and shall be subject to oversight by the Board and its designee, the Membership Affairs Director, as further described in Article 8.
5. The Board of Trustees: The Board of Trustees shall oversee and advise the Board in its implementation of SAPA’s mission, vision, programs, and these Bylaws, as well as serve as the foundation of the Election Committee and the Panel, as further described in Article 9, Article 10, and Article 12.

Section 3.02. Action by Written Consent: Any action required or permitted to be taken by any governing body described in this Article 3 may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed and dated by a sufficient number of individuals as would be necessary to take that action at a meeting at which such individuals were present and voted. In order for such a written consent to be effective, the requisite number of signatures must be obtained and delivered to SAPA (at its principal place of business addressed to the President) and all other applicable requirements of the Texas Business Organizations Code for such written consent are met.

Section 3.03. Manner of Meeting: Unless otherwise stated herein, a meeting of any governing body described in this Article 3 may be held by means of a remote electronic communications system, including telephonic, videoconferencing or web-based, so long as each person entitled to participate in the meeting consents to the meeting being held by electronic communication, and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.

ARTICLE 4: MEMBERSHIP

Section 4.01 Membership: The categories of membership in SAPA shall be (a) Regular Members, (b) Associate Members, (c) Affiliate Members, and (d) Honorary Members.

(a) Regular Members: A Regular Member shall be a practicing Sudanese medical professional, including medical doctor, public health specialist, dentist, pharmacist, resident and/or fellow in

training in the United States. A Regular Member in good standing shall be (1) eligible to hold office as a Director and/or member of the Board of Trustees, (2) eligible to make nominations and vote in SAPA elections, (3) entitled to one vote in all matters coming before the General Assembly, and (4) entitled to attend all meetings of the General Assembly, as well as non-closed door portions of the Regular Meetings of the Board and the Executive Offices. Regular Members may attend non-closed door portions of Special Meetings of the Board if the Regular Member has business to be presented at the meeting. To become a Regular Member an individual must meet the qualifications stated herein, must apply and be granted membership under Section 4.02, and pay annual dues in accordance with Section 4.03.

- (b) Associate Members:** An Associate Member shall be a (1) non-practicing Sudanese medical graduate living within the United States who is holding an ECFMG certification, or (2) Sudanese medical student studying within the United States who is holding an ECFMG certification. Associate Members shall not be eligible to vote or hold office. Associate Members are entitled to attend all meetings of the General Assembly, as well as non-closed door portions of the Regular Meetings of the Board and the Executive Offices as observers. Associate Members may attend non-closed door portions of Special Meetings of the Board if the Associate Member has business to be presented at the meeting. To become an Associate Member an individual must meet the qualifications stated herein, must apply and be granted membership under Section 4.02, and pay annual dues in accordance with Section 4.03.
- (c) Affiliate Members:** An Affiliate Member shall be a (1) non-practicing Sudanese medical graduate living within the United States who is not holding an ECFMG certificate, (2) Sudanese medical student studying within the United States who is not holding an ECFMG certificate, or (3) Sudanese physician, dentist, or pharmacist eligible to practice in the United States, but currently practicing outside the United States. Affiliate Members shall not be eligible to vote or hold office. Affiliate Members are entitled to attend all meetings of the General Assembly, as well as non-closed door portions of the Regular Meetings of the Board and the Executive Offices as observers. Affiliate Members may attend non-closed door portions of Special Meetings of the Board if the Affiliate Member has business to be presented at the meeting. To become an Affiliate Member an individual must meet the qualifications stated herein, must apply and be granted membership under Section 4.02, and pay annual dues in accordance with Section 4.03.
- (d) Honorary Members:** The General Assembly may from time to time recommend to the Board that certain persons who have rendered distinguished services contributing to SAPA's Mission be granted membership as Honorary Members. Such members include: (1) any physician, dentist or other healthcare professional who is not of Sudanese descent that has provided a distinguished contribution to the field of medicine; 2) any Sudanese public figure that has made a contribution beneficial to the health and welfare of Sudan; and (3) any other person that has provided a beneficial contribution to SAPA. Such Honorary Members shall not be required to apply for membership and shall not be required to pay annual dues. Honorary Members are entitled to attend all meetings of the General Assembly, as well as non-closed door portions of the Regular Meetings of the Board and the Executive Offices as observers. Honorary Members may attend non-closed door portions of Special Meetings of the Board if the Honorary Member has business to be presented at the meeting.

Section 4.02 Application for Membership: The application for membership shall be in a form approved by the Board, and may be updated from time to time at the discretion of the Board. At minimum the application



shall contain the following information: full name and address, phone number and email address, place and date of birth, medical education and degree received, and locations and dates of residencies (if applicable). All membership applications shall be delivered to the Membership Affairs Office, and the decision to grant or deny membership shall be made by the Membership Affairs Office at its next regularly scheduled meeting following receipt of a completed application and membership fee. The Membership Affairs Office shall notify the applicant of the grant or denial of membership within thirty (30) days of such decision. Notwithstanding, the Board in its sole discretion, may overrule the Membership Affairs Office decision to grant or deny membership. An applicant who is denied membership shall have a right to request a reconsideration by the Board of the decision to grant or deny membership. Following approval of a membership application, new members shall be responsible for payment of dues in accordance with Section 4.03. Applications submitted in the bundled form shall be invalid. For purposes of these Bylaws, “bundling” is defined as one individual submitting applications/renewals and payments for people other than himself/herself or for a family member.

Section 4.03 Membership Dues and Fees: All Members, excluding Honorary Members, shall be required to pay annual membership dues, payable on the first of July of each anniversary year. If dues are not paid within thirty (30) days of the first day of each anniversary year, such Member shall be provided Notice (as defined in Section 13.12) of delinquency. If dues are not paid within thirty (30) days following receipt of Notice, such Member shall be considered delinquent and such Member’s membership shall be subject to suspension or termination at the discretion of the Board, as further described under Section 4.06. The membership dues of SAPA will be set by the Board in its sole discretion. In addition, supplemental charges and fees may be assessed by the Board when for a specific purpose, subject to approval of the General Assembly. The Board may prescribe charges or fees for special events and activities as it deems appropriate.

Section 4.04 Certificate of Membership: SAPA may, but shall not be required to, issue a certificate of membership or other identification evidencing the status of a Member. However, the list of Members of SAPA shall be updated periodically in the official SAPA website.

Section 4.05 Membership Book: SAPA shall maintain a membership book containing the name, address, phone number and e-mail of each Member. In the event of termination of the membership of any Member in accordance with Section 4.06, such termination shall be recorded in the membership book, together with the date of termination. All books and records, including the membership book, shall be maintained at SAPA’s principal office.

Section 4.06 Suspension and Termination of Membership: The membership rights of a Member may be suspended or terminated at the discretion of the Board upon the occurrence of any of the following events:

(a) Action by Board With Right to Appeal to the Board of Trustees

1. A failure to satisfy the qualifications for membership as set forth in Section 4.01.
2. A violation of these Bylaws, SAPA’s Code of Conduct, or SAPA’s Principles of Medical Ethics, as they are updated from time to time.
3. Engagement in conduct materially prejudicial to the interests or purposes of SAPA.
4. Failure to pay annual dues within sixty (60) days of Notice of delinquency.

(b) Action by Board With No Right to Appeal to the Board of Trustees

1. Indictment or conviction for a felony, or engagement in an act of moral turpitude.
2. Death of Member.

A Member may terminate his/her membership in SAPA upon Notice of termination delivered to the President or Secretary of SAPA. A Member shall not be entitled to any refund of all or part of his/her membership dues upon termination of his/her membership.

Section 4.07 Procedure for Suspension and Termination of Membership: Any Director may request that the Board suspend or terminate a Member, and such requests shall be presented to the Board for consideration. If suspension or termination is approved by the Board, the relevant Member shall be provided Notice of the Board's determination as well as the Member's appeal rights, if any, in accordance with the procedures of Article 12. The decision of the Board shall take effect immediately. In the event the Member has appeal rights and wishes to exercise such rights, the Member must provide Notice to the Board and the Board of Trustees within thirty (30) days or the Member shall be deemed to waive any right of appeal. Such appeal shall be resolved within sixty (60) days of receipt of Notice in the event of a suspension, and within ninety (90) days of receipt of Notice in the event of termination.

Section 4.08 Non-Discrimination in Membership Decisions: Membership shall not be denied or abridged because of sex, color, creed, race, religion, disability, ethnic origin, national origin, sexual orientation, gender identity, age, or for any other reason unrelated to character, competence, ethics, professional status or professional activities.

ARTICLE 5: GENERAL ASSEMBLY

Section 5.01 Annual General Assembly Meeting: The Annual Meeting of the General Assembly shall be held annually, at such place and time designated by the Board. The purpose of the meeting is to be a forum for Members to share common professional interests and for the transaction of other business as may come before the meeting. The Board, in its discretion, may postpone the Annual Meeting of the General Assembly at its discretion, upon Notice to the Members.

Section 5.02 Special Meetings: Special Meetings of the Members may be called by the Board, the Board of Trustees, or upon a petition of thirty-three percent (33%) of Regular Members in good standing filed with the Board. If feasible, Special Meetings shall occur within thirty (30) days of either occurrence. The Board of Trustees shall be provided with Notice of any Special Meeting.

Section 5.03 Place of Meeting: The Board may from time to time designate any place, within the United States, as the place of meeting for any Annual General Assembly Meeting or Special Meeting of Members.

Section 5.04 Notice of Annual and Special Meetings: Notice stating the location, day, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than fifteen (15) days before the date of the meeting. Notice shall be provided in accordance with Section 13.12(a). Notice may be waived in accordance with Section 13.12(b).

Section 5.05 List of Voting Members: After setting a record date for the Notice of a meeting, the Secretary or his/her designee shall prepare an alphabetical list of the names of all members eligible to vote. The list shall identify: (1) the Members who are entitled to Notice; and (2) the contact information for each voting member (*i.e.*, Regular Member in good standing). The list of voting members shall be available at SAPA's principal office, and at the meeting, for inspection by Members entitled to vote at the meeting.

Section 5.06 Quorum: The presence of thirty-three percent (33%) of Regular Members in good standing shall constitute a quorum for the transaction of business at any Annual Meeting of the General Assembly

or Special Meeting of the General Assembly. If a meeting cannot be organized due to the lack of a quorum, those Members present may adjourn the meeting at once. The continued meeting following adjournment due to the lack of a quorum shall occur not less than fifteen (15) days and not more than forty-five (45) days following adjournment. Any attending Members of the continued meeting shall constitute a quorum for such meeting at which time any business may be transacted that may have been transacted at the meeting as originally called.

Section 5.07 Vote: Each Regular Member shall have one (1) vote. To be eligible to vote, the Regular Member must be in good standing. Except as otherwise required by law or by the Certificate of Formation, whenever an action is to be taken by a vote of the Members, the affirmative vote of a majority of the voting members at a meeting in which a quorum was present shall be the act of the General Assembly. Such vote may occur electronically.

Section 5.08 Vote of No Confidence: At any Annual Meeting or Special Meeting of the General Assembly where a majority of Regular Members in good standing are present, the General Assembly may pass, by a majority vote of those present, a vote of no confidence in one or more Directors of the Board. Such decision shall be effective immediately, and the Board of Trustees shall arrange for the election of new Director(s) in the same meeting, or as soon as practicable. In such a situation the outgoing Director(s) shall provide all records and finances in their possession to the Board of Trustees.

ARTICLE 6: BOARD OF DIRECTORS

Section 6.01 Number of Directors: The number of Directors shall be no less than three (3) or more than thirteen (13) voting Directors. The Board may, in its discretion, expand the Board by two (2) seats for non-voting Affiliate Directors to be filled upon an affirmative vote of the Board by (i) a Sudanese medical student studying within the United States, and (ii) an Associate Member who is a non-practicing Sudanese medical graduate living with the United States and holding an ECFMG certificate. The number of Directors may be increased or decreased from time to time in the Board's discretion, so long as within such minimum and maximum. Each voting Director shall be elected by the General Assembly. Each voting Director so elected shall be assigned to one of the following positions:

1. President
2. Secretary
3. Assistant Secretary
4. Financial Officer (Treasurer)
5. Media & Public Relations Director
6. Career & Research Director
7. Membership Affairs Director
8. Information & Strategic Planning Director
9. Advocacy & Communication Director
10. Community Services Program Director
11. Associate Director of Career & Research
12. Associate Director of Membership Affairs
13. Associate Director of Community Service

Section 6.02 Power of the Board of Directors: All corporate powers shall be exercised by or under the authority of, and the business and affairs of SAPA shall be managed under the direction of, the Board. Such duties and powers of the Board shall include, but not be limited to:

1. Strategic planning, as well as delegation to and supervision of the activities of the Executive Offices and Professional Chapters.
2. Management, supervision and control over the business, property and affairs of SAPA. Such duty shall specifically include ensuring that title to SAPA' real estate and other assets, if any, shall be maintained in SAPA's name.
3. Approval of any financial transactions relating to SAPA's real estate and other assets. Notwithstanding, no sale, assignment, transfer, or any other action involving the disposition of SAPA's real estate or other assets may be authorized without the affirmative vote of a minimum of eighty percent (80%) of the Board. Notwithstanding the foregoing, SAPA shall not transfer title to, or beneficial ownership, of SAPA property, or any material part thereof, except upon the written consent via affirmative vote of seventy-five percent (75%) of the then constituted Board (after filling vacancy(ies) if any) and thereafter such Transfer approved by: (i) a vote of seventy-five percent (75%) of the members of the Board of Trustees, and (ii) a vote of fifty percent (50%) plus one of the Regular Members in good standing. Such votes regarding the Transfer shall be no later than two (2) months of the Board's vote at the next meeting.
4. Reviewing, amending, approving, and acting upon the annual budgets and other reports proposed by the Executive Offices.
5. Approving financial transactions and disbursement of SAPA funds (including borrowing, lending and investing for and in behalf of SAPA) over \$5,000.00. Upon mutual agreement, the Officers shall have the authority to approve financial transactions and disbursement of SAPA funds under \$5,000.00 that are consistent with the annual budget previously approved by the Board.
6. Adopting policies, rules, and regulations governing the conduct of SAPA's business, and to delegate the responsibility and authority as shall be deemed advisable including the creating of councils or committees, insofar as such delegation of authority is not inconsistent with or repugnant to the Certificate of Formation, the Bylaws, or any applicable law.
7. Development and execution of long-range plans for SAPA.
8. Preparation and delivery of an annual report on SAPA activities at the Annual Meeting of the General Assembly.
9. Management of membership and compliance with applicable regulations.
10. Provide for the publication and distribution of all official SAPA publications, as well as represent official SAPA policy, as appropriate.
11. All other powers and duties granted to the Board of Directors under these Bylaws and the Texas Business Organizations Code.

Section 6.03 Election and Term of Directors: The Board of Directors shall be elected by the General Assembly. The Officers who are Directors shall be elected to their specific position and the remainder of the elected Directors shall be assigned a position (as listed in Section 6.01) as determined by the Board. The term of Directors is two (2) years, and no Director shall serve for more than two (2) consecutive terms. However, any Director may serve again for up to two consecutive terms after a two (2) year break.

Section 6.04 Combined Meeting of Outgoing and Newly Elected Officer Directors and Regular Directors: There shall be an overlap period of not more two (2) to four (4) weeks between the outgoing Directors and the newly elected Directors (the "Transition Period"). During the Transition Period, the new and the outgoing Directors shall meet to review any future planning or any outstanding business. The newly elected Directors shall have no voting privileges during any such meeting, and shall only obtain the rights and privileges of the office upon the conclusion of the Transition Period.

Section 6.05 Vacancies: Any vacancy occurring on the Board as a result of resignation or termination

during the term of a Director shall be filled in accordance with this Section 6.05.

- (a) **President, Secretary, Treasurer:** In the event the vacancy is for the position of (1) President, (2) Secretary, or (3) Treasurer, such vacancy shall be filled in accordance with the procedures of Article 10, within sixty (60) days. Notwithstanding, in the event an Annual Meeting of the General Assembly is to be held within nine (9) months and such meeting shall consider the election of the President, Secretary, or Treasurer as the case may be, then the Board of Directors shall select an interim Director to serve until such position can be filled at such Annual Meeting of the General Assembly.
- (b) **Other Directors:** In the event the vacancy is for a position other than President, Secretary, or Treasurer, such position may be filled by a vote of the Regular Members in Good Standing, in accordance with the procedures of Article 10.
- (c) **Term Length:** If a Director resigns or is terminated within the last nine (9) months of the Director's term, then the term of the successor Director shall be the remainder of the resigning Director's term, plus the regular term contemplated in Section 6.03. If a Director resigns or is terminated at any time other than the last nine (9) months of the Director's term, then the term of the successor Director shall be the remainder of the resigning Director's term. The term of any such successor Director shall be considered to be one (1) term, regardless of the length of such term.

Section 6.06 Resignations:

- (a) **Resignation by Director:** Any Director may resign at any time by giving Notice to the President or the Secretary. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance by the Board. The successor to a resigning Director shall be selected in accordance with Section 6.05.
- (b) **Resignation by Multiple Directors:** In the event that (1) greater than fifty percent (50%) of the Board, including one more Officers, resign, or (2) greater than sixty percent (60%) of the Board, regardless of whether or not resignations include Officers, resigns, all Directors shall be deemed to have resigned and the body shall be considered dissolved. Upon such occurrence, the Board of Trustees shall call a Special Meeting of the General Assembly to elect successor Directors.

Section 6.07 Suspension and/or Termination of Director: A Director may have the office of Director suspended or terminated for (a) failing to attend three (3) meetings of the Board in a calendar year without justifiable reason or (b) failing to fulfill the specific responsibilities assigned to the Director by the Board. Such suspension or termination is initiated upon a petition to the Board of Trustees by (1) a Director or Directors, (2) a member of the Board of Trustees, or (3) ten percent (10%) of Regular Members. If suspension or termination is approved by the Board of Trustees, the former Director shall be provided Notice containing the determination. The Director in question may request a reconsideration of decision by the Board of Trustees, but the decision is otherwise non-appealable. The suspension or termination of the office of Director under this Section 6.07 shall not result in a termination of such former Director's membership. Suspension and termination of membership shall be governed by the procedures set forth in Section 4.07. Notwithstanding, if a Director's membership is suspended or terminated pursuant to Section 4.07, then such Director's office as a director shall be suspended or terminated.



Section 6.08 Regular Meetings: Regular Meetings of the Board shall be held every three (3) months, at such time, day and place as shall be designated by the Board, for the purpose of transacting such business as may come before the meeting. The Board may, by resolution, provide for holding of additional Regular Meetings. Members may attend Regular Meetings in accordance with the rights and limitations discussed under Section 4.01. The Board may, in its absolute discretion, hold a closed door meeting when the subject matter of the meeting so requires.

Section 6.09 Special Meetings: Special Meetings of the Board may be called at the direction of the President or by a majority of the voting Directors, to be held at such time, day and place as shall be designated in the notice of the meeting. Members may attend Special Meetings in accordance with the rights and limitations discussed under Section 4.01.

Section 6.10 Notice: Notice stating the location, day, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered at least fourteen (14) days before the date of the meeting. Notice shall be provided in accordance with Section 13.12(a). In addition, Notice of special meetings shall be posted on the Bulletin Board of the SAPA website for public viewing. As further described in Section 13.12(b), the attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not convened according to the bylaws and rules.

Section 6.11 Quorum: The presence of a majority of the members of the Board shall constitute a quorum for the transaction at any meeting of the Board. One or more of the Directors who are also Officers must be present for quorum to exist.

Section 6.12 Manner of Acting: The act of a majority of the members of the Board at a meeting where a quorum is present shall be the act of the Board. Each Director shall have one vote. In the absence of a quorum, any action taken shall be recommendatory only, but may become valid if subsequently confirmed by a written consent of the Board. The Board may adopt rules and regulations for the conduct of its business in accordance with these Bylaws.

Section 6.13 Conflict of Interest Policy: SAPA is a non-profit, tax exempt organization. There exists between SAPA and its Board, officers and employees and the public a fiduciary duty, which carries with it a loyalty requiring the upmost care, skill, and judgment for the sole benefit of SAPA. Such persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their position with SAPA or knowledge gained therefrom for their personal benefit. In order to ensure that SAPA's tax exempt status is maintained, all such persons shall be subject to SAPA's Conflict of Interest Policy.

Section 6.14 Pledge of Compliance: All Directors, Directors-elect, and Executive Offices volunteers shall sign a pledge that each shall comply with SAPA's Mission and Vision, as well as SAPA's Certificate of Formation and Bylaws. Furthermore, all Directors and Executive Offices volunteers will always comply with the following:

Non-Discrimination: It is the policy of SAPA to promote equality, equity and justice for all. As a matter of standing policy, SAPA does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

Section 6.15 Compensation: Directors shall not receive compensation for their services as members of the Board. However, the Board may authorize reimbursement by SAPA of the out of pocket expenses incurred by Directors in the course of rendering services authorized by the Board.

Section 6.16 Officers: The following shall be regarded as Officers of the Corporation: President, Secretary, and Treasurer, respectively.

(a) President: The President shall act as Chief Executive Officer (CEO) of SAPA, shall preside over all meetings of the Board, shall perform all duties customary to that office and shall supervise and control the day to day affairs of SAPA, all in accordance with the policies and directives of the Board. The annual budget and working plan for day to day operation as well as any long term plan shall be prepared under the direction of the President within one hundred twenty (120) days after taking over the office, and shall be subject to approval by the Board. Without limiting the foregoing, the President shall have the following specific powers and duties:

1. He/she shall set the agenda, in consultation with the Secretary, for the meetings of the Board.
2. He/she shall attend and chair the meetings of the Board.
3. He/she shall facilitate and supervise the operations of Executive Offices, programs and projects.
4. He/she shall also perform such other duties as the Board may designate from time to time.

(b) Secretary: The Secretary shall have all powers and perform all duties commonly incident to and vested in the office of the secretary, including the following duties and responsibilities:

1. He/she shall prepare the agenda for the meetings of the Board as directed by the President.
2. He/she shall attend all meetings of the Board, prepare, keep and distribute the minutes of all such meetings to the Board. In the absence of the Secretary, the Assistant Secretary is authorized to act in his/her stead, in accordance with the direction of the Board.
3. He/she shall ensure that all notices are given in accordance with these Bylaws.
4. He/she shall prepare the semiannual and annual reports describing the achievements, present status, future plans, and other matters of interest.
5. He/she shall be the custodian of SAPA legal documents, membership list, meeting records (written and digital, in SAPA' official central repository) and the seal.
6. He/she shall have the authority to affix the seal of SAPA, if required, to attest the instrument by affixing his/her signature. The Board may authorize any other Officer to perform such tasks.
7. He/she shall perform shall also perform such other duties as the Board may designate from time to time.

(c) Treasurer: The Treasurer shall have all powers and perform all duties commonly incident to and vested in the office of the treasurer, including the following duties and responsibilities:

1. He/she shall be responsible for developing and reviewing the fiscal policies of SAPA subject to the approval of the Board.
2. He/she shall maintain/or supervise the maintenance of the complete and accurate accounts of receipts and disbursements of all amounts. He/she shall cause the deposit of all monies and other valuable property of SAPA in SAPA' name to the credit of SAPA in such banks or depositories as the Board may designate.
3. Besides maintaining the monthly accounts and quarterly and annual reports, the Treasurer



shall prepare a financial report which shall include the balance sheet, detail statements of income and expenses for independent auditors. He/she shall also prepare annual budget and present it to Board. The Treasurer shall also be able to exhibit the books and accounts to any Officer, Director or the members of SAPA at any reasonable time.

4. He/she shall render a report of the finances of SAPA at the Annual Meeting of the General Assembly or at such other times as reasonably requested by the President or the Board, including all expenditures for the current year.
5. He/she shall provide assistance for filing all tax returns, consult and retain professional services as needed.
6. He/she shall perform shall also perform such other duties as the Board may designate from time to time.

ARTICLE 7: EXECUTIVE OFFICES

Section 7.01 Executive Offices: The Executive Offices of SAPA shall be formed by the Board, and the running of which shall be designated to each Office's corresponding Director (each an "Executive Office Director"). Each Executive Office Director shall recruit an adequate number Members to volunteer in the specific office within sixty (60) days after the election of the new Board. The seven Executive Offices are:

1. Financial Office
2. Media & Public Relations Office
3. Career & Research Office
4. Membership Affairs Office
5. Information & Strategic Planning Office
6. Community Services Program Office
7. Advocacy & Communication Office

Section 7.02 Functional Executive Offices Duties and Responsibilities: The purpose of the Executive Offices is to create venues and opportunities for the Members to serve within SAPA. The Executive Offices shall have the responsibilities and duties necessary for proper functioning of SAPA, as expressly granted by the Board. The duties and responsibilities of Executive Offices shall include, but not be limited to, the following:

1. Development of an annual operating plan and budget for the following year in accordance with the guidelines determined by the Board. Such plan and budget shall be submitted to the Board for approval within sixty (60) days following the relevant Director's election.
2. Implementation of the approved annual operating plan, and delivery of monthly, quarterly and yearly progress reports to the Board as and if required.
3. Planning and implementation of other activities consistent with the objectives of SAPA, and preparation of associated status reports for the Board.

Section 7.03 The Executive Offices Functions: All Executive Offices shall work in harmony towards the Mission of SAPA. Each Executive Office will develop goals that each office will work to achieve. All programs and projects shall be designed in consultation with the President, Treasurer, Media & Public Relations Office and Information & Strategic Planning Office, and be subject to the ultimate authority of the Board.

Section 7.04 Appointments of Volunteers for Executive Offices: Executive Office Directors shall invite Members to apply to serve as volunteers in the Executive Offices, and shall have the authority to select

such volunteers. The responsible Executive Office Director shall create transparent and fair mechanisms for volunteer's selection. The mechanism should provide equal opportunities for all members to serve, the motto is "They Deserve to Serve". All volunteers shall serve at the discretion of the Executive Offices. The President shall serve as an ex officio member of each Executive Office.

Section 7.05 Meetings; Quorum: The Executive Offices shall meet at minimum once every two (2) months at a scheduled time, date and place, to evaluate the progress of the annual operating plan, resolve problems, if any, and transact the business of SAPA. A majority of the members (i.e., the volunteers and the relevant Executive Office Director) of the respective Executive Office shall constitute quorum for such meetings, and an affirmative vote of a majority at a meeting where quorum is present shall be an act of the Executive Office. Only members of the Executive Offices shall vote on matters brought before the Executive Offices. Each respective Executive Office may, in its absolute discretion, hold a closed door meeting when the subject matter of the meeting so requires.

Section 7.06 Notice: Each Executive Office Director may call for a meeting at any time. Notice shall be provided in accordance with Section 13.12(a). Notice may be waived in accordance with Section 13.12(b) Such Notice may be posted on the Bulletin Board of SAPA for public viewing or on SAPA Website. Members are encouraged to participate as observers in all such meetings. However, the Executive Offices may, in its absolute discretion, hold a closed door meeting when the subject matter of the meeting so requires. Emergency meetings may be called without Notice so long as all the Executive Office volunteers are contacted by phone or e-mail and a majority approves the action of the meeting.

Section 7.07 Removal: The Board or the Executive Office Directors have the authority to remove a volunteer from participation in an Executive Office for (1) performing acts in violation of the Certificate of Formation or Bylaws of SAPA, (2) failing to attend three meetings of Executive Office if required to attend and without justifiable reasons, during a one (1) year period, or (3) repeated failure to perform his/her responsibilities in a timely and satisfactory manner.

ARTICLE 8: PROFESSIONAL CHAPTERS

Section 8.01 Professional Chapters Functions: The Professional Chapters are the foundation of SAPA. Each interested specialty, or other collection of persons with similarities of interest can establish a Professional Chapter, subject to, and at the discretion of the Board. The Board may dissolve a Professional Chapter if it determines, in its sole discretion, that the Professional Chapter is not operating in accordance with the vision, mission and values of SAPA, and in accordance with these Bylaws.

Section 8.02 Professional Chapters Structure: Each Professional Chapter is authorized to nominate a chairman and secretary, which shall be submitted to the Membership Affairs Director for presentation and approval by the Board.

Section 8.03 Professional Chapters Duties and Responsibilities: The purpose of the Professional Chapters are to: (1) recruit and organize Members; (2) serve the Members through networking and career opportunities; and (3) serve as platform for planning and implementation of programs, projects, and activities that will assist their Members and contribute to SAPA's overall goals. The duties and responsibilities of Executive Offices shall include, but not be limited to, the following:

1. Development of chapter regulations, to be submitted to the Board for approval.
2. Development of an annual operating plan and budget for the Professional Chapter in accordance

with the guidelines determined by the Board. Such plan and budget shall be submitted to the Board for approval on an annual basis.

3. Implementation of the approved annual operating plan for the Professional Chapter, and furnish quarterly and yearly progress reports to the Board as and if required.
4. Planning and implementation of other activities consistent with the objectives of SAPA, and preparation of associated status reports for the Board.
5. Delivery of progress report at the Annual Meeting of the General Assembly.

Section 8.04 Professional Chapters Operations: Each Professional Chapter chairperson shall work closely with the Membership Affairs Office Director, as well as coordinate with other Executive Offices Directors according to the need of the activity. Planning and implementation of programs, projects, and activities shall be done in close collaboration and under the supervision of the appropriate Executive Offices.

ARTICLE 9: BOARD OF TRUSTEES

Section 9.01 Board of Trustees Functions: The function of the Board of Trustees is to oversee and advise the Board in its implementation of SAPA's mission, vision, programs, and these Bylaws. The Board of Trustees shall recommend to the Board any actions that the Board of Trustees deems appropriate within such authority. In addition, the Board of Trustees shall make appointments to the Election Committee in accordance with Article 10, act as the dispute resolution Panel in accordance with Article 12, and may call Special Meetings of the General Assembly. Any member of the Board of Trustees who plans to run for election of the new Board, shall not take part in any of the foregoing activities.

Section 9.02 Appointments of Board of Trustees Members: The Board of Trustees shall be nominated and elected by the General Assembly. Board of Trustee members shall be knowledgeable individuals who bring a unique set of skills, which will supplement the Board to more effectively guide the organization.

Section 9.03 Number and Qualifications: The Board of Trustees shall consist of seven (7) to nine (9) members, who fall within two categories: (1) 4 to 5 current Members of SAPA who are not currently members of the Board, and (2) 3 to 4 non-members who have expertise in fundraising, NGO legal issues, tax and financials, and strategic planning. All members of the Board of Trustees shall have demonstrated leadership skills and civic involvement.

Section 9.04 Term of The Board of Trustees: Each member of the Board of Trustees shall have a term of four (4) years.

Section 9.05 Place of Meetings: Meetings of the Board of Trustees shall be held at the principal office of the SAPA or at such other place or places as may be designated from time to time by resolution of the Board of Trustees.

Section 9.06 Meetings: Regular meetings of the Board of Trustees shall be held at minimum twice per year to discuss any issues that may be brought before it and to make recommendations to the Board. In addition, special meetings shall be called on as needed basis upon the occurrence of events, which require Board of Trustee action. The first meeting of the Board of Trustees shall be called by the President of SAPA, and in this meeting the members of the Board of Trustees shall elect the chairman of the Board of Trustees who shall chair subsequent meetings, call for all future meetings and keep all relevant records. The Chairman of the Board of Trustees may also call for any special meeting to discuss urgent matters, as they arise. The

Board of Trustees may also elect a Vice-Chairman, who shall be granted the authority act in the absence of the Chairman, and a Board of Trustees secretary.

Section 9.07 Notice: Notice stating the location, day, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered at least fourteen (14) days before the date of the meeting. Notice shall be provided in accordance with Section 13.12(a).

ARTICLE 10: ELECTION

Section 10.01 Election Committee: In the event of a vacancy on the Board, the Board of Trustees shall appoint an election committee (the “Election Committee”) consisting of three (3) members. Notwithstanding, the first election committee shall be elected by the General Assembly, upon an affirmative vote of the Regular Members in good standing. The members of the Election Committee may not be candidates in the upcoming election of the Board, the Officers, or paid agents or employees of SAPA. The members of the Election Committee shall be impartial and objective individuals with no personal interest in the outcome of the election. SAPA’s President shall act as the liaison with the Election Committee.

Section 10.02 Responsibilities and Duties of Election Committee: The Election Committee shall follow the election procedures set by the Board and these Bylaws. These procedures shall be made available by the Board to the Election Committee members before the solicitation of nominations for elections. The Election Committee shall: (1) review the qualification of candidates in accordance with these Bylaws, (2) prepare the list of nominees, (3) provide nominees the opportunity to accept or reject the nomination, (4) provide written Notice of the nominees and the mechanism through which to vote to each Regular Member in good standing, (5) conduct the election, (6) tabulate the results, and (7) submit the election results to the President for announcement to the General Assembly.

Section 10.03 Qualifications: To be eligible to serve as a Director, a person must (1) be an active Member in good standing for a minimum of twelve (12) months; (2) have documented service to SAPA as a volunteer, committee chair, or project member for a minimum of twelve (12) months; (3) have never been convicted of a felony or a crime of moral turpitude; (4) not currently be, or within the past twelve (12) months been, a paid agent (e.g., long-term contractor) or employee of SAPA. Moreover, any nominee shall fully disclose any family relationship (as spouse, parent/child, sibling and parent/child-in-law) with any sitting Director of SAPA before the Election Committee verifies him/her as a candidate for such position. No one may be nominated to the SAPA’ Board if he/she is related as defined herein, to two (2) or more sitting members of SAPA Board.

ARTICLE 11: AGENTS AND EMPLOYEES

Section 11.01 Agents and Employees: The Board may contract with agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The agents or employees shall be required to abide by the policies and guidelines set by the Board and shall be subject to the instructions of the Executive Offices in day to day operations. In no circumstances shall any agent or employee assume or exercise the power and authority vested in the Board or the Executive Offices. The Board may remove any agent or employee at any time with or without any cause. Removal without cause shall be without prejudice to such person’s contract rights, if any, and the appointment of such person shall not itself create contract rights. No agent or employee of SAPA shall hold any elected office of SAPA or nominate and/or

endorse anyone for Board or Executive Office or serve on the Election Committee, or on the dispute resolution Panel.

Section 11.02 Compensation of Agents and Employees: SAPA may pay compensation in reasonable amounts to agents and employees for services rendered, in the amounts to be fixed by the Board or, if the Board delegates power to any Director or Directors, by such Director or Directors.

ARTICLE 12: DISPUTE RESOLUTION

Section 12.01 Hearing Panel of SAPA: Upon occurrences described in these Bylaws, the Board of Trustees shall designate a hearing panel of up to five (5) members (hereinafter referred to as “Panel”). The decision of the Panel shall be binding and shall be the exclusive remedy for an aggrieved Member. By becoming a Member, all Members acknowledge and agree to accept and abide by the Panel’s final decision. No party to any proceedings before the Panel shall have the right to sue a Panel member.

Section 12.02 Appointment: The members of the Panel shall be appointed by the Board of Trustees in its sole discretion and shall consist of (1) disinterested members of the Board of Trustees, and (2) disinterested Members. The Board of Trustees shall take into consideration the knowledge, integrity, character and maturity of the nominees in making such appointments. For purposes of this section, “disinterested” shall mean an impartial and objective person with no vested interest in the outcome of a dispute or other matter that comes before the Panel. Once appointed, the members of the Panel shall select a Chairperson among themselves. The Panel shall develop rules and regulations for their operations.

Section 12.03 Matters to be Submitted to Dispute Resolution: Any claim, demand, dispute, controversy, and difference arising out of or related to SAPA between any Member (in any category), officer, employee, Director, or other member of a governing body of SAPA, among themselves or between any of them and SAPA, if not resolved administratively by the relevant Executive Office or the Board, shall be exclusively settled by the procedures described in this Article 12. In addition, upon the occurrence of certain events described in the Bylaws, Members shall have the right to elect that such matter be presented to the Panel. For purposes of this Article 12, such persons entitled to the dispute resolution procedures set forth herein shall be referred to as an “Aggrieved Party” and collectively the “Aggrieved Parties”. Unless otherwise stated herein, all matters submitted to the Panel shall be resolved within sixty (60) days of receipt of written Notice described in Section 12.04.

Section 12.04 Procedures: Any controversy or issue subject to this Article 12 shall be determined in the following manner:

1. Within thirty (30) days after an event that may be subject to dispute resolution, has arisen, an Aggrieved Party may request the appointment of the Panel by delivering Notice to the Board of Trustees.
2. The Board of Trustees shall, within twenty (20) days following receipt of Notice of request for appointment of the Panel, provide written Notice to the Aggrieved Party or Parties of the pending request and Board of Trustee’s appointment of the Panel in accordance with Section 12.02.
3. The Panel shall conduct its hearing at the SAPA office, or any other location agreed by the Aggrieved Party or Parties, within twenty (20) days following delivery of Notice to the Aggrieved Party or Parties. The Panel shall allow the Aggrieved Party or Parties to present such party’s case, evidence and witnesses, if any, in the presence of the other Aggrieved Party (if

applicable). The Panel, in its sole discretion, shall render its decision within twenty (20) days following the conclusion of the hearing.

4. All parties to the hearing shall take part in the proceedings in good faith and shall abide by the decision of the Panel. The parties' deliberations shall be confidential.

ARTICLE 13: MISCELLANEOUS

Section 13.01 Fiscal Year: The fiscal year of SAPA shall be the calendar year.

Section 13.02 Corporate Seal: The Secretary shall be custodian of the Corporate Seal.

Section 13.03 Financial Transactions, Notes and Contracts: The Board shall authorize, from time to time, appropriate Directors, Officers and/or authorized persons/agents to engage in financial transactions, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments. Any person authorized by the Board can sign a check for a maximum amount of dollars, two (2) authorized persons together can sign a check for amounts dollars as more than the maximum as specified by the Board. Capital Expenses that are not in the budget shall require the approval of the Board. The Treasurer shall submit a written financial and accounting statement to the Board on quarterly and yearly basis listing all checks issued during such periods.

Section 13.04 Books and Records: All the books and records of SAPA shall be kept at its principal offices in the State of Texas or at any other place designated by the Board, including: (1) correct and complete books and records of financial accounts, (2) minutes of the proceedings of the meetings of the Board, Executive Offices and any other committees established or appointed by SAPA, and (3) an updated record of the names and contact information of the voting and non-voting Members. All books and records of SAPA may be inspected by any member having voting rights, or his agent or attorney, for any proper purpose at any reasonable time with a proper written notice of fifteen (15) days.

Section 13.05 Financial Auditors: The Treasurer shall prepare for the Board's review the quarterly accounting and finance reports and annual Audited Statements and present the results of its reviews to the Board. Each year the Board shall appoint a licensed accounting firm to audit the accounts of SAPA. The Board shall present, if ready, the audited financial statement to the General Assembly at the Annual meeting.

Section 13.06 Bulletin Board: The Board shall post on SAPA bulletin board and/or its Website one detailed copy of the unaudited financial statement at least twenty- four (24) hours before the General Assembly meeting and audited statement shall be posted when it becomes available. Access is secured only for members , generally, finances and reports are internal documents .

Section 13.07 Loans to Directors and Officers: No loans shall be made by SAPA to its Directors or Officers.

Section 13.08 Coordination Between the Board of Directors, Executive Offices and Professional Chapters: The Directors, Executive Offices, the Board of Trustees, and Professional Chapters will make every effort to perform their respective duties and use their respective powers in complete harmony with each other.

Section 13.09 Use of Terms: As used herein, words in any gender shall be deemed to include the other genders and the singular shall be deemed to include the plural, and vice versa.

Section 13.10 Severability: If any provision of these Bylaws shall be held invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions of these Bylaws shall not be impaired thereby, nor shall the validity, legality or enforceability of any such defective provision be in any way affected or impaired.

Section 13.11 Amendment to the Certificate of Formation or Bylaws: The Certificate of Formation and/or the Bylaws may be amended upon the affirmative vote of a majority vote of the Regular Members in good standing at a meeting of the General Assembly or in accordance with Section 3.02. An amendment to the Certificate of Formation or the Bylaws may be initiated: (1) by the Board, or (2) upon a petition to the Board made by ten percent (10%) of Regular Members in good standing. Such amendments may be voted upon at Special Meeting or Annual Meeting of the General Assembly.

Section 13.12 Notice:

(a) Manner of Notice: Except as expressly set forth to the contrary in these Bylaws, all notices, requests, approvals or consents (each, a “Notice”) provided for or permitted to be given under these Bylaws must be in writing and must be delivered (a) by registered or certified mail, postage prepaid, with return receipt requested, (b) by person or by courier, (c) by fax, or (d) by email (via the SAPA email distribution list). A Notice is effective on receipt by the person intended to receive it. Notice given by fax shall be confirmed by appropriate receipt of the completed transmission slip. Notice given by email shall be established or confirmed by appropriate evidence generated from the sender’s electronic mail server showing that such notice was sent to the appropriate email address on a specified date. Such fax or email shall be effective if the fax receipt or evidence of sent email establishes it was received during the normal business hours, or at the beginning of the next business day after the fax receipt or evidence of sent email establishes it was not received during normal business hours. All Notices shall be sent to the relevant individual using the contact information as it appears in the books and records of SAPA, as may be updated from time to time. Each Member shall be responsible for informing SAPA promptly of any change of his/her address or contact information within thirty (30) days of such change.

(b) Waiver of Notice: Whenever notice is required to be given to a Member, Director, or other person under any provision of law, the Certificate of Formation or these Bylaws, a waiver thereof in writing signed by the Member entitled to such Notice, whether before or after the meeting, shall be the equivalent to the giving of such Notice. The presence of any such person at the meeting in question, without objection to the lack of notice of such meeting, shall be deemed a waiver of the requirement of Notice by such person.

Section 13.13 Indemnification. SAPA shall indemnify any current or former Director, Officer, member of the Board of Trustees, or agent for all expenses and costs (including attorneys’ fees) actually and necessarily incurred in connection with any claim asserted against such current or former Director, Officer, member of the Board of Trustees, or agent, by action in court or otherwise, by reason of his or her being or having such Director, Officer, member of the Board of Trustees, or agent except in relation to matters as to which he or she shall have been guilty of gross negligence or misconduct in respect of the matters in which indemnity is sought.

Section 13.14 Confidentiality. Each Director, Officer, and member of the Board of Trustees (each a “Restricted Party”) agrees that during the term of their service to SAPA and thereafter, such Restricted Party shall: (i) hold in confidence and not directly or indirectly disclose, disseminate, divulge, publish, report, reveal, or transfer any Confidential Information to any person or entity; (ii) not directly or indirectly make use of any Confidential Information except for purposes of carrying out his/her responsibilities pursuant to these Bylaws; and (iii) not permit unauthorized use of any Confidential Information by any person or entity. All Confidential Information remains the exclusive property of SAPA. “Confidential Information” means all information furnished by SAPA to a Restricted Party in connection with the performance by such Restricted Party of his/her responsibilities which should be reasonably understood to be confidential or proprietary information of SAPA, whether furnished orally or in writing, and regardless of whether specifically identified as “confidential” and all notes, analyses, compilations, studies, or other documents which contain or otherwise reflect such Confidential Information. Confidential Information shall not include information in the public domain, generic information or knowledge that a Restricted Party would have learned in the course of similar board experiences, or information which was not acquired directly or indirectly from SAPA.



DEFINITIONS

<i>Aggrieved Party</i>	Shall mean a person entitled to the dispute resolution procedures described in Article 12.
<i>Board</i>	Shall mean the Board of Directors.
<i>Director</i>	Shall mean a member of the Board of Directors.
<i>Election Committee</i>	Shall mean the three (3) persons who are appointed by the Board of Trustees to manage the election of the Board of Directors or the Board of Trustees, as described in Article 10.
<i>Executive Offices</i>	Shall mean the Functional Executive Offices.
<i>Executive Office Director</i>	Shall mean the Director who is designated with the responsibility for running an Executive Office.
<i>Members</i>	Shall mean Regular Members, Associate Members, Affiliate Members, and Honorary Members.
<i>Notice</i>	Shall mean formal written notice provided in accordance with the requirements of Section 13.12.
<i>Officers</i>	Shall mean the President, Secretary, and Treasurer of SAPA.
<i>Panel</i>	Shall mean the five (5) persons appointed by the Board of Trustees to serve as a hearing panel for matters submitted to dispute resolution.