

PATA Foundation Bylaws Updated 2015

**APPROVED at Board of Trustees Meeting in Leshan PRC, 25 April 2015
Amended and Fully Restated Bylaws of the PATA Foundation**

ARTICLE I: PRINCIPAL OFFICE AND REGISTERED AGENT

- A. **Principal Office.** The principal office of The PATA Foundation, Inc., a non-profit corporation incorporated under the laws of the state of California (hereinafter the “foundation”), shall be in the State of California.
- B. **Other offices.** The Foundation may have such other office or offices, at such suitable place or places within or without the State of California as may be designated by the Board of Trustees of the Foundation.
- C. **Registered Agent.** The Foundation shall have and continuously maintain a registered office in the State of California (which may be identical with principal office) and the Board of Trustees of the Foundation shall appoint and continuously maintain in service a registered agent in the State of California, who shall be an individual resident of the State of California or a corporation, whether for profit or not for profit.

ARTICLE II: PURPOSES

The objects and purposes for which the foundation is organized and shall be operated are, subject to the limitations of Article VII, hereof, including:

- to further educational and training programs for the development and maintenance of tourism in the member countries of the Pacific Asia Travel Association (PATA);
- to support research and projects for the development of tourism in these countries;
- to promote the development and retention of man-made, cultural and natural resources in these countries through education and research programs and projects; and
- to engage in recovery efforts following a natural disaster which hinders the development and regular operation of tourism in the member countries of PATA.

The foundation shall be empowered to engage in such means as may be necessary and proper to accomplish the foregoing object and purposes.

ARTICLE III: BOARD OF TRUSTEES

- A. **General Authority.** There shall be a Board of Directors of the Foundation, which shall be known as its “Board of Trustees” and which shall manage the affairs of the Foundation.
- B. **Membership.** The Board of Trustees of the Foundation shall be composed of at least three individuals, the majority of which shall be members of the Pacific Asia Travel Association, commencing with the individuals named in the Articles of Incorporation of the Foundation. Vacancies, as they occur on the Board of Trustees by resignation, death, incapacity, or the like of one or more of the members thereof, shall be filled by act of a majority of the remaining trustees.
- C. **Term of Office.** Each member of the Board of Trustees of the Foundation shall serve for a term of three years. The terms of office shall be established, pursuant to a procedure developed and implemented by the Board of Trustees, so that one-third of the membership of the Board of Trustees is elected each year.

- D. Resignation. Any trustee may resign at any time by giving written notice to the Chairman. Such resignation shall take effect at the time specified there in, or, if no time is specified, at the time of acceptance thereof as determined by the Chairman or Board of Trustees.
- E. Removal. Any trustees may be removed at any time, with or without cause, by a two-thirds vote of the trustees at any regular or special meeting of the Board of Trustees at which a quorum is present.
- F. Regular Meetings. A regular meeting of the Board of Trustees of the Foundation shall, at minimum, be held once each year, at such time, day and place as shall be designated by the Board of Trustees.
- G. Special Meetings. Special meetings of the Board of Trustees may be called at the direction of the Chairman or by a majority of the voting trustees then in office.
- H. Notice. Notice of the time, day and place of any meeting of the Board of trustees shall be given in advance of the meeting.
- I. Quorum. Fifty-one percent of the trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.
- J. Manner of Acting. The act of a majority of trustees at a meeting of the Board of Trustees shall be the act of the Board of Trustees. Meetings may be held by telephone conference to the extent permitted by law. In the absence of a quorum, any action taken shall be recommendatory only, but may become valid if subsequently confirmed by a majority vote via email, in conformance with the quorum requirements, of the Board of Trustees.
- K. Compensation. Trustees shall not receive any compensation for their services as members of the Board of Trustees.

ARTICLE IV: OFFICERS

- A. Officers. The officers of the Foundation shall consist of a Chairman, a Vice-Chairman, a Secretary/Treasurer, and may include such other officers as may be deemed necessary. One person may hold more than one office, other than the offices of Chairman and Secretary/Treasurer.
- B. Election of Officers. The officers of the Foundation shall be elected by the members of the Board of Trustees of the Foundation.
- C. Term of office. The officers of the Foundation shall be installed at the annual meeting at which they are now elected and shall hold office for one year until the next succeeding annual meeting or until their respective successors shall be duly elected and shall become qualified.
- D. Resignation. Any officer may resign at any time by giving written notice to the Chairman. Such resignation shall take effect at the time specified there in, or, if no time is specified, at the time of acceptance thereof as determined by the Chairman.
- E. Removal. Any officer may be removed by the Board of Trustees at any regular or special meeting of the Board at which a quorum is present, for engaging in conduct prejudicial to the best interests of the Foundation.
- F. Vacancies. In the case of resignation of an officer of the Foundation or, if for any other reason including ineligibility or removal an officer is unable to complete his or her term, the Board of Trustees shall elect a successor to complete the unexpired term.
- G. Chairman. The Chairman shall preside at meetings of the Board of Trustees and perform other duties as may be designated by the trustees.

- H. Vice-Chairman. The Vice-Chairman shall perform all duties incumbent upon the Chairman during the absence or disability of the Chairman and shall perform such other duties as the Board of Trustees and the Chairman may designate.
- I. Secretary/Treasurer. The Secretary/Treasurer shall attend all meetings of the Board of Trustees and shall be responsible for preserving the minutes of the proceedings of all such meetings, for rendering a report of the finances of the Foundation at the annual meeting or whenever requested by the trustees, and shall perform such other duties as may be designated by the trustees.
- J. Bonding. All officers of the Foundation shall be furnished a fidelity bond in such sum as the Board of trustees may prescribe.

ARTICLE V: COMMITTEES

The Board of Trustees may create such committees or restricted funds of the Foundation as it deems necessary and define their duties and/or purposes.

ARTICLE VI: FISCAL YEAR

The fiscal year of the Foundation shall commence on January 1 and terminate on December 31 except that the first fiscal year of the Foundation shall commence on September, 1984.

ARTICLE VII: LIMITATION ON ACTIVITIES

The Foundation is organized and operated exclusively for charitable and educational purposes within the meaning of sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1954 (revised in 1986 and updated by Title 26 of the United States Code and hereafter referred to as 26 USC). No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall be empowered to make the election authorized under section 501(h) of the 26 USC.

The Foundation shall use its funds only to accomplish the objectives and purposes specified in these By-Laws (Article II), and no part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its trustees, officers or other private individuals, or other organizations organized and operating for profit, except that the Foundation is authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE VIII: DISSOLUTION

On dissolution or final liquidation, the Board of Trustees shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Foundation, distribute all the assets of the Foundation to one or more of the following categories of recipients as the board of Trustees of the Foundation shall determine:

- a nonprofit organization or organizations which may have been created to succeed the Foundation, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the 26 USC or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code ; and/or
- a nonprofit organization or organizations having similar aims and objects as the Foundation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the 26 USC. or as an organization exempt from federal income taxation under section 170(c)(2) and 501(c)(3) of such Code.

ARTICLE IX: AMENDMENTS TO BY-LAWS

These By-Laws may be amended by a majority vote at any meeting of the Board of Trustees of the Foundation.

An amendment so made shall be effective immediately after adoption unless an effective date is specifically adopted at the time the amendment is enacted.