

PILATES METHOD ALLIANCE, INC.

— BYLAWS —

ARTICLE I
NAME AND PRINCIPAL OFFICE

Section A. Effective Date; Defined Terms. This document reflects the amended Bylaws of Pilates Method Alliance, Inc., as revised effective March 11, 2021. Capitalized terms used herein are defined throughout these Bylaws.

Section B. 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 for the purposes set forth both herein and in the Articles of Incorporation.

Section C. 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.

PMA, registered holder of the “Pilates Method Alliance®” and “PMA®” trademarks, is the international, not-for-profit, professional association dedicated to the teachings of Joseph H. and Clara Pilates. 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, ability, and gender diverse.

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

Section B. General Purposes.

PMA is a not-for-profit, tax-exempt, professional association. PMA is dedicated to professional, charitable, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code and its regulations, the Florida Nonprofit Corporation Act (the “Act”), and any applicable successor laws. Subject to the limitations set forth in the Certificate of Incorporation of the Corporation (the “Certificate of Incorporation”) and these Bylaws, 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 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 during November or as the current Board deems necessary, may be combined with other meetings held by PMA. The date and time of the annual Member Meeting shall be determined by the Board and may include (but shall not be limited to):

1. Presentation of Nominees for Directors
2. Presentation of information of interest to the Membership
3. Review of the preceding year
4. Review of short, medium and long term goals
5. A moderated forum for Members to express their views on PMA matters and issues
6. Other matters as determined by the Board or requested by the Membership and approved by the Board

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.

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 seven (7) 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, President-Elect, Secretary, Treasurer, and seven (7) at-large elected Directors. All Directors shall be qualified according to these Bylaws, applicable policies of the Corporation and applicable law.

Section D. Ex-officio Board Members.

The Executive Director of the Corporation ("Executive Director") shall serve as an *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 E. 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 if elected as President. Upon completion of one (1) term, Directors may be re-elected for one additional term (whether or not consecutive with the first term). Beginning in 2021, 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 F. Nomination of Directors.

Under the leadership of the Committee Chair of the Nominating Committee, annually in November, 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 G. Election of Directors.

All elections for Directors shall be supervised by the Nominating Committee, administered by the Executive Director 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 why, and desired outcome. The Board shall have ten (10) days to respond to contestor with a decision. The final Board decision shall stand.

Section H. 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 I. 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*.

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 in the month of January 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 the second Thursday each month or such other date 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 video conference or other form of telecommunication. Should an item of business require immediate attention and action by the Board, a video conference may be called without previous notice so long

as all of the Directors have been contacted and advised of such a meeting and of the matters to be discussed and/or acted upon.

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 voting in the affirmative 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 located with oversight by the Executive Director. 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. 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**

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

The Corporation shall employ an Executive Director who shall be appointed by, and who shall report to, the Board. In addition to any other duties specified in these Bylaws or directed by the Board, the Executive Director shall be responsible for supervision and management of PMA's administrative, business, financial, and other operational affairs, implementation of corporate policies and directives of the Board, conducting PMA's day-to-day business affairs; overseeing the hiring and dismissal of employees and personnel; and, legally binding the Corporation and signing on its behalf contracts, checks, drafts, notes, mortgages, leases and other legal documents. Compensation of the Executive Director shall be set by the Board and shall be comparable to independent third-party salaries for similar not-for-profit corporations and shall not exceed prevailing market rates. Without limiting the generality of the foregoing, when setting the salary of its Executive Director, the Board shall consult the most recent "Association Compensation & Benefits Study" (the "Study"), published biannually by American Society of Association Executives (ASAE), to determine that her/his salary does not exceed the median salary for executive directors of non-profit organizations whose budgets are similar in size to the then-current PMA budget. Should the ASAE cease publication of the Study, the Board shall procure the relevant executive compensation information from another reliable source or

sources. Notwithstanding the foregoing, the Board shall determine in its best business judgment that the Executive Director's salary should exceed the median salary for similarly situated Executive Directors, such judgment to be made based on the Executive Director's qualifications, previous salary, previous place of residence and other relevant factors.

ARTICLE IX BOARD COMMITTEES

Section A. Standing Committees.

The Board shall operate with certain “Committees”. The slate of Directors to serve on a Committee shall be approved by the Board during the annual meeting of the Board. Standing Committees of the Board are:

1. Nominating Committee
2. Conference Committee
3. Membership Committee
 - a. Sub-Committee: International Member Committee
4. Program Committee
5. Education Committee

B. Nominating Committee

The “Nominating Committee” shall be comprised of the President as the Committee Chair, one (1) Director, chosen by random draw, and the Executive Director 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. The Executive Director shall serve as an *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 monthly on the second (2nd) Thursday of the month or such other date determined by the Executive Committee, prior to the monthly Board meeting. 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 video 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 Director. 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 video conference 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 the 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 Director (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 Director.

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.

Directors and Officers 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.
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 (such as *Heroes in Motion* or *Pilates 4 Youth*).
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, e-mail address, or fax number furnished to the Secretary.

ARTICLE XII INDEMNIFICATION

Section A. Definitions.

For the purposes of this Article XII,

1. “Corporate Agent” shall mean any person (i) who is or was a Director, Officer, representative, employee, or other agent of PMA or the Board and (ii) who is or was a party, or is threatened to be made a party, to any Proceeding by reason of the fact that such person was or is described in paragraph (i).;
2. “Third Party Proceeding” shall mean any civil, criminal, administrative or arbitative action or suit, including all appeals thereof and any inquiry or investigation which could lead to such action or suit; provided, however, that “Third Party Proceeding” shall not include any of the foregoing by or in the name of the Corporation to procure a judgment in the Corporation’s favor.
3. “PMA Actions” shall mean any civil, administrative or arbitative action or suit, including all appeals thereof and any inquiry or investigation which could lead to such action or suit, by PMA or in PMA’s name to procure a judgment in PMA’s favor or to PMA’s benefit.
4. “Expenses” shall mean reasonable costs, disbursements, reasonable attorney fees, and any out-of-pocket expenditure directly related to a right of indemnification granted pursuant to this Article XII.

Section B. Indemnification in Third Party Proceedings.

By resolution of the Board, PMA may indemnify and hold harmless any Corporate Agent against Expenses incurred by him/her in connection with any Third Party Proceeding if, in the sole judgment of the Board (i) the Corporate Agent (A) acted in good faith and in a manner which s/he reasonably believed to be in or not opposed to the best interests of the Corporation, and (B) was not negligent or derelict in the performance of her/his duties as a Corporate Agent; and (ii) in the case of any criminal proceeding, the Corporate Agent did not believe and had no reasonable cause to believe that the conduct was unlawful.

Section C. Indemnification in PMA Actions.

By resolution of the Board, PMA may indemnify and hold harmless any Corporate Agent against Expenses incurred by him/her in connection with any PMA Action if, in the sole judgment of the Board the Corporate Agent (i) acted in good faith and in a manner which she or he reasonably believed to be in or not opposed to the best interests of the Corporation, and (ii) was not negligent or derelict in the performance of her or his duties as agent for the Corporation.

Section D. Advance of Expenses.

The Board may, in its sole discretion, authorize PMA to pay a Corporate Agent's costs and expenses in connection with any Third Party Proceeding in advance of the final disposition thereof. In doing so, the Board may require the Corporate Agent to execute a promissory note or other financial instrument or document promising to repay and/or guaranteeing repayment of such advanced sums in the event the Corporate Agent is not ultimately entitled to be indemnified under Sections B or C of this Article XII.

Section E. Insurance.

PMA shall purchase and maintain insurance on behalf of any Officer, Director or employee of PMA, the Board covering any and all liabilities, losses, damages costs and Expenses arising out of any claim, action or proceeding of any kind or nature against PMA and its Officers, Directors and employees arising out of, resulting from or relating to such person's service for PMA.

**ARTICLE XIII
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 qualifies for exemption from federal income taxation under Section 501(c) of the U.S. Internal Revenue Code, as amended or superseded.