

US Palestinian Community Network By-Laws

Table of Contents

PURPOSE.....	3
ARTICLE I: NAME.....	3
ARTICLE II: OFFICES AND REGISTERED AGENT.....	3
Section 1. Offices.....	3
Section 2. Registered Agent.....	3
Section 3. Changes.....	3
ARTICLE III: ORGANIZATIONAL MEMBERSHIP.....	3
Section 1. Types of Affiliates.....	3
Section 2. Request for Affiliation.....	4
Section 3. Executive Committee Review of Request.....	4
ARTICLE IV: FINANCIAL GUIDELINES FOR AFFILIATED ORGANIZATIONS.....	4
Section 1. Affiliation fee.....	4
Section 2. Exceptions to Fee Schedule.....	5
Section 3. Annual Fees.....	5
Section 4. Application of Associate Member Fees to Affiliation Fee.....	5
Section 5. Fee Adjustment.....	5
ARTICLE V: INDIVIDUAL MEMBERS.....	5
Section 1. Individual Membership.....	5
Section 2. Basis of Admission to Individual Membership.....	6
Section 3. Service on Committees.....	6
Section 4. Delinquent Member.....	6
ARTICLE VI: CHAPTERS.....	6
Section 1. Conditions to Establish.....	6
Section 2. Chapter Funds.....	7
Section 3. Chapter Meetings.....	7
ARTICLE VII: COORDINATING COMMITTEE (BOARD OF DIRECTORS)...	7
Section 1. General Powers and Duties.....	7
Section 2. Composition.....	7
Section 3. Election by Ballot.....	8
Section 4. Meeting Diversity Objectives.....	8
Section 5. Executive Committee.....	8
Section 6. Standing and Working Committees and Task Forces of the Coordinating Committee.....	10
Section 7. Term of Office.....	10
Section 8. Vacancy in Office.....	10
Section 9. Frequency of Meetings.....	11
Section 10. Coordinating Committee Quorum.....	12
Section 11. Decision by Majority Vote.....	12
Section 12. Decision without Meeting.....	12
Section 13. Meeting by Telephone Conference.....	12

ARTICLE VIII: ADVISORY BOARD.....	13
Section 1. Function.....	13
Section 2. Membership.....	13
Section 3. Methods of Consultation.....	13
Section 4. Ex Officio Members.....	13
ARTICLE IX: EXECUTIVE OFFICERS.....	13
Section 1. Officers.....	13
Section 2. General Powers and Duties.....	14
Section 3. Term of Office.....	15
Section 4. Termination and Vacancy of Office.....	15
ARTICLE X: EXECUTIVE DIRECTOR.....	16
Section 1. Discretionary Hire.....	16
Section 2. Duties.....	16
Section 3. Accountability and Removal.....	16
Section 4. Serving as Agent of Officers.....	16
ARTICLE XI: FINANCIAL AFFAIRS.....	16
Section 1. Budget.....	16
Section 2. Financial Report.....	16
Section 3. Conflict of Interest.....	16
Section 4. Compensation.....	16
ARTICLE XII: NATIONAL ASSEMBLY.....	17
Section 1. Authority of the Assembly.....	17
Section 2; Right to Vote.....	17
Section 3. Convening the Assembly.....	17
Section 4. Resolutions at the Assembly.....	18
Section 5. Election of Leadership.....	18
ARTICLE XIII: DECISIONS BY CONSENSUS.....	18
ARTICLE XIV: AFFILIATIONS.....	19
ARTICLE XV: RULES OF ORDER.....	19
ARTICLE XVI: ADOPTION AND AMENDMENT OF BY-LAWS.....	19
Section 1. Adoption.....	19
Section 2. Amendment.....	19
ARTICLE XVII: AMENDMENT OF ARTICLES OF INCORPORATION.....	19
ARTICLE XVIII: MISCELLANEOUS.....	20
ARTICLE XIX: SEPARABILITY.....	20

1. Purpose

2. U.S. Palestinian Community Network (hereinafter also known as USPCN) is organized by Palestinians and Arabs living in the United States. The purpose of the USPCN is to empower, motivate and organize Palestinians living in the United States, who constitute an indivisible part of the Palestinian people, particularly youth, professionals, workers, artists and writers, to become full participants in the Palestinian national struggle by developing a principled, inclusive, non-partisan and effective voice that works to preserve our collective identity. USPCN shall work for educational, charitable and advocacy ends to encourage the Palestinian community in the United States to assume a key role in realizing Palestinian national and human rights, including the right of return of Palestinian refugees to their original homes, lands, properties and villages, self-determination and equality for the Palestinian people, and ending the occupation and colonization of Palestine.

3. Article I: Name

4. We pursue these objectives as *U.S. Palestinian Community Network (USPCN)*.

5. Article II: Offices and Registered Agent

6. Section 1. Offices: USPCN shall continuously maintain in the State of California a registered office, in compliance with the California Nonprofit Corporation Act, at such place as may be designated by the Coordinating Committee. The principal office of USPCN and such other offices as it may establish, shall be located at such place(s), either within or without the State of California, as may be designated by the Coordinating Committee.

7. Section 2. Registered Agent: USPCN shall continuously maintain within the State of California a registered agent in compliance with the State of California Nonprofit Corporation Act. Such registered agent shall be designated by the USPCN Coordinating Committee.

8. Section 3. Changes: Any change in the registered office or registered agent of USPCN shall be accomplished in compliance with the State of California Nonprofit Corporation Act and as provided in these Bylaws.

9. Article III: Organizational Membership

10. Section 1. Types of Organizational Affiliates: USPCN is a network of USPCN is a network of Palestinian and Arab organizations, local chapters, and individuals. USPCN organizational affiliates are Palestinian and Arab organizations, including student groups, youth organizations, regional professional bodies, ad hoc pro-Palestinian committees and caucuses within larger Arab, Muslim or Christian associations, national Palestinian organizations and unions, community centers, constituency group organizations,

community-based organizations, and other allied groups that have a Palestinian and Arab constituency and membership base that have taken a stand in supporting the Palestinian right of return, right of self determination and ending occupation and colonization of Palestine, and participate in defense of civil liberties, human and worker rights, or provide social services, as reflected in the principles set forth in the Purpose to these by-laws and the USPCN points of unity and Mission Statement.

11. Section 2. Request for Affiliation: Organizational affiliation is accomplished by a request made by an authorized officer or other representative of an organization affirming the organization's support for the principles set forth in the Purpose to these by-laws, or by adoption of a similar position or resolution, and providing contact information for the person or persons who will serve as the organization's liaison to whom communications should be directed. An affiliation application form will be provided which must be completed and returned with the organization's appropriate affiliation fee, as set forth below.

12. Section 3. Executive Committee Review of Request: Requests and applications for affiliation shall be considered by the Executive Committee, which shall make a recommendation to the Coordinating Committee whether to accept or reject the application. The determination of the Coordinating Committee shall be final. Any organization that is not accepted for affiliation is permitted to reapply.

13. Article IV: Financial Guidelines for Affiliated Organizations

14. Section 1. Affiliation fee: Affiliating organizations are required to make an annual financial contribution to support the organization, its objectives and program at the time of or shortly after affiliating, and annually thereafter. The amount of the contribution will be based on the type of the organization, its size and resources, as suggested by the following levels and ranges, or as subsequently determined by the USPCN Coordinating Committee.

- 15. a.** National federations and other national organizations comprising 1-3 chapters: \$100 or more annually
- 16. b.:** National federations comprising 3-5 chapters: \$250 or more annually, and \$500 or more if they comprise more than 5 chapters.
- 17. c.** Local community center or community-based association having from 15 to 100 members, \$100 or more annually; having from 100 to 500 members: from \$250 to \$500 or more annually; having over 500 members, from \$500 or more annually.
- 18. d.** Student organizations from \$50 to \$250 or more annually;
- 19. e.** Local professional group from \$500 to \$2,500 or more annually;
- 20. f.** Regional professional association: from \$1,500 to \$5,000 or more annually;
- 21. g.** Other local or regional forms of Palestinian or Arab organizations (Artists, Sport, Youth, etc.) \$100 or more annually.

- 22. h.** National levels of these allied organizations: \$250 or more annually.
- 23. Section 2. Exceptions to Fee Schedule:** The affiliation fees suggested here establish the normative minimum level of support to which all affiliates are expected to contribute, however, each affiliate shall determine its own fee consistent with its resources, capacity and commitment. Organizations which do not fit into the above definitions, or those which face special conditions requiring that an exception be made should consult with any of the USPCN CC members and submit a proposal for consideration by and approval of the Executive Committee, subject to the approval of the Coordinating Committee.
- 24. Section 3. Annual Fees:** re- affiliation fees shall be due annually on the anniversary of affiliation or within thirty (30) days thereof.
- 25. a.** An organization that fails to pay their re-affiliation fee within sixty (60) days following the anniversary date of their affiliation shall be declared delinquent and no longer in good standing, unless the organization requests an extension of time to make payment and said request has been approved by the Executive Committee. The voting rights of an organization that is delinquent shall be suspended until such time as the organization has reestablished good standing by payment of delinquent fees.
- 26. b.** An organization which remains in arrears for ninety (90) days following the anniversary date of their affiliation, unless granted an extension, shall cease to be an affiliate of USPCN, but may reinstate their affiliation by reapplying and paying all amounts in arrears, or as agreed upon by the Coordinating Committee
- 27. c.** Upon application and for good cause, an organization experiencing financial difficulties may request a waiver of fees. Such request must be approved by a majority vote of the Coordinating Committee.
- 28. Section 4. Application of Associate Member Fees to Affiliation Fee:** An organization may satisfy its affiliation fee, or a portion thereof, by submitting individual associate member applications, accompanied by the requisite individual associate member fees for each application, on behalf of its own members who have agreed to become associate members of USPCN.
- 29. Section 5. Fee Adjustment:** The Coordinating Committee, by majority vote, may adjust the level of recommended affiliation fees at any time, but in no event more often than once per calendar year.

30. Article V: Individual Members

31. Section 1. Individual Membership: While USPCN is an organization of affiliated organizations, there are individuals who do not have an opportunity to belong to a local organization, individuals who live in areas with few Palestinian or Arab organizations, members of some organizations where it may not yet be possible to secure organizational affiliation, or in affiliated organizations, members who also want to make a personal commitment to USPCN. To these individuals, USPCN offers individual membership.

- 32. a. Individual members of affiliated organizations are invited and encouraged to demonstrate their personal support for USPCN's mission and activities by becoming individual members.
- 33. b. Wherever possible USPCN encourages individual members who are also members in unaffiliated organizations to become individual associate members and to recruit others to such membership, and then to establish committees or other formations to do the education and organizing needed to secure the affiliation of the organization.
- 34. c. Individual membership fees must be paid annually in an amount as determined by the Coordinating Committee for a member to remain in good standing. Members who fail to pay their annual fee shall have no voting rights at National Assemblies unless all arrears have been paid.

35. Section 2. Basis of Admission to Individual Membership:

- 36. a. They accept and agree to the principles set forth in the purpose clause of these By-Laws and the USPCN mission and points of unity;
- 37. b. They agree to abide by provisions of these By-laws;
- 38. c. They contribute an annual membership fee in the amount of **\$25.00** or as otherwise determined by the USPCN Executive Committee and Coordinating Committee;
- 39. d. They agree to work within their own organizations or other local organization to secure affiliation, and/or to build a USPCN local chapter, as applicable.

40. Section 3. Service on Committees: Individual members are eligible to serve on all program and other working committees and task forces established to further the objectives of USPCN. At National Assemblies, those individual members not otherwise represented by an organization or local chapter will be entitled to participate as at-large delegates with votes to be apportioned in a ratio of one (1) vote for every twenty-five (25) at-large delegates or in whatever ratio and/or rules that may be established by the Coordinating Committee.

41. Section 4. Delinquent Member: Individual members who fail to pay their annual affiliation fee within thirty (30) days following the anniversary of their membership shall be considered delinquent. Those who fail to pay their fee within sixty (60) days following their anniversary shall cease to be members but may reinstate their membership by paying all amounts in arrears.

42. Article VI: Chapters

43. Section 1. Conditions to Establish: Wherever possible, affiliated organizations and individual members operating in the same geographic area are encouraged to establish a chapter. Chapters should have a minimum of three (3) affiliated local organizations and/or individual members who leadership commits to meet regularly and to cooperate in

organizing and promoting USPCN activities, campaign and program, and to recruit other organizations and individuals to affiliate with USPCN. The Coordinating Committee must approve application for chapter status after applicants submit a request that includes information on all participating local organizations and/or individual members and the joint activities they intend to undertake.

44. Section 2. Chapter Funds: Chartered chapters are encouraged to undertake their own fundraising and in most circumstances to fund their own activities. Chapters may request that the national organization return a portion of the contributions made by their constituent organizations to underwrite the costs of chapter programs that require more resources than they are able to raise or generate locally. Requests should be submitted in writing to the Executive Committee in conformity with the financial guidelines that the Coordinating Committee shall establish.

45. Section 3. Chapter Meetings: Chartered chapters shall meet at least once during each calendar quarter and shall report on all activities to the Executive Committee and Coordinating Committee.

46. Article VII: Coordinating Committee (Board of Directors)

47. Section 1. General Powers and Duties: The affairs and property of USPCN (including its office, files, website, logo, etc.) shall be managed, controlled and directed by a Board of Directors, which shall also be known as the Coordinating Committee. The Coordinating Committee shall have, and may exercise, any and all powers provided in the Articles of Incorporation or the State of California Nonprofit Corporation Act, which are necessary or convenient to carry out the purposes of USPCN.

48. a. The Coordinating Committee shall approve the organization's budget and oversee the work of its officers, staff and representatives.

49. b. The Coordinating Committee may delegate specific responsibilities to its Executive Committee or sub-committees it may create.

50. c. However, the Coordinating Committee shall retain all authority for policy and significant financial decisions and shall serve as or designate from among its members a board of review for all disputed personnel decisions.

51. Section 2. Composition: The initial Coordinating Committee shall be comprised of the individuals named as Directors in the Articles of Incorporation. These Directors shall serve until their successors are chosen and qualified by election at a National Assembly, or as otherwise provided by these Bylaws.

52. a. Successor members of the Coordinating Committee shall be chosen at each National Assembly in a manner described in these Bylaws and according to the rules established for that National Assembly. The Coordinating Committee shall oversee the work of the organization, implement its decisions, and oversee the work of its staff and other personnel matters.

- 53. b.** Each local chapter of 15 members or fewer may elect 1 member to the Coordinating Committee;
- 54. c.** Each local chapter of 15-30 individual members or 2 or more affiliated organizations may elect 2 members to the Coordinating Committee;
- 55. d.** Each local chapter of 30+ individual members or 3 or more affiliated organizations may elect 3 members to the Coordinating Committee.;
- 56. e.** Each committee or task force authorized by the Coordinating Committee may elect 1 member to the Coordinating Committee;
- 57. f.** Individual at-large members voting as at-large members at a National Assembly (rather than via participation in a USPCN local chapter) shall together be entitled to a maximum of five (5) seats;
- 58. g.** The Coordinating Committee may vote to elect additional Coordinating Committee members by simple majority vote to meet diversity objectives as described in Section 4 below, or to include USPCN members with special skills;
- 59. h.** The Executive Committee and Executive Director (should such a position be filled, as described below in Article X) shall serve as ex officio members of the Coordinating Committee and any Executive Committee it may create, as well as of all task forces and other working committees established by USPCN and its Coordinating Committee.
- 60. Section 3. Election by Ballot:** If more nominations are received than there are places allotted for that chapter or constituency group, a ballot shall be distributed to all affiliates in good standing within that chapter or constituency group to elect those who shall serve on its behalf.
- 61. Section 4. Meeting Diversity Objectives:** Once constituted, the Coordinating Committee may by a simple majority vote add additional members to its ranks to assure appropriately diverse representation, including gender, faith, generational, geographically in the states, by hometown origin, demographically and from among affiliated types of organizations (regional and state bodies, national councils, ad hoc committees, constituency group organizations, student and youth groups, community centers, national or local Arab organizations, etc.).
- 62. Section 5. Coordinating Committee Executive:** The Coordinating Committee may at its discretion establish an Executive Committee of the Coordinating Committee (hereinafter “the Executive Committee”), and hire staff and appoint regional and national spokespersons and/or organizers.
- 63. a. Authority:** The Executive Committee shall act for USPCN between meetings of the Coordinating Committee, except that any such actions taken by the Executive Committee may be overridden by a majority vote of the Coordinating Committee.

64. b. Minutes: The Executive Committee shall keep regular minutes of proceedings and shall report the same to the Coordinating Committee when required.
65. c. Removal: A member of the Executive Committee may be removed with cause by a two-thirds (2/3) majority vote of the Coordinating Committee at a meeting specifically called for such purpose, provided at least fifteen (15) days' notice is given to each Coordinating Committee member specifying the purpose of the meeting.
66. e. Vacancies: The Coordinating Committee at a regular meeting or special meeting shall fill vacancies on the Executive Committee.
67. f. Meetings of the Executive Committee: A meeting of the Executive Committee shall be held by written request of one-half (1/2) of the members of the Executive Committee. The time, place and manner of all meetings of the Executive Committee shall be determined by decision of a majority.. The meetings may be held within or without the State of California, either in person or by telephone conference or other electronic means by which all participants can speak and be heard by all other participants at the same time. A special meeting of the Executive Committee can be convened with at least five (5) days' written, electronic or telephone notice stating the time, place and manner of the meeting. Such notice need not specify the purpose for the meeting or the business to be transacted.
68. d. Quorum: One-half (1/2)+1 of the members of the (Executive Committees shall constitute a quorum for the transaction of business at any Executive Committee meeting. In the absence of a quorum, a majority of the Executive Committee members present may adjourn the meeting to another time, without further notice. When a quorum is once present to organize a meeting, it is not broken by the subsequent departure of one or more Executive Committee members from the meeting, provided at least one-third (1/3) of the Committee is present at all times.
69. e. Majority Vote: Except as otherwise provided by these Bylaws, all matters before the Executive Committee shall be decided by affirmative vote of a majority of Executive Committee members present at a meeting at which a quorum exists.
70. f. In Lieu of Meeting: Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting, provided a majority of members consent in writing and set forth in the same writing the action or decision taken or made. Such consent in writing shall have the same force and effect as a vote of the Executive Committee at a meeting and may be described as such in any document executed on behalf of USPCN.
71. g. Telephonic Meeting: Any or all Executive Committee members may participate in a meeting of the Executive Committee by means of conference

telephone or by any means of communication by which all persons participating in the meeting can speak to and hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

- 72. h. Sub-Committees:** The Executive Committee may create other committees consisting of one or more Executive Committee members and such other persons as are designated by the Executive Committee. These committees shall have such authority as the Executive Committee may by law and these Bylaws direct. All members of the Executive Committee shall be informed of the business, decisions and actions of any committee established under this provision in a timely manner following the transaction of such business, decisions or actions.

73. Section 6. Standing and Working Committees and Task Forces of the Coordinating Committee: The Coordinating Committee may constitute such standing and working committees or task forces as are deemed necessary for the efficient conduct of USPCN's business and to affect the implementation of its decisions. The Executive Committee, subject to review and approval of the Coordinating Committee, shall appoint membership of committees and task forces. Membership of committees and task forces shall be drawn from among the members and officers of affiliates, local chapters and individual members of USPCN. These committees shall have such authority as the Coordinating Committee may by law and these Bylaws direct. All proceedings, decisions and actions of such committees or task forces shall be reported to the Executive Committee in a timely manner following the transaction of such business, decisions or actions and shall be subject to its review and approval. No committee or task force established in accordance with this section may act on behalf of or in the name of USPCN without the expressed authorization by the Executive Committee by decision made at a regular or special meeting of the Executive Committee. Each such committee may, as described above in Section 2, elect one representative to serve on the Coordinating Committee.

74. Section 7. Term of Office: each National Assembly in accordance with these Bylaws shall elect Coordinating Committee members. The term of a Coordinating Committee member shall terminate upon the effective date of his or her resignation, which may be made at any time by giving written notice thereof to the Executive Committee; upon his or her death; upon relocation outside the United States; or upon removal from the Coordinating Committee by the local chapter that appointed the member, with written notice of such removal given to the Executive Committee by the executive officer or other duly authorized representative of that affiliate.

75. Section 8. Vacancy in Office:

76. a. Vacancy: A vacancy in the position of Coordinating Committee member shall exist in the event of the death of the member, relocation outside the United States, resignation by the member with written notice to the Executive Committee, or removal by the chapter that appointed the member, with written notice thereof

given to the Executive Committee by the executive officer or other duly authorized representative of the affiliate.

77. i. A vacancy shall also exist in the event that the local chapter ceases to exist, or the organizations that comprise it disaffiliate or fail to renew their affiliation by remitting their annual affiliation fees within ninety (90) days of their due date;

78. ii. In the event of vacancy due to death, relocation outside the United States, resignation, or removal by the local chapter, the chapter shall designate a replacement representative or notify USPCN in writing of its intention that its principal or chief executive officer shall serve as its representative.

79. iii. In the event of vacancy due to the end of a local chapter's existence, disaffiliation or failure to renew affiliation as provided by these Bylaws, the Coordinating Committee may, at its discretion fill the vacancy by designating another affiliate to appoint its representative to serve, with written notice of such appointment to be provided to the Executive Committee within thirty (30) days of said appointment.

80. Section 9. Frequency of Meetings: Regular meetings of the Coordinating Committee, in person or by conference call or other electronic medium shall be held in no event less frequently than once every three months, but to the extent practical monthly.

81. a. Notice of Meetings: The schedule of all regular meetings shall be announced in advance and shall be open to all members of the Coordinating Committee and to the Advisory Board. Special meetings may be called by the Executive Committee meeting or upon written request of one-half + one of the members of the Coordinating Committee.

82. i. The time, place and manner of all meetings of the Coordinating Committee shall be determined by the Executive Committee in consultation with the members of the Coordinating Committee. The meetings may be held within or without the State of California.

83. ii. A regular meeting of the Coordinating Committee may be held upon two (2) weeks' notice. A special meeting may be called upon one (1) week's notice. Notice shall be provided in writing by electronic mail or postal service delivery or by telephone communication to all members of the Coordinating Committee, provided, however, that it shall be the responsibility of the Coordinating Committee members to provide current electronic mail and postal addresses and phone number(s) and any changes thereto to the Executive Committee for delivery of such notice. If such notice is given by postal service mail, it shall be deemed delivered when deposited in the United States mail, properly addressed and with sufficient postage thereon.

84. Section 10. Coordinating Committee Quorum: Eleven (11) members of the Coordinating Committee, as fixed in these Bylaws, shall constitute a quorum for the transaction of business at any Coordinating Committee meeting. In the absence of a quorum, a majority of Coordinating Committee members present may adjourn the meeting to another time, without further notice. When a quorum is once present to organize a meeting, it is not broken by the subsequent departure of one or more Coordinating Committee members from the meeting, provided that at least seven (7) members of the Coordinating Committee are present at all times.

85. Section 11. Decision by Majority Vote: Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all matters before the Coordinating Committee shall be decided by an affirmative vote of a majority of the members present at a meeting at which a quorum exists whenever consensus has not been achieved.

86. Section 12. Decision without Meeting: Any action required or permitted to be taken at any meeting of the Coordinating Committee may be taken without a meeting, provided a majority of members consent in writing and set forth in the same writing the action or decision(s) taken or made. Such consent in writing shall have the same force and effect as a vote of the Coordinating Committee at a meeting and may be described as such in any document executed by or on behalf of USPCN .

87. Section 13. Meeting by Telephone Conference: Any or all members of the Coordinating Committee may participate in a meeting of the Coordinating Committee, or a committee of the Coordinating Committee, by means of conference telephone or by any other means of communication by which all persons participating in the meeting can speak to and hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

88. Article VIII: Advisory Board

89. Section 1. Function: The Advisory Board shall serve as an advisory board, and advise the Coordinating Committee on matters of substantial import to USPCN, including changes of policy and program, significant financial obligations, changes to the financial structure and obligations, and affiliations. The Advisory Board shall be composed of one (1) representative from each affiliated organization in good standing and all members of the Coordinating Committee. It shall also help to promote USPCN and support its activities and programs through fundraising and organizational/institutional support.

90. Section 2. Membership: Each affiliated organization is entitled to designate one (1) representative to the Advisory Board. Representatives who will serve on the Advisory Board shall be designated by the affiliated organization within thirty (30) days following affiliation. Affiliates may change their representatives at any time by written notice to the Executive Committee. In the event that no representative is designated or the designated representative vacates the position, the principal or chief executive officer of the affiliate shall serve as the representative until another representative is appointed by the affiliate. A duly authorized representative of the affiliate shall give notice of appointment of

representative, vacancies or changes of representative to the Co-Convenors within thirty (30) days of such appointment, vacancy or change.

91. Section 3. Methods of Consultation: Consultation with the Advisory Board may be by letter, email, and telephone or in person meetings. Its members shall receive a an-annual financial report reflecting all revenues and expenses. An in-person meeting may be called at the discretion of the Coordinating Committee, or by a petition signed by sixty percent (75%) of affiliated organizations in good standing. The Advisory Board may convene in person between National Assemblies, and may participate in voting, as well as observe, in expanded Coordinating Committee meetings approved for Advisory Board participation by the Coordinating Committee.

92. Section 4. Ex Officio Members: USPCN co-founders shall serve as ex officio members of the Advisory Board assuming they are current members with good standing.

93. Article IX: Executive Officers

94. Section 1. Officers: The Executive Officers of USPCN shall be five (5), who shall be nominated and elected by a majority vote of the duly authorized delegates to a National Assembly. The initial Officers of USPCN shall serve as its Executive Committee for the term of their office, or until such time as the Coordinating Committee decides to expand the number of members of the Executive Committee.

95. Section 2. General Powers and Duties: The duties of the Executive Officers shall be fixed by the Coordinating Committee, or as provided pursuant to these Bylaws, or (except to the extent inconsistent with these Bylaws or with any provision made pursuant hereto) shall be those customarily exercised by corporate officers holding such offices.

96. a. Executive Duties: The Officers shall distribute executive duties between them and shall have equal decision-making authority. The Officers shall designate one of their number to serve as Chairperson of the Executive Committee, who shall also function as “President” in accordance with the State of California Non-Profit Corporation Act. The Officers shall also designate another of their number as Chief Financial Officer, who shall function as “Treasurer” in accordance with the State of California Non-Profit Corporation Act. The Officers shall also designate another of their number as Secretary, who shall function in that capacity in accordance with the State of California Non-Profit Corporation Act. The President, Chief Financial Officer and Secretary shall not be the same person. In the event of a unresolved dispute between the Officers, the disputed issue or decision shall be brought before the Coordinating Committee, which shall render a final decision by a majority vote.

97. i. Chair (President): The Chairperson shall be responsible for arranging or having arranged meetings of the Officer, Executive Committee and Coordinating Committee. Unless otherwise agreed between the Officers, the Chair shall convene and preside over all meetings of the Executive Committee and Coordinating Committee. The Chair shall have authority to sign or co-sign checks and other financial

instruments and contracts in the absence of or jointly with the Chief Financial Officer. The Chair shall be bonded. He or she shall perform such other duties and responsibilities as the Coordinating Committee may prescribe.

98. ii. Chief Financial Officer (Treasurer): The Chief Financial Officer shall work with the appropriate staff and officers to ensure the completion of the following duties: keep full and accurate account of the receipts and disbursements of USPCN, deposit or cause to be deposited all moneys and other assets in the name and to the credit of USPCN in such depositories as may be designated by the Executive Committee; disburse or cause to be disbursed USPCN funds, making proper vouchers for such disbursements; render to the officers, Executive Committee and Coordinating Committee, upon request, an accounting of all financial transactions, audits and the financial condition of USPCN; maintain affiliation and membership records; oversee the budget and prepare quarterly financial reports for the Coordinating Committee. The Chief Financial Officer shall serve as chair of the Finance Committee, should one be established, and together with appropriate staff, shall ensure that USPCN files all appropriate tax and corporate reports, and that USPCN carries proper insurance. The Chief Financial Officer shall have authority to sign or co-sign checks and other financial instruments and contracts. The Chief Financial Officer shall be bonded and shall perform such other duties as the Coordinating Committee may prescribe.

99. iii. Secretary: The Secretary shall be responsible for keeping and disseminating an accurate record of proceedings (including all votes and minutes) of all meetings of the Coordinating Committee and Executive Committee, and such other actions of USPCN as the Coordinating Committee shall direct. He or she shall give or cause to be given notice of all meetings in accordance with these Bylaws or as required by law. The Secretary shall have custody of the corporate seal of USPCN, and he or she shall have the authority to affix it to any instrument requiring it. The Secretary shall ensure that procedures for elections are followed and serve on the Elections Committee, if not a candidate. The Secretary, in the absence or incapacity of the Chief Financial Officer or Chair, shall have authority to sign or co-sign checks and other financial instruments and contracts. He or she shall be bonded and shall perform such other duties as the Coordinating Committee may prescribe.

100. b. Inspections: Both the Chief Financial Officer and the Secretary shall permit any member of the Coordinating Committee or his or her duly authorized attorney by request in advance in writing to inspect all books and records of USPCN, for any purpose at any reasonable time.

101.c. Spokespersons: The Executive Committee shall function as the principal spokespersons for the organization. They shall be accountable and make regular reports to the Coordinating Committee.

102. d. Responsibilities: The Executive Committee shall give leadership in coordinating USPCN's National Assembly; propose an annual budget and maintain fiscal oversight of the business affairs of USPCN; help design and oversee the implementation of the activities and program of USPCN, including affiliation and membership recruitment, organizing and outreach, education and coalition-building; provide overall direction to and coordination of the activities of the Coordinating Committee; hire and oversee the work of staff, other employees and contractors; preside at Coordinating Committee meetings and National Assemblies; and such other duties and responsibilities as may be assigned to them by the Coordinating Committee, or as provided by these Bylaws.

103. e. Initial Officers: The initial Executive Officers of USPCN shall be the persons who were elected as Officers at USPCN's 2009 Coordinating Committee meeting in Chicago. Thereafter, the Executive Officers of USPCN shall be elected at subsequent National Assemblies from among the members of the Coordinating Committee by delegates eligible to vote in such elections as established by these Bylaws and the rules of the National Assembly.

104. Section 3. Term of Office: The Executive Officers of USPCN shall hold office for a term to run from the National Assembly at which they were elected until the next National Assembly, but in no event for longer than three (3) years from the effective date of their election. Any individual may serve as an Executive Officer for succeeding terms without limitation.

105. Section 4. Termination and Vacancy of Office: The term of any Executive Officer shall terminate upon the effective date of his or her resignation, submitted orally or in writing to the Executive Committee; upon his or her death; in the event of long term or permanent incapacity to serve as a consequence of illness, disability or other health-related reason, with said incapacity existing or expected to exist for longer than six (6) months; or in the event of relocation outside the United States. or upon a two-thirds (2/3) majority vote of the Coordinating Committee to remove him or her from office.

106. a. Mid-Term Vacancy: In the case of a mid-term vacancy for any Executive Officer, the Coordinating Committee, at its next scheduled meeting following the vacancy, may nominate and elect by a majority vote, a successor Officer to fill such vacancy, or leave the office vacant until the next regular election.

107.b. Term of Successor: The term of the successor Officer elected to fill a mid-term vacancy shall be the unexpired portion of the predecessor Officer's term.

108. c. Requirements: Any candidate for an Executive Officer vacancy must be a current member of the Coordinating Committee and must be a member of USPCN or one of its affiliated organizations for at least (24) months prior to taking office.

109. Article X: Executive Director

110. Section 1. Discretionary Hire: At the discretion of the Executive Committee and subject to approval of the Coordinating Committee, the Executive Committee may hire an Executive Director.

111. Section 2. Duties: The Executive Director shall manage the day to day affairs of the organization, supervise other staff, develop personnel policies, benefits and programs, represent and speak for the organization when requested by the Executive Committee, participate in the development of a budget and financial plan, oversee the implementation of the decisions of the organization, and serve in ex officio capacity on all committees and task forces.

112. Section 3. Accountability and Removal: The Executive Director shall be accountable to the Executive Committee and Coordinating Committee and shall make regular reports to both. The Executive Director may be removed by decision of a majority of the Executive Committee, or by a majority vote of the Coordinating Committee. The Coordinating Committee, based upon the recommendation of the Executive Committee, shall approve compensation and benefits provided to the Executive Director.

113. Section 4. Serving as Agent of Officers: The Executive Director may, with the authorization of the Executive Committee, enter into and execute on behalf of USPCN contracts, leases, debt obligations and all other forms of agreements or instruments, whether under seal or otherwise, permitted by law, the Articles of Incorporation and these Bylaws, except where such documents are required by law to be otherwise signed and executed, or where the signing and execution thereof shall be exclusively delegated to some other officer or agent of USPCN. The Executive Director, may, subject to the authorization of the Executive Committee, hire staff to perform duties on behalf of USPCN.

114. Article XI: Financial Affairs

115. Section 1. Budget: The Officers, or Executive Committee, or Executive Director if one exists, shall prepare an annual budget to be approved by the Coordinating Committee and shall make regular quarterly financial reports to the members of the Coordinating Committee.

116. Section 2. Financial Report: The Officers and Coordinating Committee shall make a report on the financial affairs of USPCN at least once each calendar year. The report shall be made available to all members of the Advisory Board.

117. a. Audit: The officers shall arrange for USPCN financial records to be independently audited at least once each fiscal year according to generally accepted accounting principles. The audit report shall be made available to all members of the Advisory Board.

118. Section 3. Conflict of Interest: No USPCN, Executive Committee member, Coordinating Committee member, or member of any of its Committees, or the Executive

Director shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with or in U.S Palestinian Community Network. Each Coordinating Committee Member, Executive Committee member, and any other officer shall disclose to USPCN any personal interest which he or she may have in any matter pending before USPCN and shall refrain from participation in any decision on such matter.

119. a. Full Disclosure: Any member of the USPCN Coordinating Committee, any Executive Committee, the Executive Director or staff member who is an officer, board member, a committee member or staff member of a borrower organization or a loan applicant entity shall identify his or her affiliation with such entity; further, in connection with any credit policy committee or Coordinating Committee or Executive Committee action specifically directed to that entity, he/she shall not participate in the decision affecting that entity and the decision must be made and/or ratified by the full body.

120. b. No Personal Use of Data: Any member of the USPCN Coordinating Committee, any Officer, the Executive Director or staff member or other employee shall refrain from obtaining or using any list of USPCN members or affiliates for political, personal or private solicitation purposes at any time during the term of their affiliation or association with USPCN.

121. Section 4. Compensation: Members of the Coordinating Committee and the Executive Committee shall receive no compensation for their services, but by resolution of the Coordinating Committee, may be reimbursed for any reasonable expenses incurred while acting on behalf of USPCN. The Executive Committee, subject to the review and approval of the Coordinating Committee, shall determine compensation of the Executive Director, all other employees and contractors performing services for USPCN. Reimbursement for any expense shall be made only upon presentation of suitable documentary or other evidence to support the claim for reimbursement.

122. Article XII: National Assembly

123. Section 1. Authority of the Assembly: The highest decision-making body of USPCN shall be its National Assembly. The National Assembly shall be a delegated convention at which the general policies and principal programs of the organization shall be established and changed as deemed appropriate by the delegates.

124. Section 2; Right to Vote: Only affiliated organizations, local chapters and individual members in good standing shall be entitled to cast votes. The number of delegates to which any affiliate or local chapter is entitled, and the voting strength of any individual member shall be determined by the Coordinating Committee in accordance with these Bylaws.

125. Section 3. Convening the Assembly: National Assemblies shall be convened at the call of the Coordinating Committee, but in no event less often than once every three (3) years. The call to an Assembly shall be issued at least sixty (60) days in advance of the date on which it is to open. All affiliates and members shall be informed of the date and city in which the Assembly will be held at least sixty (60) days in advance of the

scheduled convening. Assembly rules shall be established by the Coordinating Committee and shall be issued and made available no less than forty-five (45) days in advance of the Assembly.

126. Section 4. Resolutions at the Assembly: Delegates shall be entitled to submit resolutions regarding the policies and program of the organization for consideration at a National Assembly, which shall be acted upon in accordance with the rules established for that Assembly. The Coordinating Committee may establish a deadline for advance submission of resolutions to be considered by the Assembly. A resolutions committee established by the Coordinating Committee may amend resolutions and consolidate resolutions that address the same or substantially similar issues and shall report same to the Assembly for consideration, with or without a recommendation for action.

127. Section 5. Election of Leadership: Delegates to a National Assembly shall elect members to the Coordinating Committee or affirm their local chapter's newly completed election results to the National Assembly.

128. a. Election by Mail Ballot: In the event that the Assembly is unable or fails to vote on Coordinating Committee nominees submitted by at-large members or any other constituency caucus afforded representation on the Coordinating Committee at a future date, provided by these By-laws prior to the adjournment of the Assembly, a ballot containing the names of those nominated shall be delivered to the appointed representative of each affiliate, chapter or individual within that constituency group. Ballots, to be counted, must be received by USPCN at the address provided in the ballot instructions no later than thirty (30) days following issuance of the ballot (date of mailing).

129. b. Certification of Results: Executive Committee members and assignees shall count the ballots timely received, and shall certify the results and report same in writing to all affiliates.

130. c. Appeal: An appeal may be registered to the certification of an election, if received by the Executive Committee no later than fourteen (14) days from the date of certification. Any appeals to the certification shall be heard by the next regular or special Coordinating Committee meeting, whose decision shall be final.

131. Article XIII: Decisions by Consensus

132. The organization at all levels will seek and endeavor to make its decisions by consensus. However, where a vote may be required in Coordinating Committee or Executive Committee deliberations, each member of the Coordinating Committee or Executive Committee participating may cast one vote and decisions shall be made by majority vote, as specified above. In National Assemblies, the Coordinating Committee will determine the voting strength of affiliates, local chapters, and at-large individual members.

133. Article XIV: Affiliations

134. Upon request, the Coordinating Committee may, at its discretion, affiliate the organization with coalitions and other organizations whose mission, objectives and program are consistent with that of USPCN.

135. Article XV: Rules of Order

136. Except as provided by these by-laws and applicable law, the deliberations and governance of USPCN shall be in accord with generally accepted Robert's Rules of Order.

137. Article XVI: Adoption and Amendment of By-laws

138. Section 1. Adoption: These By-laws shall be presented to and ratified by the October 2010 National Assembly meeting by a simple majority vote of the delegates in accordance with the rules of the meeting.

139. Section 2. Amendment: These By-laws may be amended by a sixty (60) percent majority of votes cast by delegates to a National Assembly, and between National Assemblies by a sixty (60) percent majority of votes cast by members of the Coordinating Committee, whose decision must be ratified by a majority of members of the Advisory Board. Proposed amendments, except as otherwise herein provided, must be submitted in writing by an affiliated organization or by action of the Coordinating Committee at least forty-five (45) days in advance of an Assembly in order to be considered by that Assembly. Amendments referred by the Coordinating Committee for ratification by the Advisory Board shall be made available at least forty-five (45) days prior to the deadline for return of Advisory Board ballots. Amendments shall be posted to the USPCN website at least two (2) weeks prior to the opening of the Assembly or within ten (10) days following adoption by the Coordinating Committee for ratification by the Advisory Board, except that amendments submitted during a National Assembly may be considered without advance notice if recommended by a two-thirds (2/3) majority vote of the Coordinating Committee or by a motion from the floor by a duly authorized delegate supported by a two-thirds (2/3) majority vote of all delegates then voting

140. Article XVII: Amendment of Articles of Incorporation

141. The Articles of Incorporation may be altered, amended, or repealed, or new Articles of Incorporation adopted, at any meeting of the Coordinating Committee, but only if (1) the action taken is approved by the affirmative vote of two-thirds (2/3) of all Coordinating Committee members present at such meeting; and (2) at least ten (10) days' written notice is given of the intention to take such action at such meeting.

142. Article XVIII: Miscellaneous

143. Section 1. Fiscal Year: The fiscal year of USPCN shall be determined by resolution of the Executive Committee, and absent such resolution shall be consonant with the calendar year.

144. Section 2. Checks: All checks, drafts, or other orders for the payment of money shall require the signature of the Treasurer or Secretary or such other Executive Officer as shall be designated by the Executive Committee.

145.. Article XIX: Separability

146. Should any provision of these By-laws be found to be in violation or conflict with any state or federal law or lawful regulation or by order of a court of competent jurisdiction, the remaining provisions shall be unaffected and shall remain in full force and effect.

THE END

